

COMPANY NO. 01461396

THE COMPANIES ACT 2006

**COMPANY LIMITED BY SHARES**

**RESOLUTION IN WRITING OF**

**DUKES HOTEL LIMITED**  
**("the Company")**

On 17 November 2022 by way of a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006 by or on behalf of all the members of the Company who, at the date of circulating the resolution, were entitled to vote, the following resolution of the Company was duly passed:

**SPECIAL RESOLUTIONS**

1. **THAT** the Articles of Association of the Company be amended by the following wording. Such wording shall be included after the words "fully paid share." at the end of Article 5 of the Articles of Association of the Company in substitution of the paragraph which was set out in the special resolution of Dukes Hotel Limited on 8 April 1994:

"Notwithstanding anything contained in these Resolutions, the directors of the Company shall promptly register any transfer of shares and may not suspend registration thereof where such transfer:

- (i) is to a bank or institution to which such shares have been charged by way of security, whether as agent and trustee for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "**Secured Institution**"); or
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to register the Secured Institution as legal owner of the shares; or
- (iii) is executed by a Secured Institution or its nominee or any receiver, administrative receiver or administrator appointed by any Secured Institution pursuant to the power of sale or other power under such security,

and furthermore, notwithstanding anything to the contrary contained in these Resolutions or in any agreement or arrangement applicable to any shares in the Company, no transferor or proposed transferor of any such shares to a Secured Institution or its nominee and no Secured Institution or its nominee (each a "**Relevant Person**"), shall be subject to, or obliged to comply with, any rights of pre-emption contained in these Resolutions or any such agreement or arrangement nor shall any Relevant Person be otherwise required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholders shall have any right under the Resolutions or otherwise howsoever to require such shares to be transferred to them whether for consideration or not."

2. **THAT** the Articles of Association of the Company be amended by inserting a new article 5B to the Articles of Association of the Company as follows:

5B. "Notwithstanding anything contained in these Resolutions, the Company expressly and irrevocably waives any lien it may have over any shares (whether or not fully paid) which are the subject matter of a security in favour of a Secured Institution that has not been fully discharged."

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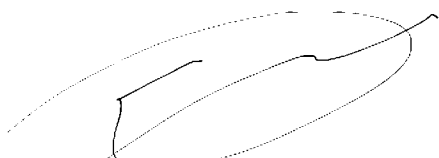
- (i) is to a bank or institution to which such shares have been charged by way of security, whether as agent and trustee for a group of banks or institutions or otherwise, or to any nominee or any transferee of such a bank or institution (a "**Secured Institution**"); or
- (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to register the Secured Institution as legal owner of the shares; or
- (iii) is executed by a Secured Institution or its nominee or any receiver, administrative receiver or administrator appointed by any Secured Institution pursuant to the power of sale or other power under such security,

and furthermore, notwithstanding anything to the contrary contained in these Resolutions or in any agreement or arrangement applicable to any shares in the Company, no transferor or proposed transferor of any such shares to a Secured Institution or its nominee and no Secured Institution or its nominee (each a "**Relevant Person**"), shall be subject to, or obliged to comply with, any rights of pre-emption contained in these Resolutions or any such agreement or arrangement nor shall any Relevant Person be otherwise required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholders shall have any right under the Resolutions or otherwise howsoever to require such shares to be transferred to them whether for consideration or not."

3. **THAT** the Articles of Association of the Company be amended by inserting a new article 5B to the Articles of Association of the Company as follows:

5B. "Notwithstanding anything contained in these Resolutions, the Company expressly and irrevocably waives any lien it may have over any shares (whether or not fully paid) which are the subject matter of a security in favour of a Secured Institution that has not been fully discharged."

Signed:



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Director