

Company Number: 07623405

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN SPECIAL RESOLUTIONS

of

CROWN UK INVESTMENTS LIMITED

(the Company)

(passed on 18 August 2022)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed the following resolutions be passed as special resolutions:

SPECIAL RESOLUTIONS

1. **THAT** the terms of, and the transactions contemplated by, the documents listed in the Annexure 1 to this written special resolution (the **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 Documents as any director or secretary of the Company may, in his absolute discretion, think fit), copies of the Documents having been supplied to the member of the Company prior to the signing of this resolution.
2. **THAT** the articles of association of the Company be amended by inserting the following new paragraph to article 23.1 under the section "Share Transfers" and after paragraph (b) of article 23.1:

"(c) Notwithstanding anything to the contrary in these Articles, the provisions of Article 23.1(b) will not apply and the directors of the Company will register any transfer of shares and may not suspend registration of such shares where such transfer:

(i) is to:

(A) 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

(B) 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

(ii) is delivered to the Company for registration in order to perfect or protect any Security of a Financial Institution; or

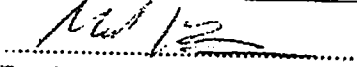
(iii) is executed by a Financial Institution or Receiver pursuant to a power of sale or other such power under any Security."

3. **THAT** the new articles of association, including the insertion under number 2 above, as set out in the Annexure 2 to this written special resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.
4. **THAT** these resolutions have effect notwithstanding any provision of the Company's articles of association.
5. **THAT** any of the directors or secretary of the Company has authority to approve the terms of, and the transactions contemplated by, the Documents and any Related Documents (as defined in the Annexure 1 to this written special resolution).
6. **THAT** all other transactions, documents and other matters set out in or contemplated by the draft written resolutions of the board of the directors of the Company annexed to these written resolutions (the "**Draft Board Resolutions**") at Annexure 3 are hereby approved.
7. **THAT** any step taken or act done by any Authorised Signatory (as defined in the Board Resolutions) in connection with the Transaction, the Documents and/or any other transactions contemplated thereby prior to the date of these Resolutions is hereby approved, authorised and ratified.
8. **THAT** any step taken, act done or document executed pursuant to the foregoing Resolutions shall be valid, effective and binding on the Company notwithstanding any limitation on the powers of the directors of the Company contained in or incorporated by reference in the Company's articles of association, any such limitation being hereby suspended, waived, relaxed or abrogated to the extent required to give effect to the foregoing Resolutions.
9. **THAT** the entry into and performance by the Company into the proposed transactions substantially on the terms set out in the Documents and Related Documents (including giving the guarantee and security) is in the best interests of the Company's business and will promote the success of the Company for the benefit of its members as a whole and are hereby approved.
10. **THAT** the directors of the Company be instructed to arrange for:
 - (a) all necessary and appropriate entries to be made in the books and register of the Company; and
 - (b) all appropriate forms and documents to be filed with the Registrar of Companies.

Agreement of the sole eligible member

The undersigned being the sole eligible member on 18 August 2022 (the circulation date) irrevocably agree to the resolutions set out above:

Signed by: Michael Branson



For **CROWN RESORTS INTERNATIONAL HOLDINGS LIMITED**

Date: 18 August 2022

Eligible members must signify their agreement to the proposed resolutions as follows: (i) **by hand**, by delivering a signed copy to Stephanie Ng of Simpson Thacher & Bartlett LLP; (ii) **by post**, by sending a signed copy to FAO: Stephanie Ng, Simpson Thacher & Bartlett LLP, CityPoint, One Ropemaker Street, London, EC2Y 9HU, England; or (iii) **by e-mail**, by replying to this e-mail and indicating their agreement to the proposed resolutions or by sending a scanned signed copy of the resolutions to Stephanie.Ng@stblaw.com and Armin.Hosseini@stblaw.com. Eligible members must signify their agreement to the proposed resolution within the period of 28 days from and including the circulation date. However, eligible members who do not agree with the proposed resolutions do not need to reply. Once eligible members have signified their agreement to the proposed resolutions, their agreement may not be revoked. The proposed resolutions will lapse if they are not passed by the end of that 28 day period.