

**THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
WRITTEN SPECIAL RESOLUTIONS  
OF  
HOTEL COLLECTION HOTEL NO. 16 LIMITED  
(the Company)**

917 406 4

(passed on **2 SEP** 2014)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the sole member of the Company proposed the following resolution be circulated by the Company to the sole member of the Company and passed as a special resolution:

**SPECIAL RESOLUTION**

That the articles of association be amended by deleting article 9 in its entirety and replacing it with the following wording as a new article 9.

- (1) The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but subject to paragraphs (2) and (3) and unless otherwise fixed the quorum is two eligible directors.
- (2) Where there is only a sole director in office the quorum is one director and such sole director may act for all purposes and exercise all the powers of the Company.
- (3) For the purpose of any directors' meetings (or part of a meeting) held in accordance with article 12 to authorise a directors' conflict of interests, if only one eligible director is in office, the quorum is one eligible director.
- (4) Model Article 11 is amended accordingly.

WEDNESDAY



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03/09/2014

COMPANIES HOUSE

#129

### AGREEMENT OF ELIGIBLE MEMBER

The undersigned, being the sole eligible member on 2 September 2014 (the circulation date), irrevocably agrees to the resolution set out above:

Signed by:

 PAUL BACKHOUSE

.....  
for and on behalf of UK Hotels (Guernsey) Limited (formerly Puma Hotels (Guernsey) Limited)

Date: 2 SEPTEMBER 2014

The sole eligible member must signify its agreement to the proposed resolution as follows: (i) by hand, by delivering a signed copy to Annabel Young at One Bishops Square, London, E1 6AD; (ii) by post, by sending a signed copy to Annabel Young at One Bishops Square, London, E1 6AD; or (iii) by email by sending a scanned signed copy of the resolution to [annabel.young@allenovery.com](mailto:annabel.young@allenovery.com). The sole eligible member must signify its agreement to the proposed resolution within the period of 28 days from and including the circulation date. However, if the sole eligible member does not agree with the proposed resolution, it does not need to reply. Once the sole eligible member has signified its agreement to the proposed resolution, its agreement may not be revoked. The proposed resolution will lapse if it is not passed by the end of that 28 day period.

**\*Note:** An "eligible member" is a member who is or would be entitled to vote on the above resolution on the circulation date (i.e. the date on which the resolution is sent or submitted to the member).