

Company Number: 05885734

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
HEARTSTONE INNS 1 LIMITED
(the "Company")

Circulated on **6** NOVEMBER 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**2006 Act**"), the directors of the Company propose that the resolution below is passed as a special resolution of the Company

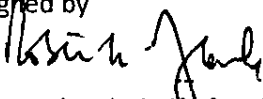
SPECIAL RESOLUTION

THAT, pursuant to Sections 641 to 644 inclusive of the 2006 Act, the capital of the Company be reduced by cancelling, extinguishing and repaying 833,471,415 issued Ordinary Shares of ~~8~~ each
£0.001

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolutions
The undersigned, being the person entitled to vote on the above resolution on 4 November 2014, hereby irrevocably agrees to the resolution

Signed by


For and on behalf of
HEARTSTONE INNS LIMITED

Date

6/11/14

TUESDAY



A32 *A3MDQG5U* #11
09/12/2014
COMPANIES HOUSE

The Company confirms that the required majority of eligible members (as defined in section 289(1) Companies Act 2006) have signified their agreement to the resolution set out above and that the resolution is passed on **6** November 2014

Caroline Airey
for and on behalf of Secretarial Limited
Director/Secretary
Notes

- 1 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- (i) By Hand delivering the signed copy to [HowardKennedyFsi LLP, No 1 London Bridge, London, SE1 9BG] (for the attention of Keith Lassman)]
- (ii) Post returning the signed copy to [HowardKennedyFsi LLP, No 1 London Bridge, London, SE1 9BG (for the attention of Keith Lassman)]

If you do not agree to the resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the resolution, you may not revoke your agreement
- 3 Unless, by 6 November 2014, sufficient agreement has been received for the resolution to pass, it will lapse If you agree to the resolution, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company, seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power or authority when returning this document