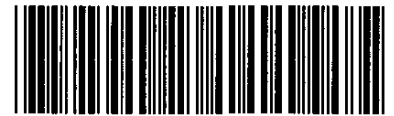


**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**OF**  
**VERTIGO HOLIDAYS LIMITED (the "Company")**

WEDNESDAY



\*A8WPQJWR\*  
A16 15/01/2020 #322  
COMPANIES HOUSE

Circulated: 30 December 2019 ("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the sole director of the Company proposes that the resolution numbered 1 below is passed as an ordinary resolution and that the resolutions numbered 2 and 3 below are passed as special resolutions (together the "**Resolutions**").

**Ordinary Resolution**

1. **THAT** in accordance with section 551 of the Companies Act 2006, the Directors of the Company be generally and unconditionally authorised to allot shares in the Company and grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £100, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the second anniversary of the date of the passing of this Resolution save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired and provided further that that this authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

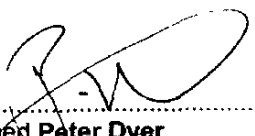
**Special Resolutions**

2. **THAT**, subject to the passing of the Resolution numbered 1 above, article 42.3 of the Company's Articles of Association shall not apply to the allotment and issue or agreement to allot and issue 46 B Ordinary Shares of £0.10 each to Andrew Appleton.
3. **THAT** subject to the passing of the Resolution Numbered 1 above the options proposed to be granted by the Company on or shortly after the date of this Resolution to Ian Hope, Anne Delahunty, Michelle Bristow and Sheila Standen respectively to subscribe for fully paid B Ordinary Shares of £0.10 each be approved as Permitted Options for the purposes of the Articles.

**AGREEMENT**

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

The undersigned, being the sole person entitled to vote on the Resolutions on the Circulation Date (being the sole eligible member of the Company for the purposes of section 289 of the Companies Act 2006), hereby irrevocably agrees to each of the Resolutions and to the passing of the Resolution numbered 1 as an Ordinary Resolution and Resolutions numbered 2 and 3 as Special Resolutions.

  
Signed Peter Dyer

Date: 31/12 2019

## NOTES

1. 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 delivery methods set out below. 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. The delivery methods are as follows:
  - **By hand:** delivering the signed copy to Fox Williams LLP 5th Floor 10 Finsbury Square, London, United Kingdom, EC2A 1AF marked "For the attention of Peter Faber".
  - **Post:** returning the signed copy by post to Fox Williams LLP 5th Floor 10 Finsbury Square, London, United Kingdom, EC2A 1AF marked "For the attention of Peter Faber".
  - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [pfaber@foxwilliams.com](mailto:pfaber@foxwilliams.com).
3. Once you have indicated your agreement to the Resolutions you may not revoke your agreement.
4. Unless, by 17:30 on the 28<sup>th</sup> day following the Circulation Date, 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 during this date.
5. 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.
6. 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.