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**SELENE MIDCO LIMITED**

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**WRITTEN RESOLUTIONS OF SELENE MIDCO LIMITED (THE "COMPANY")  
PURSUANT TO S.281 AND PART 13 CHAPTER 2 COMPANIES ACT 2006**

Circulation Date: 13 March 2020

In accordance with Part 13 Chapter 2 Companies Act 2006, the directors of the Company propose the following written resolutions, the first of which is proposed as an ordinary resolution and the second of which is proposed as a special resolution.

**ORDINARY RESOLUTION**

- 1 **THAT**, the directors be generally and unconditionally authorised pursuant to s.551 of the Companies Act 2006 (the "CA") to exercise all the powers of the Company to allot ~~20,246,053~~ <sup>58,448,878</sup> ordinary shares of £1.00 each in the capital of the Company, such shares having the rights and restrictions attached thereto detailed in the articles of association of the Company (the "Shares") and to grant rights to subscribe for, or to convert any security into, the Shares for a period expiring (unless previously revoked, varied or renewed) on the date which is five years from the date on which this resolution is passed. This authority is in substitution for all previous unutilised authorities given to the directors pursuant to s.551 CA.

**SPECIAL RESOLUTIONS**

2. **THAT**, in accordance with section 569 CA 2006, the directors of the Company be generally empowered to allot equity securities (as defined by section 560 of the CA 2006) as if section 561 of the CA 2006 did not apply to any such allotment.

SATURDAY



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28/03/2020

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COMPANIES HOUSE

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## NOTES

### *Procedures for signifying agreement*

- 1 If you agree to the resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company.

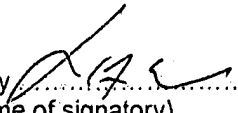
### *Period for agreeing to written resolution*

- 2 Unless, by the end of the period of 28 days beginning with the Circulation Date stated at the head of this document, sufficient agreement has been received for the written resolution to pass, they will lapse. However, if you agree to the resolutions, please ensure that your agreement reaches us during that period.

**Agreement to written resolution**

*Please read the notes at the end of this document before signifying your agreement to the written resolution.*

The undersigned, being the only persons entitled on the date set out above to vote on the written resolutions, irrevocably agree to the written resolutions.

Signed by  .....  
(print name of signatory)  
LIAM CUNNINGHAM  
for and on behalf of  
SELENE HOLDINGS LIMITED

Signature.....  
  
for and on behalf of  
SÉLÈNE S.À R.L acting through its sole  
manager, CONSTELLATION HOTELS  
HOLDING GP S.À.R.L

Date: 13 March 2020

Date: 2020

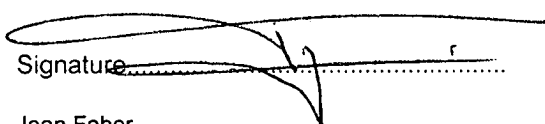
**Agreement to written resolution**

*Please read the notes at the end of this document before signifying your agreement to the written resolution.*

The undersigned, being the only persons entitled on the date set out above to vote on the written resolutions, irrevocably agree to the written resolutions.

Signed by .....  
(print name of signatory)

for and on behalf of  
**SELENE HOLDINGS LIMITED**

Signature 

Jean Faber  
for and on behalf of  
**SÉLÈNE S.À R.L** acting through its sole  
manager, **CONSTELLATION HOTELS**  
**HOLDING GP S.À.R.L**

Date: 2020

Date: 13 March 2020