

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

DOYLE HOTELS (UK) LIMITED (the "Company")

3 April 2019 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that Resolutions 1 and 3 below be passed as a special resolution and Resolution 2 below be passed as an ordinary resolution (the "**Resolutions**");

RESOLUTION 1

"That the articles of association attached to these resolutions and initialled for the purposes of identification be approved and are hereby adopted as the articles of association of the Company in substitution for, and to the exclusion of the existing articles of association of the Company."

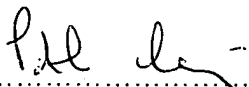
RESOLUTION 2

"THAT, in accordance with section 551 of the Companies Act 2006 (the "**Act**") the directors of the Company be generally and unconditionally authorised to allot ordinary C shares in the Company up to an aggregate nominal amount of £1,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date five years following the date of this resolution."

RESOLUTION 3

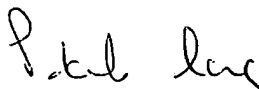
"THAT, subject to the passing of Resolution 2 and in accordance with section 571 of the Act, the directors of the Company be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 2, as if section 561(1) of the Act did not apply to any such allotment."

We, the undersigned, being the holders of the requisite amount of the issued share capital of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.



For and on behalf of Doyle Hotels (Finance) Limited

Date: 3 April 2019



For and on behalf of Doyle Hotels (Holdings) Limited

Date: 3 April 2019

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COMPANIES HOUSE

NOTES

- 1 If you agree with 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:
 - (a) **By hand:** delivering the signed copy to the Company at its registered office.
 - (b) **By post:** returning the signed copy by post to the Company at its registered office.
 - (c) 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 28 days following the Circulation Date, 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 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 of attorney or authority when returning this document.