

Company number: 03760451

PRIVATE COMPANY LIMITED BY SHARES

COMPANIES ACT 2006

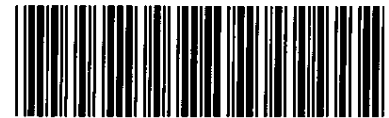
WRITTEN RESOLUTION

OF

HAND PICKED HOTELS LIMITED

(the "Company")

WEDNESDAY



A30 07/03/2018 #86
COMPANIES HOUSE

CIRCULATION DATE: 23 February 2018

Under Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the resolution below is passed as a special resolution (the "**Resolution**")

SPECIAL RESOLUTION

Amendment of Articles of Association

- 1 **THAT**, the existing articles of association of the Company be amended by inserting the following wording:

"or (iv) any Controlling Shareholder",

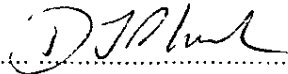
into the existing definition of "**Permitted Transferee**" on the sixth line immediately after the wording *"or (iii) a person who has acquired any Restricted Share (directly or indirectly) or an interest in a Restricted Share (whether legal or beneficial) as a result of a transfer by the Reference Employee or a nominee of the Reference Employee in accordance with these Articles"*.

AGREEMENT

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

The undersigned, being the persons entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

Signed by

.....

director, for and on behalf of **NECKINGER
HOLDINGS LIMITED**

Date:

23 February 2018

Signed by

.....

director, for and on behalf of **ALSCOT S.À R.L**

Date:

2018

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the directors of the Company using one of the following methods:
 - 1.1 **By Hand** delivering the signed copy to Giles Clegg of Lupton Fawcett, Yorkshire House, East Parade, Leeds, West Yorkshire, LS1 5BD;
 - 1.2 **Post** returning the signed copy to Giles Clegg of Lupton Fawcett, Yorkshire House, East Parade, Leeds, West Yorkshire, LS1 5BD;
 - 1.3 **Fax** faxing the signed copy to Giles Clegg of Lupton Fawcett, Yorkshire House, East Parade, Leeds, West Yorkshire, LS1 5BD, fax number 0113 280 2163; or
 - 1.4 **Email** by attaching a scanned copy of the signed document to an email and sending it to giles.clegg@luptonfawcett.law. Please enter "Written Resolution dated [DATE] 2018" in the email subject box.
- 2 If you do not agree to the 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 Resolution, you may not revoke your agreement.
- 4 Unless by the date which is 28 days from the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
- 5 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.
- 6 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.

Company number: 03760451

PRIVATE COMPANY LIMITED BY SHARES

COMPANIES ACT 2006

WRITTEN RESOLUTION

OF

HAND PICKED HOTELS LIMITED

(the "Company")

CIRCULATION DATE: 23 February 2018

Under Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the resolution below is passed as a special resolution (the "**Resolution**").

SPECIAL RESOLUTION

Amendment of Articles of Association

- 1 **THAT**, the existing articles of association of the Company be amended by inserting the following wording:

"or (iv) any Controlling Shareholder",

*into the existing definition of "**Permitted Transferee**" on the sixth line immediately after the wording "or (iii) a person who has acquired any Restricted Share (directly or indirectly) or an interest in a Restricted Share (whether legal or beneficial) as a result of a transfer by the Reference Employee or a nominee of the Reference Employee in accordance with these Articles"*

AGREEMENT

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

The undersigned, being the persons entitled to vote on the above Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution.

Signed by

director, for and on behalf of **NECKINGER
HOLDINGS LIMITED**

Date: 2018

Signed by

director, for and on behalf of **ALSCOT S.À R.L**

Date: 05 March 2018



Gérard Maîtrejean
Director and authorized signatory
2018

NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the directors of the Company using one of the following methods:
 - 1.1 **By Hand** delivering the signed copy to Giles Clegg of Lupton Fawcett, Yorkshire House, East Parade, Leeds, West Yorkshire, LS1 5BD;
 - 1.2 **Post** returning the signed copy to Giles Clegg of Lupton Fawcett, Yorkshire House, East Parade, Leeds, West Yorkshire, LS1 5BD;
 - 1.3 **Fax** faxing the signed copy to Giles Clegg of Lupton Fawcett, Yorkshire House, East Parade, Leeds, West Yorkshire, LS1 5BD, fax number: 0113 280 2163; or
 - 1.4 **Email** by attaching a scanned copy of the signed document to an email and sending it to giles.clegg@luptonfawcett.law. Please enter "Written Resolution dated [DATE] 2018" in the email subject box.
- 2 If you do not agree to the 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 Resolution, you may not revoke your agreement.
- 4 Unless by the date which is 28 days from the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
- 5 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.
- 6 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.