

**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION**  
**of**  
**HOBY HOTELS LIMITED**  
**("Company")**

**Circulation Date: 24 May 2012**



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a written resolution of the Company, having effect as a special resolution ("**Special Resolution**")

**SPECIAL RESOLUTION**

That the current articles of association of the Company be amended by the insertion of the following

- 1 The insertion of the number "94" after the words "Regulations 8, 64, 73 to 80," at Article 2, and
- 2 The insertion of the following articles as new articles

- " 14 Subject to the Act and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the company
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise (directly or indirectly) interested,
  - (b) shall be an eligible director for the purpose of any proposed decision of the directors (or committee of directors) in respect of such existing or proposed transaction or arrangement in which he is interested,
  - (c) shall be entitled to vote at a meeting of directors (or of a committee of the directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested and if he does so vote his vote shall be counted and he shall be capable of constituting a quorum at any meeting of the directors at which any such

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existing or proposed transaction or arrangement shall come before the board of directors for consideration

- 15 Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this matter shall be deemed to constitute present in person at such meeting "

and all subsequent articles shall be re-numbered accordingly

## AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

We, the undersigned, being persons entitled to vote on the above Special Resolution on 24 May 2012, hereby irrevocably agree to the Special Resolution as indicated above



For and on behalf of  
Hobby Developments Limited

## NOTES

1 You can choose to agree to the Special Resolution or not. If you agree with the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Spearng Waite LLP, 41 Fnr Lane, Leicester, LE1 5RB

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.

2 Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement.

3 Unless, by 28 days of the Circulation Date, sufficient 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 during this date.

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5 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.