

MONDAY



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THE COMPANIES ACT 2006

A08

16/01/2017

#247

COMPANIES HOUSE

GULLIVERS TRAVEL ASSOCIATES (INVESTMENTS) LIMITED ("Company")

Company Number 04507953

WRITTEN SHAREHOLDER RESOLUTION

Terms defined in the board resolutions of the Company dated on or about the date of these resolutions have the same meaning herein unless otherwise defined

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 to 6 below be passed as ordinary resolutions and resolution 7 below be passed as a special resolution and we, the undersigned, being the sole member of the Company who (at the date of circulation of these resolutions) would be entitled to vote on these resolutions, hereby agree pursuant to section 288 of the Companies Act 2006 to the passing of the following resolutions

ORDINARY RESOLUTION

- 1 THAT it would promote the success of the Company for the benefit of its shareholders as a whole, and be to the further benefit and advantage of the Company to
 - a) enter into the Documents listed in the appendix to these resolutions to which the Company will become a party, and
 - b) execute, deliver (in the case of any document executed as a deed), and perform the transaction contemplated by, the Documents to which it will become a party and any other documents to be delivered by the Company under or in connection with the Documents to which it is a party
- 2 THAT the Company's entry into, execution of and performance of the obligations arising under
 - a) the Documents, and
 - b) any further documents, deeds, powers of attorney, agreements, notices, acknowledgements, letter agreements, memoranda, letter statements, certificates or other instruments as may be ancillary, required or useful under or in connection with the documents above and/or the transactions contemplated thereby,be approved
- 3 THAT the directors are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Documents as they shall deem in their absolute discretion necessary or appropriate
- 4 THAT the directors have authority to approve the terms of, and the transaction contemplated by, the Documents to which it will become a party with such amendments as any director may in his sole discretion approve
- 5 THAT any actions taken by a director or directors of the Company (or any person appointed as attorney under a power of attorney) prior to the date of these resolutions, which would have been authorised by the resolutions passed in these resolutions, but for the fact that such actions were taken prior to the date of these resolutions, be and are hereby authorised, ratified, confirmed, adopted and approved in all respects as are the acts and deeds of the Company.
- 6 THAT the giving of the guarantee and indemnity, and the creation of security by the Company is in the best interests of the Company's business and the entry by the Company into the proposed

Transaction substantially on the terms set out in the Documents to which it will become a party is to the commercial benefit and advantage of the Company and will promote the success of the Company for the benefit of its members as a whole

SPECIAL RESOLUTION

- 7 THAT the articles of association of the Company be amended by inserting the following provision after the existing Article 16 2 as a new Article 16 3

"16 3 Notwithstanding anything to the contrary in these Articles of Association, any pre-emption rights conferred on existing members by these articles or otherwise and any other restrictions on transfer of shares contained in these articles or otherwise shall not apply to, and the directors shall not decline to register, any transfer of shares where such transfer is

(a) in favour of any bank, financial institution or other person (or any nominee or nominees of such a bank, financial institution or other person) to whom such shares are being transferred by way of security (whether such bank, financial institution or other person is acting as agent, trustee or otherwise), or

(b) duly executed by any such bank, financial institution or other person (or any such nominee or nominees) to 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 under any security document which creates any security interest over such shares, or

(c) duly executed by a receiver appointed by a bank, financial institution or other person (or any such nominee or nominees) pursuant to any security document which creates any security interest over such shares

AGREEMENT:

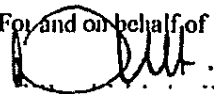
Please read the notes at the end of this document before signifying your agreement to these resolutions

[signature page follows]

The undersigned, a person entitled to vote on the above resolutions on 11 January 2017 hereby
irrevocably agrees to the resolutions.

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For and on behalf of Donvand Limited

A handwritten signature in black ink, appearing to be 'D. V. L.', is written over the text 'For and on behalf of Donvand Limited'.

Date: 11 January 2017