

Company number: 06506069

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

Richmond Company 222 Limited (the **Company**)

Date: 30 September 2022 (the **Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**), the directors of the Company propose that the following resolutions are passed by the eligible member (as defined by section 289 CA 2006) of the Company as follows: the resolutions at paragraph 1 as ordinary resolutions and the resolutions at paragraph 2 as special resolutions (the **Resolutions**):

1 **ORDINARY RESOLUTIONS**

- 1.1 **THAT** the Company enters into certain documents in connection with new facilities in the sum of £4,700,000 (the **Facilities**) to be made available to the Company (as Borrower) by National Westminster Bank Plc (the **Lender**) (the **Transaction**), being the Documents (as such term is defined in the board minutes of the meeting at which these written resolutions were resolved to be circulated (the **Board Minutes**)).
- 1.2 **THAT** notwithstanding any provisions of the Company's articles of association or any interest or conflict of any director of the Company (without prejudice to the generality of 1.3 below):
- (a) the directors have authority to approve the terms of, and the transactions contemplated by, the Documents and any related or ancillary documents which may be required in connection with the Documents or the Transaction generally;
 - (b) any director of the Company (in the presence of a witness or jointly with the company secretary or any other director as necessary and/or applicable) be and is hereby authorised and directed to complete, execute and deliver the Documents on behalf of the Company and give or execute any notices, letter, certificates, communications, requests (including, without limitation, any utilisation request), direct agreements, collateral warranties, deeds, powers of attorney, acknowledgments, agreements, communications or any other document on behalf of the Company pursuant to or in connection with each of the Documents (or the transactions contemplated by them) and the Transaction generally, and in such manner and subject to such changes as any director of

TUESDAY



the Company, in their absolute discretion, think fit (such opinion being evidenced by the execution of such documents)); and

- (c) any director of the Company be and is hereby authorised to take any action and do all things in connection or pursuant to the terms of the Documents (and any other document as described in (b) above) and the Transaction generally as such director shall deem in their absolute discretion necessary or appropriate.

1.3 **THAT** any conflict of interest (whatsoever) of any directors in connection with the Transaction or any Document is approved and authorised and any provision of the articles of association of the Company which would otherwise prevent a director from being counted in the decision-making process for quorum and voting purposes at the meeting recorded by the Board Minutes (and any other board meeting relating to the Transaction) is disapplied.

1.4 **THAT** the giving of any guarantee by the Company under any Document and the entry into by the Company of the proposed transactions substantially on the terms set out in the Documents is approved and will promote the success of the Company for the benefit of its members as a whole.

2 SPECIAL RESOLUTIONS

2.1 **THAT** the articles of association of the Company be amended by inserting a new Article 10A as follows:

"10A Secured Institutions

10A.1 *Notwithstanding anything contained in these articles of association, the directors of the Company may not decline to register any transfer of shares in the Company and may not suspend any registration thereof, where such transfer is:*

- (i) to a bank, lender or other institution to which such shares have been mortgaged or charged by way of security (whether as lender, or agent and trustee for a group of banks or institutions or otherwise) (a **Secured Institution**), or to any nominee of such Secured Institution, pursuant to any such security;*
- (ii) executed by a receiver or manager appointed by or on behalf of any Secured Institution or its nominee, under any such security; or*
- (iii) executed by a Secured Institution or its nominee pursuant to the power of sale or other power under any such security,*

10A.2 *Furthermore, notwithstanding anything to the contrary contained in these Articles:*

- (i) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee;*

- (ii) no Secured Institution or its nominee; and
- (iii) no receiver or manager appointed by or on behalf of a Secured Institution or its nominee,

shall be required to offer shares which are the subject of any transfer aforesaid to any shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under these Articles or otherwise howsoever to require such shares to be transferred to them for consideration or not.

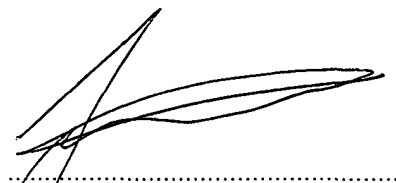
10A.3 Notwithstanding anything contained in these Articles, the Company shall have no lien over any shares which have been mortgaged or charged by way of security to a Secured Institution.

10A.4 Notwithstanding anything contained in these Articles, the Company shall not be entitled to send a notice to any member of the Company requiring that member to pay any sum which is payable in respect of the shares which that member holds or to exercise any powers of forfeiture or sale which may flow from the non-payment of any such amounts.

AGREEMENT

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

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



Signed by a director for and on behalf of **Parade Park Hotel Limited as attorney for Nilvip Holdings Limited** under a Power of Attorney dated **30 September 2022**.

30 September 2022

Date

NOTES

- 1 You can either choose to agree to all the Resolutions or choose not to agree to any of them, but you cannot agree to only one of them.

If you agree to the Resolutions, 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:

- By Hand: delivering the signed copy to the company secretary at the registered office of the Company.
- Post: returning the signed copy by post to the company secretary at the registered office of the Company.
- By Email: returning the signed copy by email to the Company's lawyers, including where return of such Resolutions is effected under the DocuSign signing platform.

If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.
- 3 Unless, by the date falling 21 days after the Circulation Date noted on page 1, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.