

**FILING COPY OF RESOLUTION PASSED IN WRITING**

Company No. 00029022

**THE COMPANIES ACT 2006**

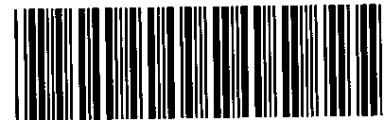
**PRIVATE COMPANY LIMITED BY SHARES**

**RESOLUTION**

**-of-**

**CLARIDGE'S HOTEL LIMITED**

WEDNESDAY



LD3

\*L6I906Z7\*

01/11/2017

#83

COMPANIES HOUSE

In accordance with Part 13 Ch 2 Companies Act 2006, the following resolution was passed as a written resolution on 23 October 2017.

**SPECIAL RESOLUTION**

THAT the Company's articles of association be amended by the insertion of a new article 7A immediately following the existing article 7 as follows:-

"7A Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this special article (to the effect that any provision contained in this special article shall override any other provision under these articles):-

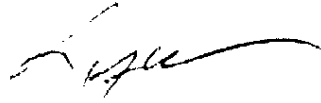
The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:-

- (a) is to any bank, institution or other person to which such shares have been charged by way of security, or to any third party nominated by such a bank, institution or other person (or a person acting as agent or security trustee for such a person) (a "Secured Institution"); or
- (b) is delivered to the Company for registration by a Secured Institution or such third party in order to perfect its security over the shares; or
- (c) is executed by a Secured Institution or such third party pursuant to a power of sale or other power existing under such security,

in each case provided that such transfer is in accordance with the terms of (i) the relevant document under which such shares are charged and (ii) any other associated documents, and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles:-

- (a) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or such third party; and
- (b) no Secured Institution or such third party

shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise."

A handwritten signature in black ink, consisting of a series of fluid, connected strokes that are difficult to decipher as specific letters.

.....  
Director/Company Secretary

## ARTICLES OF ASSOCIATION

of

## CLARIDGE'S HOTEL LIMITED

(As amended by special resolution passed on 23 October 2017)

### PRELIMINARY

- 1.1 The regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 (hereinafter called "**Table A**") shall apply to the Company save in so far as they are varied or excluded by or are inconsistent with these articles.
- 1.2 Regulation 1 of Table A shall apply to the Company as if references in it to these regulations' included references to these articles; and these articles shall also be interpreted as if the Interpretation Act 1978 applied to them in the same manner as, and to the same extent to which, it applies to Table A.
- 1.3 In these articles:
  - 1.3.1 references to a power are to a power of any kind, whether administrative, discretionary or otherwise;
  - 1.3.2 references to the seal are to the common seal (if any) of the Company and an official seal (if any) kept by the Company by virtue of Section 40 of the Act, or either of them as the case may require; and
  - 1.3.3 **Companies Acts:** every statute for the time being in force concerning companies (including any statutory instrument or other subordinate legislation made under any such statute), so far as it applies to the Company.
- 2 Regulations 24, 54, 57, 64, 94 to 97 (inclusive), and 118 in Table A shall not apply to the Company.

### ALLOTMENT OF SHARES

- 3 Subject to the provisions of the Act and these articles, the unissued shares in the Company shall be at the disposal of the directors, who may issue, offer, allot, grant options over or otherwise dispose of them to such persons and on such terms, subject to such rights or restrictions, as the directors think fit.
- 4 Sections 89(1) and 90(1) to (6) (inclusive) of the Act, in their application to allotments by the Company of equity securities, are hereby excluded.

### SHARE CERTIFICATES

- 5 Regulation 6 in Table A shall apply to the Company as if the words "shall be sealed with the seal and" were omitted.

### TRANSFER OF SHARES

- 6 Regulation 23 in Table A shall apply to the Company as if the instrument of transfer of any share shown in the memorandum of association to have been taken by a subscriber to it

need not be executed by or on behalf of the transferee, even where the share is not fully paid.

