

**Company number 12289724**

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER**  
**of**  
**ROYALE RESORTS 1 LIMITED (Company)**

Circulation Date: 11 July 2022 (**Circulation Date**)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolution one and two are passed as ordinary resolutions and resolution three is passed as a special resolution (**Resolutions**).

**1. ORDINARY RESOLUTION**

- 1.1 THAT, in accordance with section 551 of the Companies Act 2006 (**CA 2006**), the directors of the Company (**Directors**) be generally and unconditionally authorised to allot shares in the Company as follows:

1 ordinary share of £1.00 in the capital of the Company,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 11 August 2022.

- 1.2 This authority granted in this resolution does not supersede or replace any existing authorities previously granted to the Directors to allot shares in the Company.

**2. ORDINARY RESOLUTION**

- 2.1 THAT, Robert Lee Jack Bull and Jason Williams may continue to be a directors of the Company, and be interested in the proposed purchase of the entire issued share capital of Time GB Property Group Limited (company number: 13971437) pursuant to a share for share exchange agreement proposed to be entered into between Robert Lee Jack Bull and the Company and that he:

- 2.1.1 shall not, by reason of their office or other interest, be accountable to the Company for any benefit which they derive from such office or other interest;
- 2.1.2 shall not infringe their duty to avoid a situation in which they have, or may have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of such office or other interest;
- 2.1.3 shall not be required to disclose to the board of directors or to any officer or employee of the Company, or use in performing their duties as a director of the Company, any information relating to such office or other interest if such a disclosure or use would result in a breach of a duty of confidentiality owed by them to a third party; and
- 2.1.4 may absent themselves from the discussion at any meeting of the directors and may decline to receive or review papers prepared by, or for, the directors to the extent he relate to such office or other interest.

### 3. **SPECIAL RESOLUTION**


THAT, subject to the passing of resolution number 1 above, the sole shareholder of the Company waives any and all rights of pre-emption, whether conferred by the provisions of the Company's articles of association, under the Companies Act 2006, or otherwise, in respect of the allotment of up to 1 ordinary share of £1.00 in the capital of the Company set out in resolution 1 above.

### **AGREEMENT**

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

The undersigned, a person entitled to vote on the Resolutions on the circulation date, hereby irrevocably agrees to the Resolutions.

**ROBERT LEE JACK BULL )**

DocuSigned by:  
  
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Date: 11 July 2022