

Company number 04033274

THE COMPANIES ACT 2006

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
INTERACTIVE HOTEL SERVICES LIMITED
(the "Company")

11 AUGUST 2015

(the "Circulation Date")

We, the undersigned, being all of the shareholders of the Company having the right to attend and vote at a general meeting of the Company, hereby resolve in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended) (the "Act") as follows and agree that the following resolutions shall for all purposes be as valid and effective as if it had been passed as an ordinary or special resolution (as applicable) at a general meeting of the Company duly convened and held

SPECIAL RESOLUTION

THAT, pursuant to Chapter 10 of Part 17 of the 2006 Act the Company reduce its share capital from £248,703,766 00 to £1 00 by the use of the solvency statement procedure available under section 641(a) of 2006 Act ("Capital Reduction") by cancelling and extinguishing the following shares held by Victorian Capital LP, Incorporated in the capital of the Company

1. 233,702,476 Ordinary Shares of £1 00 each,
2. 1,000 B Ordinary Shares of £1 00 each, and
3. 15,000,000 Preference Shares of £1 00 each

so as to create not less than £248,703,765 00 of distributable reserves as at the date on which the share capital reduction takes effect

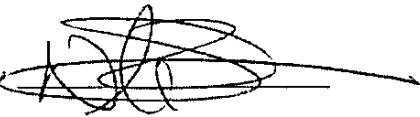
There is enclosed with this written resolution a Solvency Statement under section 643 of the 2006 Act made by all the directors of the Company on 10 August 2015 for the purposes of section 642 Companies Act 2006

WEIL I954287331177054 0003

THURSDAY



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COMPANIES HOUSE

Signed: 

for and on behalf of TUSK CO-INVESTMENT GP LIMITED acting in its capacity as general partner of Victorian Capital LP Incorporated

Date 14 August 2015

NOTES

- 1 Please sign and date this document and return it to the Company using one of the following methods

By Hand delivering the signed copy to Manjinder Tiwana, Weil Gotshal & Manges, 110 Fetter Lane, London EC4A 1AY

Post returning the signed copy by post to Manjinder Tiwana, Weil Gotshal & Manges, 110 Fetter Lane, London EC4A 1AY

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to Manjinder Tiwana@weil.com Please enter "Written resolutions dated 11 August 2015" in the e-mail subject box

If there are no resolutions you agree with, 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 a resolution, you may not revoke your agreement
- 3 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
- 4 The period for agreeing to the written resolution is the period of 28 days beginning with the Circulation Date (noted above) in accordance with section 297 of the Act
- 5 A copy of this resolution has been sent to the Company's auditors