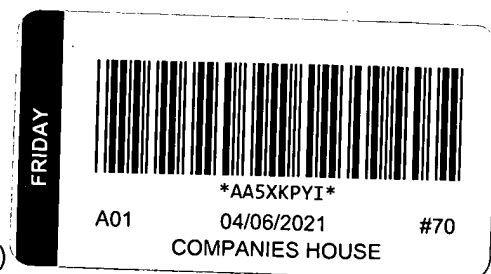


**SPECIAL RESOLUTIONS**

OF

HI (London Gatwick) Limited (the 'Company')



Passed on 25 May 2021

The following resolutions were duly passed as special resolutions by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006.

**SPECIAL RESOLUTIONS**

- (a) the terms of, and the transactions contemplated by, the Accession Letter, Facilities Agreement and other Transaction Documents and their execution (whether as a deed or under hand), delivery and performance by the Company be and are hereby approved (subject to such changes being made to the Accession Letter, Facilities Agreement and the Transaction Documents as any director or secretary of the Company may, in his absolute discretion, think fit);
- (b) the directors of the Company have authority to approve the terms of, and the transactions contemplated by, the Accession Letter, Facilities Agreement and the Transaction Documents (including the Company granting the guarantee under the Facilities Agreement and the security under the Security Agreement) and any related document;
- (c) the entry by the Company into the Accession Letter, Facilities Agreement and other Transaction Documents (including the Company granting the guarantee under the Facilities Agreement and the security under the Security Agreement) is in the best interests of the Company's business and will promote the success of the Company for the benefit of the sole member;
- (d) the Company may sign or seal any documents which the Company may at any time enter into or be required to enter into pursuant to or in connection with any of the Transaction Document and do such other acts or things as may be considered by the board of directors to be necessary or desirable for the purposes of carrying into effect any transaction contemplated by the Accession Letter, Facilities Agreement and the Transaction Documents;
- (e) the Company shall enter into the Power of Attorney and the directors have authority to execute the Power of Attorney on behalf of the Company;
- (f) the articles of association of the Company be amended by deleting Article 27 and inserting a new Article 27 as follows:

*Article 27*

*Notwithstanding anything to the contrary in these Articles, the Directors will register any transfer of shares and may not suspend registration of such shares where such transfer*

- (a) *is to*
  - (i) *a bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (any such entity a "Financial Institution") or an agent or trustee for any Financial Institution where a security interest has been or is purported to be granted over those shares (each a "Security") that benefits a Financial Institution, and/or*
  - (ii) *a company or other entity to whom such shares are transferred at the direction of a Financial Institution, and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a "Receiver") pursuant to powers granted to it under the Security, and*
- (b) *is delivered to the Company for registration in order to perfect or protect any Security of a Financial Institution, or*

- (c) *is executed by a Financial Institution or Receiver pursuant to a power of sale or other such power under any Security.*

*Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a Financial Institution or an agent or trustee for any Financial Institution, or which are transferred in accordance with the provisions of this Article.; and*

- (g) these resolutions have effect notwithstanding any provision of the Company's articles of association.

Signed..........

Company Secretary