

Company No. 09861398

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTION OF THE SOLE MEMBER**

of

**Lapithus Hotels Management UK Limited**

(the "Company")

23 March 2016

(the "Circulation Date")

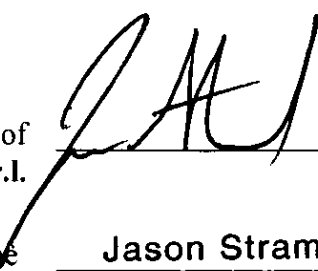
I, the undersigned, being the sole eligible member of the Company (as defined in section 289 of the Companies Act 2006), irrevocably agree to the following resolutions of the Company, having effect as special resolutions in accordance with Chapter 2 Part 13 of the Companies Act 2006.

**SPECIAL RESOLUTIONS**

- 1 THAT the draft articles of association attached to this 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
- 2 THAT in accordance with section 630 of the Companies Act 2006 and article 14 of the articles of association adopted pursuant to resolution 1, the holder of the ordinary shares of £1 each in the capital of the Company hereby irrevocably consents to and sanctions the passing of this written resolution and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the ordinary shares of £1 each as a class of shares which will or may be effected thereby
- 3 THAT each of the 1,033,453 issued ordinary shares of £1 each in the capital of the Company be and is hereby redesignated as an A Ordinary Share of £1 each in the capital of the Company having the rights and being subject to the restrictions set out in the articles of association adopted pursuant to resolution 1
- 4 THAT, in accordance with section 551 of the Companies Act 2006 and article 4 of the articles of association adopted pursuant to resolution 1, the directors are authorised to allot 100,000 B Ordinary Shares of £0.01 each in the capital of the Company



Signed for and on behalf of  
**Ribbon Holdings Sub S.à.r.l.**

  
\_\_\_\_\_  
(Authorised Signatory)

Print Name

Jason Stramel

Date

23 March 2016

## 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
  - By Hand delivering the signed copy to Samirah Haujee at Gibson, Dunn & Crutcher LLP, Telephone House, 2-4 Temple Avenue, London, EC4Y 0HB acting on behalf of the Company
  - Post returning the signed copy by post to Samirah Haujee at Gibson, Dunn & Crutcher LLP, Telephone House, 2-4 Temple Avenue, London, EC4Y 0HB acting on behalf of the Company
  - Email by attaching a scanned copy of the signed document to an email and sending it to [shaujee@gibsondunn.com](mailto:shaujee@gibsondunn.com) Please enter "Written resolution dated 23 March 2016" in the email subject box
- 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, within 10 business days, 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 of attorney or authority when returning this document