

Company Number: 04640106

PENNINE MANOR HOTEL LIMITED

THURSDAY



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30/06/2016

#32

COMPANIES HOUSE

Minutes of a meeting of the board of directors of Pennine Manor Hotel Limited
(Company) held at Unit F, Royle Pennine Trading Estate, on 22nd June 2016
At 11 00 am

PRESENT:

NAME

POSITION

Clifford Brierley

Director

Maxwell Brierley

Director

Victoria Cosgrove

Company Secretary

Andrew Waller

IN ATTENDANCE:

NAME

POSITION

C Brierley

Director

M Brierley

Director

V Cosgrove

Co Sec.

1. CHAIRPERSON

Clifford Brierley was appointed chairperson of the meeting and chaired the meeting throughout

2. NOTICE AND QUORUM

The chairperson reported that due notice of the meeting had been given and that a quorum was present Accordingly, the chairperson declared the meeting open

3 INTERESTS IN PROPOSED TRANSACTIONS AND/OR ARRANGEMENTS WITH THE COMPANY

- 3 1 Each director present declared the nature and extent of their interest in the proposed transaction and other arrangements to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 (Act) and the Company's articles of association, as follows

NAME

NATURE AND EXTENT OF INTEREST

Clifford Brierley

Shareholder of the Company

Director and shareholder of the parent company,
Deckers Hospitality Group Limited

Maxwell Brierley Director and shareholder of the parent company,
Deckers Hospitality Group Limited

Andrew Waller Director and shareholder of the parent company

Deckers Hospitality Group Limited

- 3 2 It was noted that pursuant to the Company's articles of association, a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which they are interested

4. BUSINESS OF THE MEETING

The chairperson reported that the business of the meeting was to consider and, if thought fit, approve the proposal that the Company claim exemption from audit under S 479A-C of the Act in respect of the financial year ending 30th September 2015 (**Transaction**), and for the purpose thereof make requests of its sole shareholder and parent company, Deckers Hospitality Group Limited (**Parent**)

- 4 1 for its written consent in respect of the Company's claim for exemption from the requirements of audit in respect of the financial year ending 30th September 2015 in accordance with the provisions of S 479A-S 479C of the Companies Act 2006 (**Written Consent**), and

- 4 2 to provide a guarantee of the Company's liabilities in the form of and under and in accordance with S 479C of the Act (**Guarantee**)

5. DOCUMENTS PRODUCED TO THE MEETING

A draft Form AA06 was produced to the meeting

6. RESOLUTIONS

Following consideration, including consideration of the matters referred to in section 172(1) of the Companies Act 2006, IT WAS RESOLVED that the Transaction would promote the success of the Company for the benefit of its members as a whole, and IT WAS RESOLVED to

(a) direct the Company Secretary to request the necessary Written Consent and Guarantee from the Parent, and

(b) approve and deliver the draft Form AA06 to the Parent for its execution

7 ADJOURNMENT

7 1 The meeting was adjourned

7 2 The meeting was reconvened at 4pm when the chairperson reported that the Parent had provided

- (a) the Written Consent and agreement to provide the Guarantee (**Written Statement**),
- (b) the duly executed Form AA06
- (c) A copy of the consolidated accounts of the Parent (Accounts),
- (d) A copy of the auditors report on the Accounts, and
- (e) A copy of the consolidated annual report of the Parent.

8. RESOLUTIONS

It WAS RESOLVED that

8 1 Form AA06 and any ancillary or related documents be and are approved and that the Company execute Form AA06 and any related or ancillary documents

8 2 Any director of the Company is authorised to execute Form AA06 which constitutes the Guarantee in favour of the Company and any ancillary or related deeds

8 3 Any two directors of the Company be and are authorised to sign and/or dispatch or deliver all other documents, notices and certificates to be signed and/or dispatched or delivered by the Company under or in connection with the Transaction

9. FILING

The chairperson instructed the Company Secretary to

9 1 Make all necessary and appropriate entries in the books and registers of the Company.

