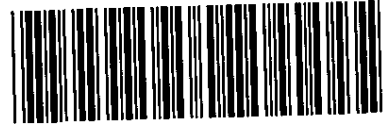


THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

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COMPANIES HOUSE

WRITTEN RESOLUTIONS

Of

The sole eligible member of

LENSBURY LIMITED
Registered number: 03644400
(the "Company")

Circulation Date: 6 September 2019

In accordance with the provisions of Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") the directors of the Company proposes that, in accordance with sections 282 and 283 of the Act, the following resolutions are passed as special resolutions of the Company:

SPECIAL RESOLUTIONS

THAT: the Articles of Association of the Company (the "**Articles**") be amended by the insertion of the following article as article 21 of the Articles and the Articles following shall be renumbered accordingly:

21 Shares charged in favour of a Secured Institution

21(a) The directors shall not decline to register any transfer of shares, nor may they suspend registration of any shares where such transfer:

- A. is to (i) any person to whom such shares have been charged (a "**Secured Institution**") or to any nominee of Secured Institution; or (ii) a purchaser of such shares following enforcement of the security;
- B. is delivered to the Company for registration by (i) a Secured Institution or its nominee in order to perfect its security over the shares; or (ii) a purchaser of such shares following enforcement of the security (whether or not such transfer is executed by a Secured Institution or its nominee pursuant to a power of attorney or the power of sale or other power under such security);

21(b) no transferor or proposed transferor of any shares in the Company to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer referred to in these articles to the shareholders of the Company or any of them, and no such shareholder shall have any right under these articles or under any agreement or otherwise to require those shares to be offered to or transferred to it whether for consideration or not;

21(c) any provisions in these articles constituting pre-emption or similar rights or imposing any restriction on the transfer of, or requiring the consent of any person for the transfer of, any share in the Company shall not apply in relation to any transfer of a share in the Company in any of the circumstances referred to in this article; and


21(d) any lien on any shares (whether part or fully paid) which the Company has shall not apply in respect of any shares that have been charged by way of security to a Secured Institution

21(e) Any variation of this article 21 shall be deemed to be a variation of the rights of each class of share in the capital of the Company.

Please read the Guidance Notes set out below before signing of taking any action on this resolution.

The undersigned, being the sole eligible member of the Company and duly entitled to vote on the Resolutions, hereby:

- (i) confirms:
 - (a) receipt, prior to the execution of the Resolutions, of copies of all Documents to which the Company is a party; and
 - (b) that there has been sufficient time and opportunity to review each such copy document; and
- (ii) irrevocably agrees to the passing of the Resolutions with immediate effect.


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Signed by a director of

London and Regional Group Hotel Holdings Ltd, the sole corporate shareholder

Dated 6 September 2019

Print name: IAN LIVINGSTONE