

Company Number: 06519252

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION**

of

BANNATYNE SPA HOTEL (CHARLTON HOUSE) LIMITED (the "Company")

CIRCULATION DATE: 11 July 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution (the "Resolution") below is passed:

SPECIAL RESOLUTION

"THAT the Company's issued share capital be reduced to £1.00 by the cancellation of 99 ordinary shares of £1.00 each."

AGREEMENT

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

The undersigned, being all of the members of the Company entitled to vote on the above Resolution on the Circulation Date hereby irrevocably agree to the Resolution:


For and on behalf of
Bannatyne Hotels Limited

11 July 2017
Date



NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version to the Company using one of the following methods:

By Hand or Post: delivering the signed copy to the Company at Power House, Haughton Road, Darlington, Co. Durham DL1 1ST.

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to ed.james@bannatyne.co.uk. Please enter "Written resolution – Bannatyne Spa Hotel (Charlton House) Limited" in the e-mail subject box.

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. If, by 28 days after the Circulation Date, insufficient agreement has been received for the resolution to pass, such resolution 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.