

THE COMPANIES ACT, 2006

**SPECIAL RESOLUTION
of
GENTING UK PLC
(the "Company")**

Passed as on 30th June, 2022

FRIDAY



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05/08/2022

#151

COMPANIES HOUSE

At the Annual General Meeting of the Company, duly convened and held on 30th June, 2022, the following resolution was passed by the member as Special Resolution

RESOLVED THAT the Articles of Association of the Company be and hereby amended as follows:

1 By inserting a new Article 73.1 as follows:

"73.1 Notwithstanding Article 73 (Company's lien over partly paid shares) above and anything to the contrary contained in these Articles, the Company shall have no lien on any Share that has been charged to a Secured Party."; and

2 By substituting existing Article 87 with the below:

"87 Notwithstanding anything to the contrary contained in the Company's Constitution or in the Companies Act 2006 or in any agreement or arrangement applicable to any shares in the Company:

87.1 the Directors shall promptly register any transfer of share(s) issued by the Company and shall not suspend registration thereof where such transfer:

87.1.1 is to:

(A) a Secured Party; or

(B) any nominee of a Secured Party; or

(C) any transferee of, or purchaser from, such Secured Party or nominee of such Secured Party (whether or not such transferee or purchaser is a third party transferee or purchaser); or

(D) any combination of the foregoing,

for the purpose of registering such party or parties as legal owner(s) of the relevant shares;

87.1.2 is delivered to the Company for the purposes set out at 87.1 above by or on behalf of a Secured Party, by its nominee(s), by any receiver appointed by it or by any purchaser or transferee from a Secured Party or from any nominee of a Secured Party; and

87.1.3 is executed by (as appropriate) a Secured Party, its nominee(s), or any receiver appointed by it pursuant to any power of sale, right of appropriation or other power under, or arising in respect of, the security over those shares created in favour of a Secured Party,

where "Secured Party" means any person or entity in whose favour such shares have been secured whether acting for its own benefit, or as an agent, or security agent, security trustee or otherwise for itself and/or another person or entity; and

87.2 no transferor or proposed transferor of any such shares, nor any party listed in (i) above, shall be subject to, or obliged to comply with any rights or pre-emption contained in this Constitution or in any other arrangement or agreement applicable to any shares in the Company nor shall such person or entity be otherwise required to offer the shares which are or will be the subject

of any transfer contemplated by this Article 87 to any or all of the shareholders for the time being in the Company or to any other person or

entity and no such shareholder, person or entity shall have any rights under this Constitution or otherwise to require that such shares be transferred to them for consideration or otherwise.

87.3 No resolution may be proposed or passed the effect of which would be to delete or amend this Article 87 unless, for so long as a Secured Party holds security over shares in the Company, twenty-one days prior written notice is given to the Secured Party, which notice must be sent by pre-paid registered post to its registered office or principal place of business in the State, marked for the attention of the company secretary.'

87.4 The directors may refuse to register the transfer of a share if:

87.4.1 the share is not fully paid;

87.4.2 the transfer is not lodged at the Company's registered office or such other place as the directors have appointed,

87.4.3 the transfer is not accompanied by the certificate for the shares to which it relates, or such other evidence as the directors may reasonably require to show the transferor's right to make the transfer, or evidence of the right of someone other than the transferor to make the transfer on the transferor's behalf;

87.4.4 the transfer is in respect of more than one class of share; or

87.4.5 the transfer is in favour of more than four transferees.

87.5 If the directors refuse to register a transfer of a share they shall, as soon as practicable and in any event within two months after the date on which the transfer was lodged with the Company, send to the transferee notice of, and the reasons for, the refusal.

87.6 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.

2. By deleting the following Article No. 24, 25, and 26 from the Articles of Association:

24. Retirement of directors by rotation

24.1 At the first annual general meeting all the directors must retire from office

24.2 At every subsequent annual general meeting any directors-

24.2.1 who have been appointed by the directors since the last annual general meeting, or

24.2.2 who were not appointed or reappointed at one of the preceding two annual general meetings,

must retire from office and may offer themselves for reappointment by the members.

25. Position of retiring director

A director who retires at an annual general meeting (whether by rotation or otherwise) may if willing to act, be re-appointed. If he is not re-appointed or deemed to have been reappointed, he shall retain office until the meeting appoints someone in his place or, if it does not do so, until the end of the meeting.

26. Deemed re-appointment

At any annual general meeting at which a director retires by rotation, the Company may fill the vacancy and, if it does not do so, the retiring director shall if willing be deemed to have been re-appointed unless it is expressly resolved not to fill the vacancy or a resolution for the re-appointment of the director is put to the meeting.

FURTHER RESOLVED THAT the Articles of Association set out in the document attached to these resolutions and signed by the Secretary or any Director of the Company for the purposes of Identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company and Secretary of the Company be further authorized to make necessary filings with Company House with regard to such amendment."

BY ORDER OF THE BOARD

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ELIZABETH TARN
SECRETARY

ADDRESS: Genting Club Star City, 5 Watson Rd,
Nechells, Birmingham B7 5SA