
~~THE COMPANIES ACT 2006~~

**CONFIRMATION OF WRITTEN SHAREHOLDER
RESOLUTION OF**

**F&A HOTELS LIMITED
(the "Company")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were passed as ordinary and special resolutions by the Company on 1 NOVEMBER 2018 (the "Resolutions")

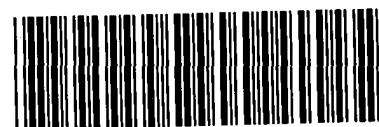
ORDINARY RESOLUTION

1. THAT, in accordance with section 551 of the Act, the directors of the Company be generally and unconditionally authorised to allot shares into ordinary shares having the rights set out in the articles of association of the Company up to a maximum nominal amount of £436.00, such authority to expire (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date on which this resolution is passed, save that the Company may before the expiry of this authority make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of this authority and the directors may allot shares, or grant rights to subscribe for or convert any security into shares, in pursuance of that offer or agreement as if this authority had not expired.

SPECIAL RESOLUTION

2. THAT, subject to the passing of Resolution 1, the directors be generally empowered to allot equity securities (as defined in section 560 of the Act) pursuant to the authority conferred by Resolution 1 above as if section 561 of the Companies Act did not apply to any such allotment, provided that this power shall:
 - a. be limited to the allotment of equity securities up to an aggregate nominal amount of £436.00; and
 - b. expire on date of expiry of the relevant authority conferred by Resolution 1 (as applicable) (unless renewed, varied or revoked by the Company prior to or on that date), save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

FRIDAY



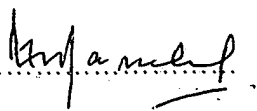
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COMPANIES HOUSE

Signed: 

Director:

Date: 1 NOVEMBER 2018

NOTES

1. These Resolutions are being sent to the sole member of the Company. 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.
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. Where within 28 days of the circulation date sufficient agreement has not been received for the Resolutions to pass, it will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or on this date.