



Company Number 01999608

## COMPANY LIMITED BY SHARES

## WRITTEN RESOLUTION

OF

CHESTER INTERNATIONAL HOTEL LIMITED (THE  
"COMPANY")

CIRCULATION DATE: 17 July 2015

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following resolution be passed as a special resolution (the "Special Resolution"):

## SPECIAL RESOLUTION

## 1. Amendment to Articles, Transfer of Shares

THAT the Articles of Association of the Company (a copy attached hereto) (the "Articles") be amended so that after the existing Article 4 5 a new Article 4 6 be inserted to read

"4 6 Notwithstanding anything otherwise provided in the Articles, the directors may not decline to register any transfer of shares and may not suspend registration thereof where such transfer

- (a) is to the bank or institution to which such shares have been charged by way of security, whether as agent and security trustee for a group of banks or institutions or otherwise (a "Secured Institution"), or to any nominee or any transferee of such a bank or institution,
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares, or
- (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under each security "

We, being all the members of the Company entitled to vote on the Special Resolution on the Circulation Date, hereby irrevocably approve and agree to the Special Resolution

Signed

Name

Jonathan Bradley

Date

17 July 2015

FOR AND ON BEHALF OF:

BPA FINANCE NUMBER 1 LIMITED

**NOTES**

- 1** If you agree with the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by hand by delivering the signed copy to the Company's Registered Office marked for the attention of the Company Secretary
- 2** If you do not agree to the Special Resolution, you do not need to do anything You will not be deemed to agree if you fail to reply
- 3** Once you have indicated your agreement to the Special Resolution you may not revoke your agreement
- 4** If after 28 days from the circulation date, insufficient agreement has been received for the Special Resolution to pass, it will lapse If you agree to the Special Resolution, please ensure that your agreement reaches us before or on this date