

Company number 722401

## SPECIAL RESOLUTIONS

OF

SIX CONTINENTS HOTELS INTERNATIONAL LIMITED (the "**Company**")

The following resolutions were duly passed as special resolutions on 9 October 2017 by way of written resolutions under Chapter 2 of Part 13 of the Companies Act 2006.

### SPECIAL RESOLUTIONS

1. THAT, in accordance with section 551 of the CA 2006, the directors of the Company (or a duly constituted committee of the directors) (**Directors**) be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £2,306,728 provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 31 December 2017 save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted and the Directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority revokes and replaces all unexercised authorities previously granted to the Directors but without prejudice to any allotment of shares or grant of Rights already made or offered or agreed to be made pursuant to such authorities.

2. THAT, subject to the passing of resolution 1 and in accordance with section 570 of the CA 2006, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006) pursuant to the authority conferred by resolution 1, as if section 561(1) of the CA 2006 did not apply to any such allotment, provided that this power shall:
  - a. be limited to the allotment of equity securities up to an aggregate nominal amount of £2,306,728; and
  - b. expire on 31 December 2017 (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Signed.....  
Nicolette Henfrey  
Director



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COMPANIES HOUSE