

Copy of written resolutions for filing at Companies House

Company No. 09233683

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

FRIDAY



RCS

R3HQ9FN6

03/10/2014

COMPANIES HOUSE

#23

WRITTEN RESOLUTIONS

of

GB HOTELS LONDON LIMITED

(Passed on 24th September 2014)

The sole director of the Company proposes that, in accordance with Chapter 2 of Part 13 of the Companies Act 2006, that

- Resolutions 1 and 2 below are passed as ordinary resolutions (together "**the Ordinary Resolutions**"), and
- Resolution 3 below is passed as a special resolution ("**the Special Resolution**")

ORDINARY RESOLUTIONS

- 1 **THAT**, the authorised share capital of the Company be increased from £1 to £200,000 by the creation of 199,999 Ordinary Shares of £1 00 each ranking pari passu in all respects with the Company's existing Ordinary Share capital
- 2 **THAT**, in accordance with section 551 of the Companies Act 2006 ("**Act**"), the sole director be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") up to an aggregate nominal amount of £200,000 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the fifth anniversary of the date 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 sole director may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Act

SPECIAL RESOLUTIONS

3 **THAT**, subject to the passing of resolution 1 and 2 in accordance with section 570 of the Act, the sole director be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 3, as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall

3 1 be limited to the allotment of equity securities up to an aggregate nominal amount of £200,000, and

3 2 expire on the fifth anniversary of the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the sole directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired

Director 