

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Newco UK (ESP) 2019 Limited

(the 'Company')

Circulation date: 9 May 2023

Passed on 9 May 2023

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the 'Act'), the directors of the Company propose that the resolution below be passed as a special resolution.

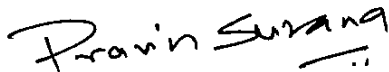
SPECIAL RESOLUTION

1. **THAT**, the 50 B ordinary shares of £1.00 each in the capital of the Company held by Norlake Hospitality Limited be re-designated as 50 A ordinary shares of £1.00 each in the capital of the Company, with such re-designated shares having the rights and being subject to the restrictions set out in the articles of association of the Company'.

AGREEMENT

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

The undersigned, being the eligible member entitled to vote on the above resolution on the Circulation Date, hereby irrevocably agrees to the above resolution:



For and on behalf of **Norlake Hospitality Limited**

NOTES

1. If you wish to vote in favour of the resolution please sign this document and **return it to the Company by the 28th day following the circulation date referred to above** using one of the following methods:

- **By Hand:** delivering the signed copy to **Christine Blackman** at C/O Withers LLP, Third Floor, 20 Old Bailey, London EC4M 7AN
- **Post:** returning the signed copy by post to **Christine Blackman** at C/O Withers LLP, Third Floor, 20 Old Bailey, London EC4M 7AN
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to Company.Secretary@withersworldwide.com and Christine.blackman@withersworldwide.com

If you do not agree with the resolution, 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 resolution, you may not revoke your agreement.
3. If, by the 28th day following the circulation date referred to above, insufficient agreement has been received for the resolution to pass, such resolution will lapse. If you agree to the resolution, please ensure that your agreement reaches us on or before this date.
4. 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.