

CERTIFIED A TRUE COPY
For and on behalf of Morton Fraser LLP

Date: 9/9/15

James H. White

Company number: SC333116

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

WELLS HOTELS LIMITED (the "Company")

Circulation Date:- 28 / 8 / 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "Resolution"):-

SPECIAL RESOLUTION

THAT £2,988,000.00 being part of the profits of the Company available for distribution be capitalised and distributed by way of 2,988,000 fully paid-up ordinary shares of £1.00 each among the holders of the ordinary shares registered in the Register of Members as at the date of this resolution.

AGREEMENT

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

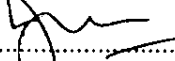
The undersigned, a person entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

Signed by Neil Stephen Wells



Date 4/9/15

Signed by Ian Wells



Date 28/08/2015

THURSDAY



SCT 10/09/2015 #37
COMPANIES HOUSE

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either:-
 - a. by hand or by post to Stewart Moy, Morton Fraser LLP, 145 St Vincent Street, Glasgow, G2 5JF;
 - b. by fax to fax number 0141 274 1129, marked for the attention of Stewart Moy; or
 - c. by e-mail to stewart.moy@morton-fraser.com

If you do not agree to 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 Unless, by the date 28 days from the Circulation Date (inclusive), sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.