

BLISS HOTELS (SOUTHPORT) LIMITED
(company number 06190786) (Company)

WRITTEN RESOLUTIONS OF THE MEMBERS OF THE COMPANY

2017 (Circulation Date)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (CA 2006), the directors of the Company propose the resolutions set out below as a special resolutions (**Resolution**).

Special resolution

That the Articles of Association of the Company be altered by the addition of new Articles 18 below the existing Article 17 (with the consequent renumbering of the existing Articles 18 below) in the following terms:

"Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:-

- (i) is to any bank or institution or any other person to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "**Secured Institution**"); or
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and the directors shall forthwith register any such transfer of shares upon receipt. Furthermore, notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to provide any prior written notice to the Company or to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.

The Company shall have no lien on any shares which have been charged by way of security to a Secured Institution and the provisions of the Articles relating to liens over shares shall not apply in respect of any such shares.

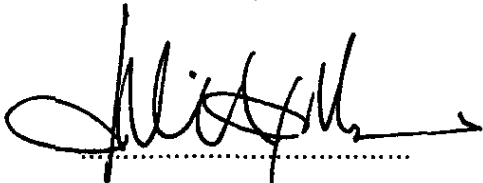
Any pre-emption rights contained in these Articles shall not apply in relation to any shares which have been charged by way of security to a Secured Institution by any shareholder of the Company from time to time."

Agreement to the Resolutions

Please read the notes below before signifying your agreement to the Resolutions. The Special Resolutions require members holding greater than 75% of the total voting rights of members entitled to vote on the resolutions to vote in favour of it to be passed.

The undersigned, being the sole member of the Company entitled to vote on the Resolutions on the Circulation Date, hereby agrees to the Resolutions:



A handwritten signature in black ink, appearing to be 'M. Singh', written over a dotted line.

Director for and on behalf of
BLISS HOTELS LIMITED

Date: 13.6.17

Notes

1. Once you have indicated your voting intentions, please sign and date this document and return it using one of the following methods:
 - 1.1 by hand – delivering the signed copy to Emma Smallbone, Bliss Blakeney, Morston Road, Blakeney, Norfolk, NR25 7BG;
 - 1.2 returning the signed copy by post to Emma Smallbone, Bliss Blakeney, Morston Road, Blakeney, Norfolk, NR25 7BG; or
 - 1.3 by email – attaching a scanned copy of the signed document to an email and sending it to emma@blissinvestment.partners. Please enter "Written resolutions" in the email subject box.
2. If you do not agree to the Resolutions, you do not need to do anything. You will be deemed not to agree if you fail to reply.
3. Once you have indicated your agreement to a Resolution, you may not revoke your agreement.
4. Unless, by the end of the period of 28 days beginning on the Circulation Date (**Lapse Date**), sufficient agreement has been received for a Resolution to pass, such Resolution will lapse. If, therefore, you agree to all or any of the Resolutions, please ensure that you return this document (as set out above) on or before the Lapse Date.
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 of attorney or authority when returning this document.