

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION OF THE MEMBERS**

of

**HQ THEATRES & HOSPITALITY HOLDINGS LIMITED**  
**(Company number 12219697)**

**(the "Company")**

Circulated on... **29 March 2021**..... (the **Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), it is proposed that the resolutions below are passed as indicated below. The resolutions set out below are referred to in this document as the **Resolutions**.

SATURDAY



\*AA1MVCV5\*

A06

03/04/2021

#261

COMPANIES HOUSE

**SPECIAL RESOLUTIONS**

6. **THAT** the articles of association of the Company be and hereby are amended by the insertion of a new article 26A immediately following article 26 which reads as follows –

"26A Notwithstanding anything contained in these Articles to the contrary, the directors will register any transfer of shares and may not suspend the registration of the transfer of any shares if such transfer

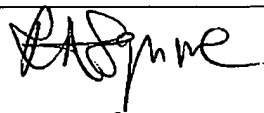

- (i) is to the bank or institution to which such shares have been charged by way of security, whether as security trustee and/or agent for a group of banks or institutions or otherwise, or to any nominee or any transferee of such bank or institution (a "Secured Institution"),
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over such shares, or
- (iii) is executed by a Secured Institution or its nominee pursuant to a power of sale or other power under such security."

**Please read the notes set out below before signing or taking any action on this document.**

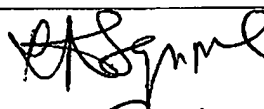
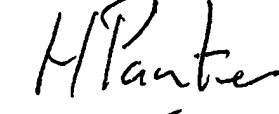
**AGREEMENT**

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

**SIGNED** on behalf of **TRAFALGAR ENTERTAINMENT GROUP LIMITED**  
as attorney for Nick Thomas under a power of attorney dated [27 March 2021]

Signature	
Director	
Print name	ROSEMARY SQUIRE + HOWARD PANTER

**SIGNED** on behalf of **TRAFALGAR ENTERTAINMENT GROUP LIMITED**  
as attorney for Sandra Thomas under a power of attorney dated [27 March 2021]

Signature	
Director	
Print name	ROSEMARY SQUIRE + HOWARD PANTER

**Date on which resolution is passed      29      March 2021**

**Notes:**

1. *If you agree to the Resolutions, please indicate your agreement by signing (but not dating) this document where indicated above and returning it to the Company using one of the following methods:*
  - 1.1 *by hand or post FAO: Sarah Spurling and Emma Armitage, Mishcon de Reya LLP, Africa House, 70 Kingsway, London, WC2B 6AH; or*
  - 1.2 *by attaching a scanned copy of the signed document and sending it to [Sarah.Spurling@mishcon.com](mailto:Sarah.Spurling@mishcon.com) and [Emma.Armitage@mishcon.com](mailto:Emma.Armitage@mishcon.com). Please enter "Written resolutions – HQ Theatres & Hospitality Holdings Limited" in the e-mail subject box.*
  - 1.3 *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.*

*By returning the document to the persons as set out at 1.1 and 1.2 above, you irrevocably confirm that they or any person they may nominate are authorised at their sole discretion to deliver the signed document to the Company and date it with delivery on your behalf and will (until the date of delivery of such document to the Company) continue to hold the document as your agent and not as agent for the Company.*

2. *Once delivered, you will have indicated your agreement to the Resolutions and may not revoke your agreement.*
3. *The Resolutions will lapse if your sufficient agreement to them has not been received by the Company within 28 days of the Circulation Date.*
4. *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.*
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.*