

Company No: 06477962

**The Companies Act 2006**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**

of

**EURO HOTELS (CROYDON COURT) LIMITED**  
**(the "Company")**

(Passed pursuant to section 288 of the Companies Act 2006)

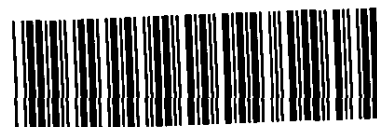
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I, the undersigned, being or representing the sole member of the Company, HEREBY RESOLVE as follows:

**ORDINARY RESOLUTIONS**

1. **THAT** the Company, in good faith and for the purpose of carrying on its business, enter into the arrangements (the "**Transaction**") to be effected under or pursuant to the documents listed in Appendix 1 to these resolutions (the "**Documents**") and perform its obligations and exercise its rights in relation to the Transaction.
2. **THAT** the directors be authorised to pass and to implement such resolutions as he thinks fit in connection with the Company's entry into the Transaction and the performance of its obligations and the exercise of its rights in relation to the Transaction, including as regards approval and execution and delivery of such of the Documents to which it is to be party and all related matters.
3. **THAT** the directors of the Company be and is hereby authorised to do all things necessary in respect of the Documents and any other related documents, notwithstanding any provisions of the Company's memorandum of association and articles of association.

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### **SPECIAL RESOLUTIONS**

1. That the Articles of Association of the Company (the "**Articles**") be amended as follows:
  - 1.1 a new Article 21(ii), 21(iii) and 21(iv) shall be inserted into the Articles as follows:

"21(ii) Notwithstanding anything contained in these Articles:

    - (a) the directors 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:

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

21(ii) A certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed will be conclusive evidence of such facts.

21(iv) Notwithstanding anything contained in these Articles, the directors of the company may not exercise its right of lien over the shares that have been mortgaged, charged or pledged by way of security to a bank or institution."
2. The draft Articles of Association attached to this resolution be and they are adopted by the Company in substitution for, and to the exclusion of, its existing articles of association.

#### **APPENDIX 1**

1. A master murabaha agreement to be entered into between the Company, Euro Hotels (Gilroy Court) Limited, Gilroy Court (Guernsey) Limited, Croydon Court (Guernsey) Limited ("**Propco**"), and QIB (UK) Plc (the "**Bank**") pursuant to which the Bank would provide a facility to Propco in the amount of up to £3,600,000;
2. A debenture to be granted by the Company in favour of the Bank over all of its assets (the "**Debenture**"); and
3. a share charge in respect of all the shares in the Company granted by Athar Sultana Nawab in favour of the Bank (the "**Share Charge**").


### AGREEMENT

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

**Name of Shareholder**

Gauhar Nawab

**Signature**

  
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**Date**

24 May 2018