

**HEARTSTONE INNS 1 LIMITED**

**COMPANY NUMBER: 05885734**  
**(the "Company")**

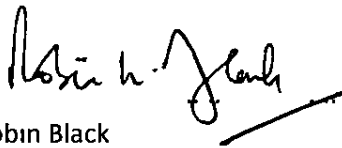
**STATEMENT OF THE DIRECTORS OF THE COMPANY UNDER SECTION 644(5) OF THE COMPANIES ACT 2006 (THE "ACT") MADE ON 6 NOVEMBER 2014**

We, the directors named below (being all the directors of the Company as at the date of this statement), hereby confirm that

- 1 the solvency statement made by the directors of the Company under section 643 of the Act for the purposes of section 642 of the Act on 4 November 2014 (the form of which is set out at Schedule 1) (**Solvency Statement**), was made not more than 15 days before the date on which the resolution of the shareholders of the Company dated 4 November 2014 was passed (a copy of which is set out at Schedule 2), and
- 2 the Solvency Statement was provided to the shareholders of the Company in accordance with section 642(2) of the Act



James Birch



Robin Black

Andrew Haining

Edward Beale

Lloyd Marshall



HEARTSTONE INNS 1 LIMITED

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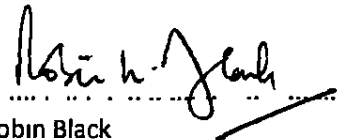
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2006 (THE "ACT") MADE ON 6 NOVEMBER 2014

We, the directors named below (being all the directors of the Company as at the date of this statement), hereby confirm that:

1. the solvency statement made by the directors of the Company under section 643 of the Act for the purposes of section 642 of the Act on 4 November 2014 (the form of which is set out at Schedule 1) (Solvency Statement), was made not more than 15 days before the date on which the resolution of the shareholders of the Company dated 4 November 2014 was passed (a copy of which is set out at Schedule 2); and
2. the Solvency Statement was provided to the shareholders of the Company in accordance with section 642(2) of the Act.



James Birch



Robin Black



Andrew Nalning

Edward Beale

Lloyd Marshall

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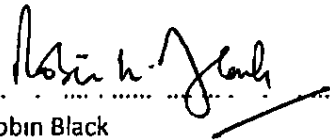
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2006 (THE "ACT") MADE ON 6 NOVEMBER 2014

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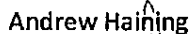
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2. the Solvency Statement was provided to the shareholders of the Company in accordance with section 642(2) of the Act



James Birch



Robin Black



Andrew Haining



Edward Beale



Lloyd Marshall

**Schedule 1**

**SOLVENCY STATEMENT**

**HEARTSTONE INNS 1 LIMITED**

**COMPANY NUMBER: 05885734**

**(THE "COMPANY")**

**SOLVENCY STATEMENT UNDER SECTION 643 OF THE COMPANIES ACT 2006 (THE "ACT") MADE FOR  
THE PURPOSES OF SECTION 642 OF THE ACT ON 4 NOVEMBER 2014**

We, the directors named below (being all the directors of the Company as at the date of this statement), having taken account of all of the Company's liabilities (including any contingent or prospective liabilities), have formed the opinion that

- 1 As regards the Company's situation as at the date of this statement, there is no ground on which the Company could be found to be unable to pay (or otherwise discharge) its debts.
- 2 The Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement

.....  
James Birch

.....  
Robin Black

.....  
Andrew Haining

.....  
Edward Beale

.....  
Lloyd Marshall

**Schedule 1**

**SOLVENCY STATEMENT**

**HEARTSTONE INNS 1 LIMITED**

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James Birch

Robin Black

Andrew Haining

Edward Beale

Lloyd Marshall

## **Schedule 2**

**Company Number:** 05885734

**PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF**

**HEARTSTONE INNS 1 LIMITED**

**(the "Company")**

**Circulated on 6 NOVEMBER 2014**

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

### **SPECIAL RESOLUTION**

THAT, pursuant to Sections 641 to 644 inclusive of the 2006 Act, the capital of the Company be reduced by cancelling, extinguishing and repaying issued Ordinary Shares of £1 each

### **AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the resolutions. The undersigned, being the person entitled to vote on the above resolution on 2014, hereby irrevocably agrees to the resolution

Signed by.

For and on behalf of  
**HEARTSTONE INNS LIMITED**

Date

The Company confirms that the required majority of eligible members (as defined in section 289(1) Companies Act 2006) have signified their agreement to the resolution set out above and that the resolution is passed on 2014

Director/Secretary

**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 using one of the following methods

(i) By Hand delivering the signed copy to Howard Kennedy LLP, No 1 London Bridge, London, SE1 9BG (for the attention of Keith Lassman)

(ii) Post returning the signed copy to Howard Kennedy LLP, No 1 London Bridge, London, SE1 9BG (for the attention of Keith Lassman)

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, by **6** 1 2014, sufficient agreement has been received for the resolution to pass, it will lapse If you agree to the resolution, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company, seniority is determined by the order in which the names of the joint holders appear in the register of members

5 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 or authority when returning this document