

NEWCO NHL UK (17) LIMITED

**(Company no: 10842704)
(the "Company")**

Written Resolutions of the sole Member of the Company

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution referred to below is passed as a special resolution (the "**Resolution**").

WRITTEN RESOLUTIONS

We, the undersigned being the sole member entitled to attend and vote at meetings of the Company convened for the purpose of passing or sanctioning the following resolutions, hereby resolve and agree the Resolution shall take effect as special resolution pursuant to and in accordance with Chapter 2 of Part 13 of the Companies Act 2006.

The articles of association of the Company shall continue to apply save insofar as excluded or varied hereby or inconsistent herewith and the articles of association hereinafter contained shall be the regulations of the Company.

1 SPECIAL RESOLUTION

That the Articles of Association of the Company be amended by inserting the following as a new Article 31.6 and that the Articles of Association appended to this Resolution take effect as the new Articles of Association of the Company:

"31.6 Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend such registration, where such transfer:

(a) is to any bank or financial institution to which a security interest has been granted over the shares in the Company, or any nominee, receiver or other entity acting on its behalf (a "Secured Party"), or

(b) is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares, or

(c) is executed by a Secured Party pursuant to the power of sale or otherwise under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles, no transferor of any shares in the Company (or proposed transferor of such shares) to a Secured Party, and no Secured Party shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.

Furthermore, notwithstanding anything contained in these Articles, the Company and the directors shall not be entitled to exercise any lien which the Company has in respect of its shares over which security has been granted in favour of any Secured Party."

TUESDAY



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03/10/2017

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COMPANIES HOUSE

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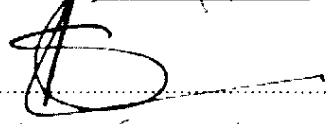
AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions of 26 September 2017, hereby irrevocably agrees to the Resolutions:

Signed by **NORLAKE HOSPITALITY LIMITED**

Date


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26 September 2017

NOTES:

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above.
- 2 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.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless, by midnight on 23 Dec 2017, 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 this time.
- 5 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.