

6063534  
**JURYS INNS (UK) LIMITED**  
**SHAREHOLDER'S RESOLUTION**

**THE UNDERSIGNED:**

**Pandox Holdco B.V.**, a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under the laws of the Netherlands, having its official seat in Amsterdam, the Netherlands, its registered office address at Saturnusstraat 25, 2132 HB Hoofddorp, the Netherlands and registered with the trade register of the Dutch Chamber of Commerce under number 70159203 (the **Shareholder**),

**WHEREAS:**

- a) The Shareholder is the holder of the entire issued share capital of **Jurys Inns (UK) Limited**, a company organised under the laws of England and Wales, having its office address at 245 Broad Street, Birmingham, the United Kingdom, B1 2HQ and registered with the trade register of the Companies House under number 06063534 (the **Company**).
- b) A sale and purchase agreement was entered into on 13 December 2017 in connection with the sale and purchase of the entire issued share capital of Vesway Designated Activity Company (**Vesway**), the indirect parent of the Company, to Pandox Invest Holding Designated Activity Company (the **Transaction**).  
A framework deed was entered into on 13 December 2017 between Pandox Aktiebolag (publ), Tenzing Holding B.V., Fattal Hotels Limited, Fattal Jurys Operation (UK) Limited and Fattal Jurys Operation (Ireland) Limited, in connection with the Transaction and with the purpose of governing the reorganisation of the corporate group of Vesway following completion of the Transaction (the **Reorganisation**). Following completion of the Reorganisation on 31 August 2018, the Company's subsidiaries have chosen to make amendments to the structure of their respective boards of directors and company constitutions.
- c) In connection with the completion of the Reorganisation, the Shareholder now wishes to partially amend the articles of association of the Company (the **Articles**) in the manner set out in Schedule 1.
- d) Subsequently, the Shareholder wishes to change the title of Karl Joakim Andersson and Soren Jonas Törner to "A" directors and Nima Abrishamchian and Daniel Marc Richard Jaffe to "B" directors as per the moment the Articles have been amended.
- e) There are no (legal) persons having meeting rights, other than the Shareholder.

MONDAY



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**HEREBY RESOLVES:**

1. to partially amend the Articles in the manner set out in Schedule I;
2. to change the title of Karl Joakim Andersson and Soren Jonas Törner to “A” directors and Nima Abrishamchian and Daniel Marc Richard Jaffe to “B” directors as per the moment the Articles have been amended; and
3. to authorise any director (and, in the alternative, Freshfields Bruckhaus Deringer LLP) to carry out any post-meetings actions and filings which they in their absolute discretion consider necessary or desirable in connection with the amendment of the Articles.

**THE SHAREHOLDER HEREBY CERTIFIES THAT** it has consented to this manner of decision-making and that all of the foregoing confirmations and resolutions were made and adopted by the Shareholder after careful consideration and may be relied upon by the advisors of the Company.

This shareholder’s resolution may be signed in counterparts, which counterparts shall jointly constitute one shareholder’s resolution.

A copy of this resolution will be forwarded to the Secretary of the Company for inclusion in the Company’s records.

**AGREEMENT**

Please read the Notes at the end of this document before signifying your agreement to the Resolutions above.

**For and on behalf of Padox Holdco B.V.**



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By: Karl Joakim Andersson  
Title: Director  
Date: 2 October 2018

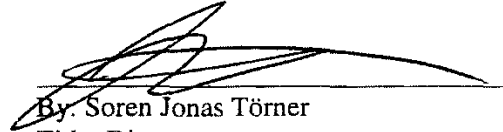
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By: Soren Jonas Törner  
Title: Director  
Date:

**For and on behalf of Pandox Holdco B.V.**

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By: Karl Joakim Andersson  
Title: Director  
Date:



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By: Søren Jonas Törner  
Title: Director  
Date: 2 October 2018