

Company Number 07403174

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

GRAYSONS HOSPITALITY LIMITED (the "Company")

Circulation Date

12 January

2023 ("Circulation Date")

Pursuant Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions are passed as special resolutions (each a "Resolution" and together, the "Resolutions").

SPECIAL RESOLUTIONS

1 That the articles of association contained in the document attached to these written resolutions (the "New Articles") be adopted as the articles of association of the Company to the exclusion of, and in substitution for, the existing articles of association of the Company.

2 That the:

2.1 14,511,430 ordinary shares of £0.10 each in the capital of the Company be subdivided as 14,511,430,000 ~~145,114,300,000~~ ordinary shares of £0.0001 each in the capital of the Company having the rights and being subject to the restrictions ascribed to them in the New Articles to be adopted pursuant to Resolution 1 above; and

2.2 the 2,359,284 A ordinary shares of £0.0001 each in the capital of the Company be reclassified as ordinary shares of £0.0001 each in the capital of the Company, having the rights and being subject to the restrictions ascribed to them in the New Articles to be adopted pursuant to Resolution 1 above.

AGREEMENT

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

The undersigned, being the persons entitled to vote on the Resolutions on the Circulation Date, hereby agrees to the Resolutions.

Signature:

DocuSigned by:
Sir Francis Henry Mackay
26B6F037E827446...

Print name:

SIR FRANCIS HENRY MACKAY

Date:

.....

Signature:

.....

Print name:

TIMOTHY PATRICK O'NEILL

Date:

.....

Signature:

Print name: **BARNABY HUGH COCHRANE WATSON**

Date:

Signature:

Print name: **RICHARD CHARLES PERRY**

Date:

Signature: .....
26B8F037E927446...

Print name: **signed for and on behalf of BRIAN HAWKINS by Sir Francis Mackay, acting under a power of attorney**

Date:

Signature: .....
26B8F037E927446...

Print name: **signed for and on behalf of DEAN SEXTON by Sir Francis Mackay, acting under a power of attorney**

Date:

Signature: .....
26B8F037E927446...

Print name: **signed for and on behalf of CARL BUNGEY by Sir Francis Mackay, acting under a power of attorney**

Date:

Signature: .....
26B8F037E927446...

Print name: **signed for and on behalf of SIMONA OPROIU by Sir Francis Mackay, acting under a power of attorney**

Date:

Signature:

DocuSigned by:
Sir Francis Henry Mackay
26B8F037E927446...

Print name:

**signed for and on behalf of ALEXANDRA CLARE THOMPSON by
Sir Francis Mackay, acting under a power of attorney**

Date:

.....

Signature:

DocuSigned by:
Sir Francis Henry Mackay
26B8F037E927446...

Print name:

**signed for and on behalf of MARK ANTHONY CONNOLLY by Sir
Francis Mackay, acting under a power of attorney**

Date:

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NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by one of the following methods:
 - 1.1 if you received the Resolutions by e-mail by replying to that e-mail and stating in your reply your name and that you agree to the Resolutions; or
 - 1.2 by signing and dating this document where indicated above and returning it to the Company either:
 - 1.2.1 by Docusign; or
 - 1.2.2 by e-mail: by sending a scanned copy of the signed and dated Resolutions to jade.price@shoosmiths.co.uk; or
 - 1.2.3 by hand: by delivering the signed and dated Resolutions to the Company's registered office address; or
 - 1.2.4 by post: by returning the signed and dated Resolutions by post to the Company's registered office address.
- 2 If you are indicating agreement to the Resolutions on behalf of a company or person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority with your indication of agreement.
- 3 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.
- 4 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 5 When agreement to each of the Resolutions has been received from members representing at least 75% of the total voting rights, they will be deemed passed. Unless within the period of 28 days beginning with the Circulation Date sufficient agreement has been received for the Resolution to pass, they will lapse.

- 6 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.