

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of

WEDNESDAY



THAT Bournemouth Street Bar Limited

Company Number: 10866121

(the "Company")

Circulation Date – 21 December 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as written resolutions of the Company, each having effect as an ordinary resolution (the "Resolutions").

and has the effect of special resolution

ORDINARY RESOLUTIONS

1. **THAT** the execution, delivery and performance by the Company of the documents listed in the Appendix to which it is a party (the "Documents") (as the same may be amended in any way) is for the benefit of and in the interests of the Company and is hereby approved.
2. **THAT** the directors of the Company are hereby authorised to take any action or enter into any other documents in connection with the Documents as they shall consider appropriate, and to execute, deliver and perform any and all obligations made under those documents notwithstanding any provisions of the Company's articles of association or any personal interest of any of the Company's directors.
3. **THAT** the directors of the Company are hereby authorised to do all things necessary or desirable in connection with the Documents and any related documents, notwithstanding any provisions of the Company's articles of association.
4. **THAT** the Company's articles of association be amended by the insertion of a new Article 33 immediately after the existing Article 32 as follows:-
SPECIAL RESOLUTION

"Notwithstanding anything contained in these Articles, the directors (or director if there is only one) of the Company may not exercise its rights of lien over shares that have been mortgaged, charged or pledged by way of security to any bank, institution or other person to which such shares have been charged by way of security, or to any nominee or delegate of such a bank, institution or other person (or a person acting as agent or security trustee for such person) (a "Secured Institution");

5. **THAT** the Company's articles of association be amended by the insertion of a new article 50 immediately after the existing article 49 as follows:-

"Notwithstanding any other provision of these Articles:

- (a) the directors shall not decline to register or delay in registering any transfer of any Share;

- (b) no holder of shares in the Company will be required to comply with any provision of these Articles which restricts the transfer of Shares or which requires any Shares to be first offered to all or any current shareholders of the Company before any transfer may take place; and
- (c) no holder of Shares in the Company will have any right under these articles or otherwise to require such shares to be transferred to them whether for consideration or otherwise

where such transfer is:-

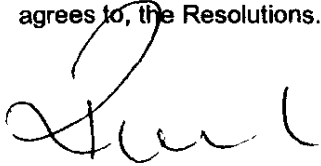
- (i) to any Secured Institution; or
- (ii) delivered to the Company for registration by a Secured Institution or its nominee or delegate in order to perfect its security over the shares; or
- (iii) executed by a Secured Institution or its nominee or delegate pursuant to a power of sale or other power existing under such security,

and the directors shall forthwith upon receipt register any such transfer of shares.

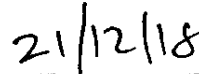
AGREEMENT

Please read the notes at the end of this document before agreeing to the Resolutions.

The undersigned was at the time the Resolutions were circulated entitled to vote on, and irrevocably agrees to, the Resolutions.

A handwritten signature in black ink, appearing to be 'Paul', written over a horizontal line.

For and on behalf of
THAT Bournemouth H2 Limited

A handwritten date '21/12/18' in black ink, written over a horizontal line.

Date

NOTES

1. If you agree with the Resolutions, 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 Secretary at 6a St. Pancras Way, London, NW1 0TB;
 - **Post:** returning the signed copy by post to the Company Secretary at 6a St. Pancras Way, London, NW1 0TB;
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, within 28 days of circulation of the Resolutions, sufficient agreement has been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.
5. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. 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.

APPENDIX

Facility Agreement

1. Facility Agreement

Security documents

1. Debenture
2. Deed of Subordination
3. Charge over Subordinated Debt
4. Parallel Debenture
5. Parallel Deed of Subordination
6. Parallel Charge over Subordinated Debt
7. Parallel Guarantee