

Company No.: 08804288

CONSTELLATION BARCLAY UK LIMITED
(the "Company")

Minutes of a meeting of the Board of Directors held at
..... London, UK On 10/09/ 2019

Present: Jassim Bin Hamad Bin Jassim Bin Jaber Al-Thani
Fady Jan Bakhos (Chairman)

1. NOTICE AND QUORUM

The Chairman noted that the quorum was present and declared the meeting open. The notice of the meeting was taken as read.

2. DIRECTORS' DUTIES

- 2.1 The Chairman reported that the Directors had considered their duties pursuant to sections 171-174 of the Companies Act 2006 (the "CA 2006") and, in particular, their duty to promote the success of the Company pursuant to section 172 of the 2006 Act.
- 2.2 In considering their duty to promote the success of the Company, the Directors, had, inter alia, paid particular regard to: the likely consequences of any decision in the long term; the desirability of the Company maintaining a reputation for high standards of business conduct, and the need to act fairly towards the member of the Company.

3. WRITTEN NOTICE OF THE MEMBER

- 3.1 The Chairman informed the directors that the Section 479A of the CA 2006 permits subsidiary companies to claim exemption from audit, provided the following conditions specified in that section were met:
- 3.1.1 The Company is a subsidiary of a parent established in an EEA state.
- 3.1.2 The member of the subsidiary agrees to the exemption being claimed.
- 3.1.3 The subsidiary must be included in consolidated accounts drawn up by the parent (which must also disclose that the subsidiary has taken advantage of the exemption).
- 3.1.4 The parent must give a guarantee concerning the debts of the subsidiary company in the form prescribed by section 479C.
- 3.1.5 The guarantee, together with a notice from the member agreeing to claim the exemption, must be filed at Companies House along with the parent's group accounts.
- 3.2 It was further noted that the Company had already met the above conditions 3.1.1 to 3.1.4. To meet the fifth condition the Company would have to pass the special resolution of the member. There was produced at the meeting a written notice of the member (the "Written Notice") (copy attached) to be circulated to the member for their consideration and signature whereby it was resolved to pass Written Notice set out therein as a special resolution for the following purpose:
- 3.2.1 *"THAT the member proposes that they are in agreement with the directors in that the Company which is a subsidiary of Constellation US Hotels Holdings SA, which is a subsidiary of the EEA parent company - Constellation Hotels Holding Limited SCA,*

SATURDAY



A8EGTBQI

A19

21/09/2019

#238

COMPANIES HOUSE

falls under the provisions of section 479A of the Companies Act 2006 and as such give notice that they do not require the Company to have an audit for the year/period ending 31 December 2018"

- 3.3 **IT WAS RESOLVED** that any director of the Company be and is hereby authorised to send the Written Notice to the eligible member of the Company for signature.

4. ADJOURNMENT

The meeting was adjourned so that the Written Notice could be presented to the eligible member of the Company.

The Chairman reported that the Written Notice had been passed without amendments.

5. APPROVAL OF ANNUAL ACCOUNTS

- 5.1 There was presented at the meeting a draft copy of the Report and Financial Statements for the period ended 31 December 2018 (comprising of the Strategic Report, Directors' Report, Statement of Profit or Loss Account and other comprehensive income and Statement of Financial Position) (the "**Individual Accounts**") and the approved Written Notice. The Individual Accounts and Written Notice were presented and duly considered.

- 5.2 **IT WAS RESOLVED** that, upon the Written Notice being signed by the eligible member of the Company:

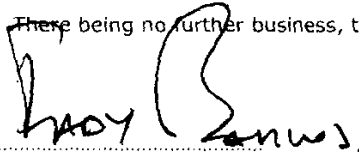
5.2.1 the Individual Accounts of the Company for the year 31 December 2018 be and are hereby approved;

5.2.2 any Director be authorised to sign the Statement of Financial Position and Directors' Report; and

5.2.3 any Director be authorised to deliver the necessary documents to Companies House.

6. CLOSE

There being no further business, the meeting was closed.



Chairman