

352 1130

**SHAPELOOSE LIMITED**

**WRITTEN RESOLUTION: CIRCULATED ON 21 DECEMBER 2012**

**Note: This document is important and requires your immediate attention.**  
Please read the explanatory statement to members before signifying your agreement to the resolution in this document

**EXPLANATORY STATEMENT TO MEMBERS**

**1. NATURE OF WRITTEN RESOLUTION**

This document contains a proposed written resolution of Shapeloose Limited for approval by you as a member of the Company. The resolution is proposed as a special resolution and requires members holding not less than 75 per cent of the total voting rights of members entitled to vote on the resolution to vote in favour of it to be passed

**2. PERIOD TO APPROVE WRITTEN RESOLUTION**

If the Company has not received the necessary level of members' agreement to pass the resolution by 18 January 2013 (being 28 days from the date the resolution was first circulated to members), the resolution will lapse

**3. ACTION REQUIRED IF YOU WISH TO APPROVE THE RESOLUTION**

3 1 Please signify your agreement to the resolution by completing your details and signing and dating the document in the boxes provided and returning it to the Company by delivering your signed and dated document by hand or by post to the Company's registered address marked "For the attention of the directors/Company secretary".

3 2 **Once you have signified your agreement to the resolution, you cannot revoke it.** Please ensure that your agreement reaches us no later than the close of business on 18 January 2013

3 3 If you are signifying agreement to the resolution 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 to the Company at the same time as you signify your agreement to the resolution and in any event by no later than the close of business on 18 January 2013

**4. ACTION REQUIRED IF YOU DO NOT WISH TO AGREE TO THE RESOLUTION**

You do not have to do anything Failure to respond will not be treated as agreement to the resolution.

TUESDAY



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A15

22/01/2013

#305

COMPANIES HOUSE

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**SHAPELOOSE LIMITED**

**("Company")**

Written resolution of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 proposed by the directors of the Company, proposed as a special resolution as detailed below

**SPECIAL RESOLUTION**

**That**, pursuant to section 21 of the Act, the articles of association of the Company be amended by the insertion of the following special article as article 5A

"5A Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this special article (to the effect that any provision contained in this special article shall override any other provision under these articles)

The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer

- (a) is to any bank, institution or other person to which such shares have been charged by way of security, or to any third party nominated by such a bank, institution or other person (or a person acting as agent or security trustee for such a person) (a "Secured Institution"), or
- (b) is delivered to the Company for registration by a Secured Institution or such third party in order to perfect its security over the shares, or
- (c) is executed by a Secured Institution or such third party pursuant to a power of sale or other power existing under such security,

in each case provided that such transfer is in accordance with the terms of (i) the relevant document under which such shares are charged and (ii) any other associated documents, and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles

- (a) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or such third party, and
- (b) no Secured Institution or such third party

shall (in either such case) be 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 shareholder shall have any right under the

articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise"


Circulation date: 21 December 2012

**Registered office:**

C/O Maybourne Hotels Group  
30 Old Burlington Street  
Mayfair  
London  
W1S 3AR

**Agreement to written resolution**

We, the undersigned, being persons entitled to vote on the above resolution, irrevocably agree to such resolution

Name of corporate member	WESTARK PROPERTIES LIMITED  <i>Block capitals please</i>	
Name and position of signatory	CAROL WALKER  <i>Block capitals please</i>	
Signed by authorised person on behalf of corporate member:	  Dated 21/12/2012	