

(Company number 08935930)

PRIVATE COMPANY LIMITED BY SHARES
BRIGHTON GRAND HOTEL OPERATIONS LIMITED
(the “Company”)

WRITTEN RESOLUTION OF THE SOLE MEMBER OF THE COMPANY

(2nd May 2023) (“Circulation Date”)

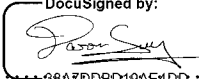
Pursuant to Part 13, Chapter 2 of the Companies Act 2006, (the “Act”) the directors of the Company propose that the following resolution (the “Resolution”) is passed as a special resolution:

SPECIAL RESOLUTION

1. THAT, the articles of association contained in the document attached to this resolution be approved and adopted as the new articles of association of the Company in substitution for and to the entire exclusion of the existing articles of association.

Please read the notes below before signifying your agreement.

We, the undersigned, being entitled to vote on the Resolution on the Circulation Date hereof, hereby irrevocably agree to the Resolution.

DocuSigned by:

.....38A7DDBD19AE4DD.....

2nd May

..... 2023

Signed by
FATTAL PROPERTIES (IRELAND) LIMITED acting by DARREN GUY, a director, as attorney
and for and on behalf of WITTINGTON INVESTMENTS LIMITED under a power of attorney

AGREEMENT

Please read the notes below before signifying your agreement.

Notes

1. If you agree with the Resolution 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's registered office, for the attention of the Directors; or
 - Post: returning the signed copy to the Company's registered office for the attention of the Directors; or
 - Email: by attaching a scanned copy of the signed document (whether signed electronically or otherwise) to an e-mail and sending it to David Wood at Katten Muchin Rosenman UK LLP (david.wood@katten.co.uk)

If you do not agree with 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. Unless, by the expiry of 28 days from the Circulation Date, sufficient agreement has been received for the Resolution to pass, it 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.