

THE COMPANIES ACT 2006
WRITTEN SPECIAL RESOLUTION

OF

HERITAGE HOTELS LIMITED (the "Company")

Company Number 6190597

Dated on the [27] day of [MARCH] 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 (Resolution)

Special Resolution: WHERE PAID-UP CAPITAL IS RETURNED:

That the paid-up share capital of the Company be reduced from £625,002 to £362,502 by returning paid-up capital to the extent of £0.42p per share on each of the 625,000 Ordinary Shares of £1.00 each which have been issued and are fully paid-up by reducing the nominal amount of each of such shares from £1.00 to £0.58p but such reduction shall be on the condition that the date on which this resolution is passed is within 15 days (inclusive) of the date that the attached Statement of Solvency was made

***NOTE – ENC. STATEMENT OF SOLVENCY (ATTACHED TO RESOLUTION)**

AGREEMENT

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

The undersigned, all persons entitled to vote on the Resolution on [CIRCULATION DATE], hereby irrevocably agree to the Resolution.

MEMBER

SIGNATURE

DATE

GEOFFREY EDE

EMMA EDE

27/3/15

27.03.15

WEDNESDAY



A24 *A45CLZ7D* 15/04/2015 #24
COMPANIES HOUSE

NOTES TO THE MEMBERS

1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above, and return the signed version either by hand or by post to Mr Geoffrey Ede, at LANGDON COURT HOTEL, DOWN THOMAS, PLYMOUTH PL9 0DY .

You may not return the Resolution to the Company by any other method

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 or sign

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement

3 Unless, by [] (BEING 28 DAYS FROM CIRCULATION DATE), 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

FIRST CORPORATE
UNIT 2
SIMMONS BUILDINGS
BRISTOL ROAD
HAMBROOK
BRISTOL BS16 1RY