

Company Number: 03760451

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**of**

**HAND PICKED HOTELS LIMITED (the "Company")**

Circulation date:

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the Directors of the Company propose that resolution 1 below (the "Ordinary Resolution") is passed as an ordinary resolution and resolution 2 below (the "Special Resolution" and together with the Ordinary Resolution, the "Resolutions") is passed as a special resolution:

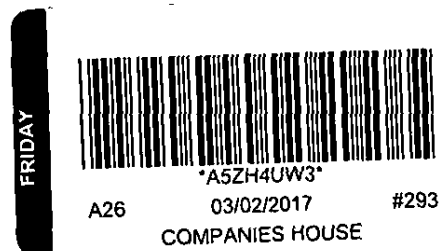
**ORDINARY RESOLUTION**

**1 Authority to allot**

**THAT**, in accordance with section 551 of the Act, the Directors of the Company be generally and unconditionally authorised to allot and issue up to a maximum of 4,250,000 Series B Preference shares of £1.00 each in the capital of the Company provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling five years from the date of which the Resolutions are passed

**2 Disapplication of pre-emption rights**

**THAT**, any pre-emption rights which would otherwise apply to any allotment of shares in the capital of the Company pursuant to the authority conferred by the Ordinary Resolution be disappplied in all respects.



## AGREEMENT

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

The undersigned, being persons entitled to vote on the above resolutions on the circulation date, hereby irrevocably agree to the Resolutions.

**NAME:** ALSCOT S.À.R.L., acting by  
a duly authorised director

**SIGNATURE:**

**DATE:** 21 November 2016  
Gérard MATREJEAN  
Director

Martine Gerber-Lemaire  
Director

**NAME:** NECKINGER HOLDINGS LIMITED, acting by  
a duly authorised director

**SIGNATURE:**

**DATE:**

## NOTES

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

**By Hand.** delivering the signed copy to Hand Picked Hotels Limited, c/o Lupton Fawcett LLP, Yorkshire House, East Parade, Leeds LS1 5BD.

**Post:** returning the signed copy by post to Hand Picked Hotels Limited, c/o Lupton Fawcett LLP, Yorkshire House, East Parade, Leeds LS1 5BD.

If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement
- 3 The Written Resolutions are passed on the date and time that the Company receives the agreement of the required majority of the members. The required majority for an ordinary resolution is a majority of the total voting rights of eligible members. The required majority for a special resolution is 75% of the total voting rights of eligible members.
- 4 Where, by the date being 28 days after the circulation date of the Resolutions, insufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to these Resolutions, please indicate your agreement and notify us as soon as possible.
- 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

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**of**

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Circulation date

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the Directors of the Company propose that resolution 1 below (the "**Ordinary Resolution**") is passed as an ordinary resolution and resolution 2 below (the "**Special Resolution**" and together with the Ordinary Resolution, the "**Resolutions**") is passed as a special resolution

**ORDINARY RESOLUTION**

**1 Authority to allot**

**THAT**, in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £96,458,885 comprised as follows

- 1 1 90,000 A Shares of £0 01 each,
- 1 2 10,000 B Shares of £0 01 each,
- 1 3 10,000 C Shares of £0 01 each,
- 1 4 10,000 D Shares of £0 01 each;
- 1 5 10,000 E Shares of £0 01 each,
- 1 6 34,918,485 Series A Preference Shares of £1 each,
- 1 7 61,539,000 Series B Preference Shares of £1 each, and
- 1 8 10,000 Z Shares of £0 01 each,

provided that this authority shall, unless renewed, varied or revoked by the Company, expire on the date falling 5 years from the date on which the Ordinary Resolution is passed

## **SPECIAL RESOLUTION**

### **2 Disapplication of pre-emption rights**

**THAT**, any *pre-emption rights* which would otherwise apply to any allotment of shares in the capital of the Company pursuant to the authority conferred by the Ordinary Resolution be disapplied in all respects

## **AGREEMENT**

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

The undersigned, being persons entitled to vote on the above resolutions on the circulation date, hereby irrevocably agree to the Resolutions

**NAME:**

**ALSCOT S.À.R.L., acting by  
a duly authorised director**

**Gérard Maîtrejean  
Director**

**SIGNATURE:**

**DATE:**

*18 May 2016*

**NAME:**

**NECKINGER HOLDINGS LIMITED, acting by  
a duly authorised director**

**SIGNATURE:**

**DATE:**

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