9 2 Arrange for the following forms and documents to be filed at Companies House

- (a) Written Statement
- (b) Form AA06
- (c) A copy of the Accounts,
- (d) A copy of the auditors report on the Accounts, and
- (e) A copy of the consolidated annual report of the Parent.

10. CLOSE

There was no further business and the chairperson declared the meeting closed


Chairperson

22/6/16
(Date)

4640106

COMPANY NUMBER: 07161009

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN STATEMENT OF AGREEMENT PURSUANT TO S.479A-C OF THE
COMPANIES ACT 2006 (the Act)
of

DECKERS HOSPITALITY GROUP LIMITED (the Company)

In accordance with S479A(2)(a) of the Act the Company has in respect of the fore mentioned subsidiaries, of which the Company is the ultimate parent company in each case, considered and does hereby consent to each of their respective claims for exemption for audit for the financial year end 30th September 2015 under S 479A-C of the Act and furthermore agrees to provide a guarantee in accordance with S 479C of the Act for the purposes of the same.

Company Name	Company Number	Address of Registered Office
Royal Toby Hotel Castleton Limited	07180111	Unit F Royal Pennine Trading Estate, Lynroyle Way, Rochdale, Lancashire OL11 3EX
The Crimble Limited	04673840	Unit F Royal Pennine Trading Estate, Lynroyle Way, Rochdale, Lancashire OL11 3EX
✓ Pennine Manor Hotel Limited	04640106	Unit F Royal Pennine Trading Estate, Lynroyle Way, Rochdale, Lancashire OL11 3EX
Sale Waterpark Restaurant Limited	07163243	Unit F Royal Pennine Trading Estate, Lynroyle Way, Rochdale, Lancashire OL11

3EX

Deckers Group Limited

04649760


Unit F Royal
Pennine Trading
Estate, Lynroyle
Way, Rochdale,
Lancashire OL11
3EX

Limelight Leisure Limited

04405563

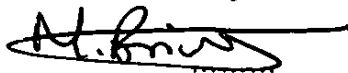
Unit F Royal Pennine
Trading Estate,
Lynroyle Way,
Rochdale,
Lancashire OL11
3EX

Signed



Clifford Brierley

Director



Director

Maxwell Brierley

4640106

COMPANY NUMBER: 07161009

DECKERS HOSPITALITY GROUP LIMITED

Minutes of a meeting of the Board of Directors of Deckers Hospitality Group Limited
(Company) held at Unit F, Royle Pennine Trading Estate, on 22nd June 2016
At 11 00 am

PRESENT:

NAME

POSITION

Clifford Brierley
Maxwell Brierley
Victoria Cosgrove
Andrew Waller

Director
Director
Company Secretary
Director

IN ATTENDANCE:

NAME

POSITION

C. Brierley
M. Brierley
V. Cosgrove

DIRECTOR
DIRECTOR
COMPANY SECRETARY

1. CHAIRPERSON

Clifford Brierley was appointed chairperson of the meeting

2. NOTICE AND QUORUM

The chairperson reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chairperson declared the meeting open

3. DECLARATIONS OF INTEREST

- 3.1 Each director present declared the nature and extent of their interest in the proposed transaction and other arrangements to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 (Act) and the Company's articles of association, as follows:

NAME

NATURE AND EXTENT OF INTEREST

Clifford Brierley Shareholder of the Company

Director of all subsidiaries of the Company

Maxwell Brierley Shareholder of the Company

Director of all subsidiaries of the Company

Andrew Waller Shareholder of the Company

Director of Deckers Restaurants and Deckers Hospitality
Group Ltd

- 3 2 It was noted that, pursuant to article 3 of the Company's articles of association, a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which they are interested

4. BUSINESS OF THE MEETING

- 4 1 The chairperson reported that, in respect of each the fore mentioned wholly owned subsidiaries, the Company had received a request to provide.

