

Company No 00922947

CHURCHILL GROUP LIMITED (the "Company"), a private company limited by shares

Written resolution of the Company pursuant to

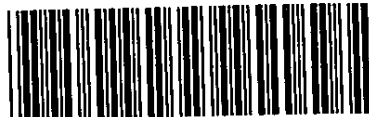
s 281 and Part 13 Ch 2 Companies Act 2006

Date 12 August 2015

In accordance with Part 13 Ch 2 Companies Act 2006, the directors of the Company propose the following written resolutions, which are proposed as an ordinary resolution and a special resolution (the "Written Resolutions")

Unless otherwise indicated the defined terms used herein will have the same meaning as defined in the Facility Agreement (defined below)

MONDAY



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30/11/2015

#234

COMPANIES HOUSE

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WRITTEN SPECIAL RESOLUTION

THAT the articles of association of the Company be and are hereby amended as follows

- 1 By deleting Article 2 in its entirety, with subsequent numbering to be amended accordingly
- 2 By deleting Article 3 in its entirety, with subsequent numbering to be amended accordingly
- 3 By inserting a new Article 24 (to be Article 22 following the deletion of Articles 2 and 3) as follows

***Granting security**

- 24 Notwithstanding anything to the contrary contained in these Articles or in Table A, the directors shall not decline to register any transfer of shares (whether or not fully paid), nor may they suspend such registration, where such transfer

is to any Secured Party or

is delivered to the Company for registration by a Secured Party in order to perfect its security over the shares, or

is executed by a Secured Party pursuant to the power of sale or other powers conferred by or pursuant to such security or by law,

and furthermore, notwithstanding anything to the contrary contained in these Articles or in Table A, no transferor of any shares in the Company or proposed transferor of such shares to a Secured Party and no Secured Party shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer to the shareholder for the time being of the Company, and no such shareholder shall have any right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not

For the purposes of this Article, "Secured Party" means any bank or financial institution to which a security interest has been granted over the shares in the Company, or any nominee, receiver or other entity acting on its behalf.", and

- 4 By inserting a new Article 25 (to be Article 23 following the deletion of Articles 2 and 3) as follows

- *25 Notwithstanding anything to the contrary contained in these Articles or in Table A, the Company shall have no lien on any share that has been charged to a Secured Party (as defined in Article 24 above) by a member by way of security *

Agreement to written resolution

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

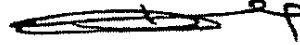
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EXECUTION COPY

The undersigned, a person entitled on the date set out above to vote on the written resolution hereby irrevocably agrees to the Written Resolutions. These Written Resolutions will come into effect on the date below

Corporate member

Signed by SHEIKH JASSIM BIN HAMAD AL THANI Signature
(print name of signatory)


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for and on behalf of
INTERNATIONAL HOTELIERS (UK) LIMITED

Date 12 August 2015



NOTES

Procedures for signifying agreement

- 1 You can choose to agree to all of the Written Resolutions or none of them but you cannot agree to some only of the Written Resolutions. If you agree to the Written Resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company using one of the methods set out below. Alternatively, you can signify your agreement by following the email procedures also set out below
- **By Hand** deliver the signed and dated copy to Christopher Orford, Macfarlanes LLP, 20 Cursitor Street, London, EC4A 1LT
 - **By Post** return the signed and dated copy by post to Macfarlanes LLP, FAO Christopher Orford, 20 Cursitor Street, London, EC4A 1LT
 - **By Fax** fax the signed and dated copy to +44 (0)20 7831 9607 marked "For the attention of Christopher Orford"
 - **By Email** send an email to Christopher.orford@macfarlanes.com stating that you agree to the resolutions dated July 2015 and stating your name

If you do not agree to the resolution you do not need to do anything. You will not be deemed to agree if you do not reply.

- 2 Only the fax and email addresses given above, and no other electronic address given in this document or in any accompanying document, may be used to send any document or information relating to the written resolution. The electronic addresses given above may only be used for the purposes specified.

Period for agreeing to written resolution

- 3 Unless, by the end of 28 days, sufficient agreement has been received for the written resolution to be passed, it will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or on that date. Your agreement will be ineffective if received after that date.

Other

- 4 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.