

Certified to be a  
true copy of the original  
Signed *Bartholomew (UK) LLP*  
Goodwyn Procter (UK) LLP  
Date *6/10/15*

No. 09497185

**THE COMPANIES ACT 2006**

**WRITTEN RESOLUTIONS**

-of-

**ALDGATE HOTEL OPCO UK LIMITED**

(the "Company")

Circulation date *25 September* 2015



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the above-named company (the "Company") propose that the following resolutions (the "Resolutions") are passed as ordinary and special resolutions:

**ORDINARY RESOLUTION**

- 1 **THAT** the execution, delivery and performance of a share charge between Aldgate Hotel Holdco LLC and Clydesdale Bank plc and all other related ancillary documents is likely to promote the success of the Company for the benefit of its members as a whole and is also to its commercial benefit, and the terms thereof and the transactions contemplated thereby are therefore approved

**SPECIAL RESOLUTION**

**2. Alteration of Articles of Association**

- 2.1 **THAT**, pursuant to section 21 of the Companies Act 2006, the Articles of Association of the Company be amended by inserting the following new Article 24.2.

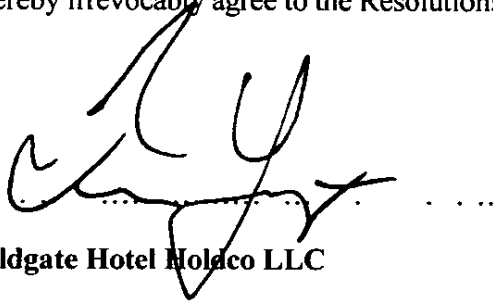
"Notwithstanding anything contained in these Articles, the directors shall not decline to register, nor suspend registration of, any transfer of shares where such transfer is:

- (i) in favour of any bank or institution (or any nominee or nominees of such bank or institution) to whom such shares are being transferred by way of security, or
- (ii) duly executed by any such bank or institution (or any such nominee or nominees) to whom such shares shall (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security, or
- (iii) duly executed by a receiver appointed by a bank or institution pursuant to any security document which creates any security interest over such shares,

and a certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts. Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of this Article."

- 3 These resolutions shall have effect notwithstanding any provisions of the Company's Articles of Association.

I, the undersigned, being a persons entitled to vote on the Resolutions on 25 September 2015, hereby irrevocably agree to the Resolutions.

A handwritten signature in black ink, appearing to be "Aldgate Hotel Holdco LLC", written over a dotted line.

Aldgate Hotel Holdco LLC

Date: 25 September 2015

## NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in hard copy to Melissa Nguyen, Meadow Partners, 125 Kensington High Street, W8 5SF or by e-mail to [mnguyen@meadowpartners.com](mailto:mnguyen@meadowpartners.com)
2. If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
4. If on the date falling 28 days from the Circulation Date, sufficient agreement has not been received in order to pass the Resolutions, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company on or before this date.

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 of attorney or authority when returning this document