

Company No. 13047019

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF TLC WORLDWIDE TRAVEL LIMITED (Company)

On 11 March 2024 the following special resolution was duly passed as a written resolution of the Company pursuant to section 288 of the Companies Act 2006:

SPECIAL RESOLUTION

- 1** **THAT** the articles of association of the Company be amended by the insertion of a new Article 54 (**Overriding Article**) as follows:

"54. (1) Notwithstanding anything contained in these articles or otherwise:

a. any pre-emption rights conferred on existing members or any other person by these articles or otherwise and any other restrictions on or conditions applicable to the transfer of shares contained in these articles or otherwise shall not apply to and the directors shall not refuse to register, nor suspend registration of, any transfer of shares where such transfer is:

i. in favour of any bank, lender, financial institution or other person (or any affiliate of, or nominee or other entity acting on behalf of, such a bank, lender, financial institution or other person) (a "**Financial Institution**") to which or whom such shares are being transferred by way of security (whether such Financial Institution is acting as agent, trustee or otherwise);

ii. duly executed by a Financial Institution to which or whom such shares (including any further shares in the company acquired by reason of its holding of such shares) are to be transferred as aforesaid pursuant to a power of sale or other power under any security document which creates any security interest over such shares;

iii. to the company for registration by a Financial Institution in order to perfect its security over such shares; and/or

iv. duly executed by a receiver appointed by a Financial Institution pursuant to any security document which creates any security interest over such shares.

b. Any present or future lien on shares howsoever arising which the company has shall not apply in respect of any shares which have been charged by way of security to, or otherwise secured in favour of, a Financial Institution or which are transferred in accordance with the provisions of this Article.

c. A certificate executed by, in the case of 54(1)a.i, 54(1)a.ii and 54(1)a.iii above, the Financial Institution to which or whom such security interest has been or is being granted, or an official of such Financial Institution, certifying that the aforementioned shares are or are to be subject to such security, shall be conclusive evidence of such a fact.

d. A certificate executed by, in the case of 54(1)(a).ii above, the Financial Institution to which or whom such security interest has been or is being granted, or an official of such Financial Institution, and in the case of 54(1)a.iv above the receiver appointed as above, certifying that such transfer has been executed in accordance with the provisions of this Article, shall be conclusive evidence of such fact.

e. For the purposes of this article, "person" includes any person, individual, firm, company, corporation, government, state or agency of a state or any undertaking (within the meaning of section 1161(1) of the Companies Act 2006) or other association (whether or not having separate legal personality) or any two or more of the foregoing."

2 **THAT** the articles of association of the Company be amended by deleting the existing Article 11 (**Quorum for directors' meetings**) and replacing it with the following:

11(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(2) The quorum for the transaction of business at a meeting of directors may be fixed from time to time by a decision of the directors but it must never be less than two directors, and unless otherwise fixed it is two. A person who holds office only as an alternative director shall, if his appointor is not present, be counted in the quorum. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these Articles and accordingly the quorum for the transaction of business in these circumstances shall be one.

(3) For the purposes of any meeting (or part of a meeting) held pursuant to Article 14 (Conflicts of interest) to authorize a director's conflict, if there is only one non-conflicted director in office according to the conflicted director(s), the quorum for such meeting (or part of a meeting) shall be one non-conflicted director.

DocuSigned by:

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Director