

Company number: 11026063

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS
of
THE GREAT TRAVEL COMPANY LIMITED
("Company")

Circulation date: 16th November 2017

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (**CA 2006**), the directors of the Company propose that resolution 1 is passed as an ordinary resolution and resolution 2 is passed as a special resolution (**Resolutions**):

ORDINARY RESOLUTION

1. THAT, the re-designation of the ordinary share of £1 in the capital of the Company held by Matthew Spence as an 'A' ordinary share of £1 each is hereby approved, having the rights and obligations as set out in the articles of association of the Company as amended pursuant to the special resolution below.
2. THAT, in accordance with section 551 of the Act, the sole director be and is generally and unconditionally authorised to exercise all powers of the Company to allot 99 Ordinary A shares of £1.00 each and 100 Ordinary B in the capital of the Company, provided that unless previously revoked, varied or renewed this authority shall expire on the fifth anniversary of the date these Resolutions are passed

SPECIAL RESOLUTION

3. THAT the articles of association of the Company (**Articles**) be amended as follows:
 - The insertion of paragraph 22(A) as follows:

"22 A. (1) The share capital of the company at the date of adoption of these articles is £200 divided into:

100	'A' Ordinary Shares of £1 each
100	'B' Ordinary Shares of £1 each

(2) The 'A' Ordinary Shares and the 'B' Ordinary Shares shall constitute different classes of shares for the purpose of the Companies Acts but, except as otherwise provided in accordance with paragraphs 22(A)(3) and 22(A)(4) of these articles they shall rank pari passu in all respects.;



(3) The A Ordinary Shares shall represent 0% of the voting and 100% of the capital rights in the company and shall not be capable of dilution by subdivision or an increase in the issued share capital of the company save with the agreement of the holders of all of the 'A' Ordinary Shares.;

(4) the 'B' Ordinary Shares shall represent 100% of the voting and 0% of the capital rights in the company and shall not be capable of dilution by subdivision or an increase in the issued share capital of the company save with the agreement of the holders of all of the 'B' Ordinary Shares.;"

- The insertion of paragraph 42 (A) as follows:

"42 (A) The voting rights attached to each class of shares shall be as set out in this paragraph 42 (A):

(a) on a written resolution and on a resolution to be passed at a general meeting of the company on a show of hands or on a poll, every holder of 'B' Ordinary Shares shall have one vote for each such share; and

(b) the 'A' Ordinary Shares shall not entitle the holders thereof to any voting rights or to receive a copy of any written resolution circulated to eligible members under the Companies Acts or to receive notice of or to attend any general meetings."

4. THAT subject to the passing of resolution 2 and in accordance with section 570 of the Act, the sole director be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by resolution 2, as if section 561(1) of the Act did not apply to any such allotment.

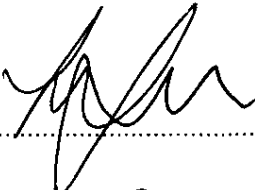
AGREEMENT

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

The undersigned, being the persons entitled to vote on the Resolutions on 16 | 11 | 2017, irrevocably agrees to the Resolutions.

Signed by
Matthew Spence

Date


.....
16 | 11 | 2017
.....

NOTES

1. This document contains proposed written resolutions of the Company for approval by you as members of the Company. The Resolutions requires members holding not less than 75 per cent of the total voting rights of members entitled to vote on such resolution to vote in favour of it to be passed.
2. If you agree with the Resolutions, 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:
 - **Post:** returning the signed copy by post to the registered office of the Company marked "For the attention of the directors of The Great Travel Company Limited"; or
 - **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to william.bankes@knights1759.co.uk.

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. Unless, by 28 days from the Circulation Date, sufficient agreement has been received for the Resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before that date.
5. If you are signing this document on behalf of a company under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.