

Company number 05524490

## ORDINARY AND SPECIAL RESOLUTIONS

OF

Premier Marinas Holdings Limited (Company)

Passed on 7<sup>th</sup> February 2018

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

### 1. ORDINARY RESOLUTIONS

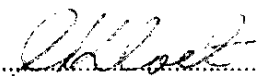
- (1) THAT, in accordance with paragraph 42(2)(b) of Schedule 2 of the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008, the restriction on the authorised share capital of the Company set out under the Companies Act 1985 and within the memorandum of association of the Company, which by virtue of section 28 of the Companies Act 2006 is treated as a provision of the Company's articles of association, is hereby revoked and deleted.
- (2) THAT the authorisation of the directors of the Company (or any duly constituted committee of the directors) (Directors), in accordance with Section 80 of the Act, to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company (Rights) up to an aggregate nominal amount of £174,934,491 be and is hereby generally and unconditionally approved and ratified by the shareholders.

### 2. SPECIAL RESOLUTION

THAT the allotment in contravention of Sections 89 and 90 of the Companies Act 1985 (the Act) of 174,934,491 ordinary shares in the capital of the Company, comprising of the following allotments:

- 142,940,491 ordinary shares in the capital of the Company on 2nd June 2015;
- 6,600,000 ordinary shares in the capital of the Company on 26 January 2016;
- 16,494,000 ordinary shares in the capital of the Company on 29 March 2016;
- 1,500,000 ordinary shares in the capital of the Company on 3 October 2016; and
- 7,400,000 ordinary shares in the capital of the Company on 22 December 2017,

be and are hereby generally and unconditionally approved and ratified by the shareholders.

Signed 

Company secretary

THURSDAY



A12 \*A7BXWØWY\* #261  
09/08/2018  
COMPANIES HOUSE