

Company number: 10802104

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

SHEPHERD COX HOTELS HOLDINGS LIMITED (Company)

Passed on: *5<sup>th</sup> December* 2017

The following ordinary and special resolutions were passed on *5<sup>th</sup> December* 2017 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006



## 1. ORDINARY RESOLUTION

### AUTHORITY TO ALLOT

THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) 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 £1000.00 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the 28<sup>th</sup> February 2018 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.

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.


## 2. SPECIAL RESOLUTION

### DISAPPLICATION OF PRE-EMPTION RIGHTS

THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:

- 2.1 be limited to the allotment of 950 A ordinary shares up to an aggregate nominal value of £950.00 and the allotment of 50 B ordinary shares up to an aggregate nominal amount of £50.00; and
- 2.2 expire on the 28<sup>th</sup> February 2018 (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 Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Signed by Lee Bramzell



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Director

Date

5<sup>th</sup> December 2017

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