

THE HOXTON (HOLBORN) LIMITED (COMPANY NO. 08207455)

(the "Company")

WRITTEN RESOLUTIONS

Circulation date: 21 December 2023 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions (together the "**Resolutions**") are passed as indicated below. Resolutions 1 to 4 inclusive are passed as ordinary resolutions and resolution 5 is passed as a special resolution.

ORDINARY RESOLUTIONS

1. **THAT** the terms of, and the transactions contemplated by, the execution, delivery and performance by the Company of the following documents which the Company is a party are hereby approved:

- (a) an accession deed to be entered into between (amongst others) the Company and DBS Bank Ltd., London Branch as Agent (the "**Agent**") in respect of the £117,425,000 facility agreement to be entered into between (amongst others) Archer Holborn Ltd and Archer Shoreditch Ltd (as Borrowers) and DBS Bank Ltd., London Branch (as Agent, Arranger, Original Lender and Security Agent);
- (b) a debenture to be granted by the Company in favour of the DBS Bank Ltd., London Branch as Security Agent (the "**Security Agent**") ;
- (c) an accession letter to be entered into between the Company and the Security Agent in respect of a deed of subordination to be entered into between AHC JV2 B.V., Archer Holborn Ltd, Archer Shoreditch Ltd, and the Security Agent;
- (d) an asset manager duty of care agreement to be entered into between the Company, Archer Hotel Capital B.V and the Security Agent; and
- (e) a non-disturbance agreement in respect of 199-206 High Holborn, London WC1V 7BD to be entered into between the Company, the Security Agent and Ennismore International Management Limited.

(together, the "**Documents**").

2. **THAT** the Company's entry into and performance of the Documents would promote its success for the benefit of its members as a whole and approval for the Company to enter into and perform the Documents is given.
3. **THAT** these resolutions should have effect notwithstanding any provision of the Company's articles of association.
4. **THAT** notwithstanding any personal interest:
 - (a) any director of the Company or duly appointed attorney of the Company (an "**Attorney**"), or in the case of any document to be executed as a deed any two directors, any director and the company secretary, any director duly witnessed or any Attorney duly witnessed, be authorised to execute and deliver the Documents on behalf of the Company, with such amendments thereto as any director shall in his absolute discretion think fit;

- (b) any director of the Company or Attorney, or in the case of any document to be executed as a deed any two directors, any director and the company secretary, any director duly witnessed or any Attorney duly witnessed, be authorised to execute and do all such acts, deeds, documents, certificates and notices as he may consider expedient in connection with the execution or performance by the Company of the Documents, the transactions contemplated therein or any other agreement or document in connection therewith.

SPECIAL RESOLUTION

5. **THAT** the articles of association of the Company be amended by deleting the words at article 15.8: *"for the period from the date of the Articles until the release of the A Shares from any charge in favour of a Secured Party entered into on such date of adoption."*

AGREEMENT

I, the undersigned, being a person entitled to vote on the above Resolutions on the Circulation Date, irrevocably agree to the Resolutions.

Signed: 

Date: 21 December 2023

Name in print: *MATT TOYNER*

Notes

1. If you agree with the Resolution, please signify your agreement by signing and dating this document where indicated above and returning it to the Company by hand or by post to the Company's registered office.
2. If any Resolution is not agreed to by the necessary majority, it will lapse at the end of the period of 28 days beginning with the Circulation Date (the "**Lapse Date**"). You will not be taken to have agreed to any of the Resolutions until the Company actually receives this signed document from you, so please ensure that we receive it by the end of the Lapse Date.
3. Once you have signified your agreement to the Resolution, you are not permitted to revoke your agreement.
4. If you do not agree with the Resolutions, you do not need to do anything. You will not be deemed to agree if you do not reply.
5. If you are signing this document on behalf of someone else under a power of attorney or other authority, please enclose a copy of the power of attorney or authority when you return it to us.