

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

CONQUEST INNS LIMITED
Company Number: 02913379

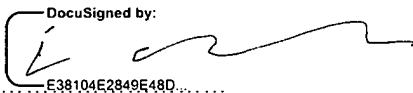
(the "Company")

**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTIONS

- (A) That we, being the beneficial holder of all the A ordinary shares and B ordinary shares in the Company, hereby sanction and approve each A ordinary share and B ordinary share in the Company being re-designated as an ordinary share in the capital of the Company, having the rights and being subject to the restrictions set out in the Articles (as defined below).
- (B) That each of the remaining issued A ordinary shares and B ordinary shares in the Company be and are hereby re-designated as an ordinary share in the capital of the Company, being defined within and having the rights and being subject to the restrictions set out in the Articles (as defined below).
- (C) That new articles of association in the form attached hereto (the "**Articles**") be adopted in place of the existing articles of association of the Company.

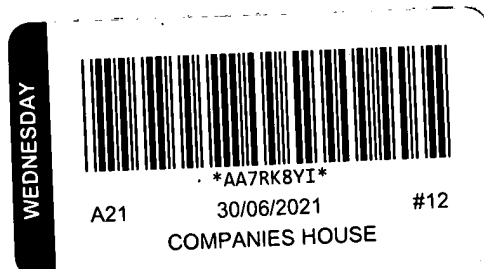
By order of the board:

DocuSigned by:

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Director/Secretary

22 June 2021

Date



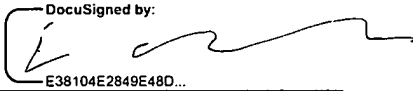
INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

1. Eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the written resolutions.
2. The circulation date of the written resolutions is 22 June 2021 (the "Circulation Date").
3. The procedure for signifying agreement by eligible members to a written resolution is as follows:
 - (A) a member signifies his/her/its agreement to a proposed written resolution when the Company receives from him/her/it (or someone acting on his/her/its behalf) an authenticated document –
 - (i) identifying the resolution to which it relates, and
 - (ii) indicating his/her/its agreement to the resolution;
 - (B) the document must be sent to the Company in hard-copy form or in electronic form;
 - (C) a member's agreement to a written resolution, once signified, may not be revoked; and
 - (D) a written resolution is passed when the required majority of eligible members have signified their agreement to it.
4. The period for agreeing to a written resolution before it lapses is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006).

AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTIONS

We, being the eligible member of the Company:

1. confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolutions be passed as written resolutions pursuant to section 288 of the Companies Act 2006 and that the resolutions shall take effect as special resolutions.

DocuSigned by:

E38104E2849E48D...

Punch Partnerships (PGRP) Limited

22 June 2021

Date