

**M & C (CB) Limited
(the "Company")**

Company No. 3846711

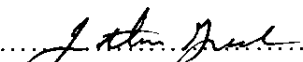
The Companies Act 2006

**Written Resolution of the Member
(Proposed by the Directors)**

In accordance with Part 13, Chapter 2 of the Companies Act 2006, the Board of Directors propose that the resolution set out below be submitted to the sole member of the Company as a written resolution and passed as an ordinary resolution (the "Resolution")

Ordinary Resolution

Pursuant to sections 479A and 479C of the Companies Act 2006, we, being the sole member of the Company for the purposes of section 479(2)(a), hereby agree and resolve that the Company be exempted from the requirements relating to the audit of the Company's individual accounts for the year ended 31 December 2017


.....
For and on behalf of
M&C Hotels Holdings USA Limited

Date of signature: 11 September 2018

