

Company number: 05342812

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

- of -

**THE MEMBERS OF**  
**ABILITY HOTELS (LUTON INN) LIMITED**  
(the "Company")

TUESDAY



A12      \*A0YFHYAC\*      11/10/2011      193  
COMPANIES HOUSE

Dated this 1<sup>st</sup> day of September 2011 (the "Circulation Date")

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

**SPECIAL RESOLUTION**

That the Articles of Association of the Company be amended with immediate effect so that the current article 23 be deleted and that a new articles 23, as set out below, be approved and adopted,

- "23      (i)      Subject to sub paragraph (ii) of this article 23, the Directors may in their absolute discretion decline to register the transfer of a share, whether or not it be a fully paid share, and no reason for the refusal to register the aforementioned transfer need be given by the Directors
- (ii)      Notwithstanding anything contained in these articles, the Directors shall not decline to register any transfer of shares, nor may they suspend such registration, where such transfer
- (a)      is to any Secured Party, or
- (b)      is delivered to the company for registration by a Secured Party in order to perfect its security over any such shares, or
- (c)      is executed by a Secured Party pursuant to a power of sale or otherwise under such security, or
- (d)      is in favour of a purchaser of such shares from any receiver, administrative receiver or administrator appointed by a charge or mortgagee of such shares,

and furthermore, notwithstanding anything to the contrary contained in these articles, no transferor of any shares in the company (or proposed transferor of such shares) to a Secured Party, and no Secured Party shall be required to offer the shares which are or are to be the subject of any such aforementioned transfer to the shareholders for the time being of the company or any of them, and no such shareholder shall have any right under the articles or otherwise howsoever to

require such shares to be transferred to them whether for consideration or not. Furthermore, notwithstanding anything contained in these articles, the company and the directors shall not, for so long as a Secured Party has a security interest over any shares in the company, be entitled to exercise any lien which the company has in respect of those shares, including for the avoidance of doubt pursuant to article 6

For the purposes of this article 23, "Secured Party" means any bank or financial institution to which a security interest has been granted over the shares in the company, or any nominee, receiver or other entity acting on its behalf

(iii) Regulation 24 of Table "A" shall not apply to the Company "

## AGREEMENT

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

The undersigned, being members of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution

Signed



Name

ANDREAS PANAYIOTOU (PRINT NAME)

For and on  
behalf of

ABILITY HOTELS (LTD) LTD (COMPLETE IF MEMBER IS A COMPANY)

Date

1<sup>st</sup> September 2011

## NOTES

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company  
  
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
- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, within 28 days after the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolution to be passed, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us on or before this date
- 4 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