

Company No. 003669265

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**CLARIDGE'S HOTEL HOLDINGS LIMITED**

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**WRITTEN RESOLUTIONS OF CLARIDGE'S HOTEL HOLDINGS LIMITED (THE  
"COMPANY") PURSUANT TO S.281 AND PART 13 CH 2 COMPANIES ACT 2006**

Circulation Date: 12 December 2017

In accordance with Part 13 Ch 2 Companies Act 2006, the directors of the Company propose the following written resolution which is proposed as a special resolution.

**SPECIAL RESOLUTION**

- 1 That the existing articles of association of the Company (the "Articles") be and are hereby amended by:
  - 1.1 amending Article 2 by adding ", 105" after "94 to 97 (inclusive)"; and
  - 1.2 adding the following new Article 26A after Article 26:

**DIVIDENDS**

**26A**

- a) Subject to the terms of issue of the share in question, the Company may, by ordinary resolution on the recommendation of the directors, decide to pay all or part of a dividend or other distribution payable in respect of any share by transferring non-cash assets of equivalent value (including, without limitation, shares or other securities in any company).
- b) For the purposes of paying a non-cash distribution, the directors may make whatever arrangements they think fit, including, where any difficulty arises regarding the distribution—
  - i) fixing the value of any assets;
  - ii) paying cash to any distribution recipient on the basis of that value in order to adjust the rights of recipients; and
  - iii) vesting any assets in trustees.

WEDNESDAY



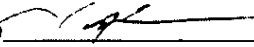
A16 \*A6LPU3AH\* #286  
20/12/2017  
COMPANIES HOUSE

**Agreement to written resolution**

*Please read the notes at the end of this document before signifying your agreement to the written resolution.*

The undersigned, being the sole person entitled on the date set out above to vote on the written resolution, irrevocably agrees to the written resolution.

Signed by Uain Cunningham  
(print name of signatory)

Signature 

for and on behalf of  
**MHG SENIOR BORROWER LIMITED**

Date: 12 December 2017

## **NOTES**

### *Procedures for signifying agreement*

- 1 If you agree to the resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company.

### *Period for agreeing to written resolution*

- 2 Unless, by the end of the period of 28 days beginning with the Circulation Date stated at the head of this document, 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 that date. Your agreement will be ineffective if received after that date.