

Company No 11125139
COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
KIRKFIELD HOTEL LIMITED
(Company)

THURSDAY



Circulation Date: 18 OCTOBER 2018

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) propose that the following resolutions be passed as ordinary resolutions and special resolutions (as the case may be) (**Resolutions**).

SPECIAL RESOLUTIONS

1. THAT, the 100 issued ordinary shares of £1 each in the capital of the Company be and are hereby redesignated as 100 ordinary A shares of £1 each in the capital of the Company, such shares having the rights and being subject to the restrictions set out in the articles of association to be adopted pursuant to resolution 3.
2. THAT, subject to the passing of resolution 4 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 4, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:
 - (a) be limited to the allotment of equity securities up to an aggregate nominal amount of £25; and
 - (b) expire on 31 October 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.
3. THAT, the draft regulations attached to these written resolutions be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association.

ORDINARY RESOLUTIONS

4. THAT, in accordance with section 551 of the CA 2006, the Directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate

nominal amount of £25 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 October 2018 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

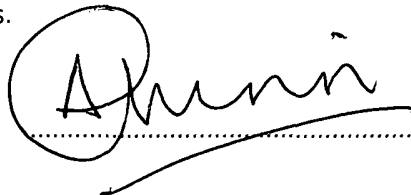
This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares already made or offered or agreed to be made pursuant to such authorities.

AGREEMENT

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

We, the undersigned, being the only persons entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions.

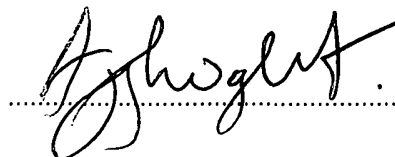
Signed by **ANDREW CHRISTOPHER CHINN**



Date

..... 18 OCTOBER 2018

Signed by **ANDREW JONATHAN CARTWRIGHT**



Date

..... 18 OCTOBER 2018

NOTES

1. If you agree with the Resolutions please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to the company.

You may not return the Resolutions to the Company by any other method.

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.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
3. Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.