

Company No: 05500642

MONDAY



THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
CIRCULATED ON 31st May 2011
OF
FANHAMS HALL HOTEL LIMITED
("the Company")

Written resolution of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 proposed by the directors of the Company, proposed as a special resolution as detailed below

SPECIAL RESOLUTION

That the articles of association of the Company be and hereby are altered by the insertion of a new article 27 in the following terms -

27. REGISTRATION OF SHARES

Notwithstanding anything contained in these Articles

- (a) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares, and
- (b) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be

- (a) executed by a bank or institution to which such shares have been mortgaged or charged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,
- (b) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security, or
- (c) to any such bank or institution (or to its nominee) pursuant to any such security

A certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution

I, the undersigned, being the person entitled to vote on the above resolution irrevocably agree to such resolution

Signature



Name

D. PEZONELLI

Date 31st May 2011

NOTES

ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTION

Please signify your agreement to the resolution by completing your details and signing and dating the document where indicated above and returning it to the Company in one of the following ways either

- **By Hand:** delivering the signed and dated document to the Company's registered address marked "For the attention of the director", or
- **By Post:** delivering the signed and dated document to the Company's registered address marked "For the attention of the director"

Once you have indicated your agreement to the resolutions, you may not revoke your agreement

ACTION REQUIRED IF YOU DO NOT WISH TO APPROVE THE RESOLUTION

You do not have to do anything Failure to respond will not be treated as agreement to the resolution