(a) the written consent of the Company for a claim by each subsidiary for exemption from audit in respect of the financial year ending 30th September 2015 pursuant to S479A(2)(a) of the Act (**Written Consent**), and

(b) a guarantee under and in accordance with S 479C of the Act (**Guarantee**)

Subsidiary	Company Number	
Royal Toby Hotel Castleton Limited	07180111	Unit F Royal Pennine Trading Estate, Lynroyle Way, Rochdale, Lancashire OL11 3EX
The Crimble Limited	04673840	Unit F Royal Pennine Trading Estate, Lynroyle Way, Rochdale, Lancashire OL11 3EX
✓ Pennine Manor Hotel Limited	04640106	Unit F Royal Pennine Trading Estate, Lynroyle Way, Rochdale, Lancashire OL11

3EX

Sale Waterpark 07163243
Restaurant Limited

Unit F Royal
Pennine Trading
Estate, Lynroyle
Way, Rochdale,
Lancashire OL11
3EX

Deckers Group Limited 04649760

Unit F Royal
Pennine Trading
Estate, Lynroyle
Way, Rochdale,
Lancashire OL11
3EX

Limelight Leisure Limited 04405563

Unit F Royal
Pennine Trading
Estate, Lynroyle
Way, Rochdale,
Lancashire OL11
3EX

(together the **Subsidiaries** and each a **Subsidiary**) (the **Transaction**)

4.2 The business of the meeting was therefore to consider and if thought fit, approve the Company providing, in the case of each Subsidiary, both its Written Consent and a Guarantee in good faith in respect of the liabilities, undertakings and obligations of the Subsidiaries in accordance with the provisions of S.479A-S 479C of the Act.

4.3 It was noted that providing the Guarantee in each case will have the effect that

- (a) the Company will guarantee all outstanding liabilities (including any actual, contingent and prospective liabilities) to which each Subsidiary is subject at the end of the financial year end, being 30th September 2015 in each case, until they are satisfied in full, and
- (b) The Guarantee will be enforceable in each case against the Company by any person or undertaking to whom the Subsidiary is liable in respect of those liabilities

- 4.4 It was reported that, if given, the Guarantee will remain in force until the liabilities in question are satisfied in full. The Guarantee will not be capable of revocation or novation in any circumstances.

5. DOCUMENTS PRODUCED AT THE MEETING

The following documents were produced at the meeting:

- 5.1 Draft Written Statement of Agreement of the Company (**Written Statement**),
- 5.2 Form AA06 in respect of each Subsidiary,
- 5.3 A copy of the consolidated accounts of the Company (**Accounts**);
- 5.4 A copy of the auditors report on the Accounts, and
- 5.5 A copy of the consolidated annual report of the Company.

6. RESOLUTIONS

Following consideration, including consideration of the terms and effects of the Written Consent and the Guarantee and consideration of the matters referred to in section 172(1) of the Companies Act 2006, the meeting resolved that:

- 6.1 Giving the Written Consent and the Guarantee in each case would promote the success of the Company for the benefit of its members as a whole as it would enhance the ability of the Subsidiaries to continue to provide revenue to the Company and will save the Company/Subsidiary in respect of audit fees.
- 6.2 The Company, as sole shareholder of the Subsidiaries shall provide a Written Notice of its agreement in accordance with S.479A(2)(a) and shall authorise any two directors of the Company or any director of the Company and the secretary of the Company to execute the same.
- 6.3 The terms of the Guarantee which are contained within Form AA06 in each case and any ancillary or related documents be and are approved and that the Company execute Form AA06 and any related or ancillary documents.
- 6.4 Any director of the Company is authorised to execute Form AA06 which constitutes the Guarantee in each case on behalf of the Company and any

ancillary or related deeds and in doing so to agree and approve any amendments made to Form AA06 after the holding of this meeting

- 6.5 Any two directors of the Company be and are authorised to sign and/or dispatch or deliver all other documents, notices and certificates to be signed and/or dispatched or delivered by the Company under or in connection with the Transaction

7. FILING

The chairperson instructed the Company Secretary to make all necessary and appropriate entries in the books and registers of the Company and to arrange for the necessary forms and documents to be filed at Companies House

8. CLOSE

There was no further business and the chairperson declared the meeting closed



Chairperson

22/6/16

(Date)