7 The directors may in their absolute discretion, and without giving any reason, decline to register any transfer of any share, whether or not fully paid.

7.1 Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this special article (to the effect that any provision contained in this special article shall override any other provision under these articles):

The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:

7.1.1 is to any bank, institution or other person to which such shares have been charged by way of security, or any third party nominated by such bank, institution or other person (or a person acting as agent or security trustee for such a person) (a "**Secured Institution**"); or

7.1.2 is delivered to the Company for registration by a Secured Institution or such third party in order to perfect its security over the shares; or

7.1.3 is executed by a Secured Institution or such third party pursuant to a power of sale or other power existing under such security;

in each case provided that such transfer is in accordance with the terms of (i) the relevant document under which such shares are charged and (ii) any other associated documents, and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles:

7.1.3.1 no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or such third party; and

7.1.3.2 no Secured Institution or such third party shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

7A Notwithstanding anything contained in these articles, whether expressly or impliedly contradictory to the provisions of this special article (to the effect that any provision contained in this special article shall override any other provision under these articles):-

The directors shall not decline to register any transfer of shares, nor may they suspend registration thereof, where such transfer:-

(a) is to any bank, institution or other person to which such shares have been charged by way of security, or to any third party nominated by such a bank, institution or other person (or a person acting as agent or security trustee for such a person) (a "**Secured Institution**"); or

(b) is delivered to the Company for registration by a Secured Institution or such third party in order to perfect its security over the shares; or

(c) is executed by a Secured Institution or such third party pursuant to a power of sale or other power existing under such security,

in each case provided that such transfer is in accordance with the terms of (i) the relevant document under which such shares are charged and (ii) any

other associated documents, and the directors shall forthwith register any such transfer of shares upon receipt and furthermore notwithstanding anything to the contrary contained in these articles:-

- (a) no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or such third party; and
- (b) no Secured Institution or such third party

shall (in either such case) be required to offer the shares which are or are to be the subject of any transfer as aforesaid to the shareholders for the time being of the Company or any of them and no such shareholder shall have any right under the articles or otherwise howsoever to require such shares to be transferred to them whether for any valuable consideration or otherwise.

#### **NOTICE OF GENERAL MEETINGS**

- 8 Notice of every general meeting shall be given to all members (other than any who, under the provisions of these articles or any restrictions attached to any shares, are not entitled to receive such notice) and to the auditors. The last sentence of Regulation 38 in Table A shall not apply to the Company.

#### **PROCEEDINGS AT GENERAL MEETINGS**

- 9 Where the Company has only one member, Regulation 40 in Table A shall apply to the Company as if the reference to two persons were a reference to one, and the word "each" were omitted.

#### **VOTES OF THE MEMBERS**

- 10 Subject to any rights or restrictions attached to any shares, on a show of hands every member who is present in person or by proxy or (being a corporation) by a duly authorised representative shall have one, vote (provided that if he is present in more than one capacity he shall not have more than one vote on a show of hands), and on a poll every member shall have one vote for every share of which he is the holder.

#### **DELIVERY OF PROXIES**

- 11 Regulation 62 in Table A shall apply to the Company as if, after the words "in a manner so permitted", there were inserted the words "or in such other manner as the directors may determine".

#### **DIRECTORS**

- 12 Unless otherwise determined by ordinary resolution the number of directors (other than alternate directors) shall not be subject to any maximum but, except where the Company has only one member, shall not be less than two.

#### **APPOINTMENT RETIREMENT AND REMOVAL OF DIRECTORS**

- 13 Regulations 73 to 80 (*inclusive*) and the last sentence of Regulation 84 in Table A shall not apply to the Company.
- 14 A member or members holding a majority in nominal value of the issued shares in the Company may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, and may remove from office any director however appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members concerned or, in the case of a corporate member, by its duly authorised representative, and delivered to the office or tendered at a meeting of the directors or a general meeting of the Company.

- 15 The directors may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 16 The Company may by ordinary resolution appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director and without prejudice to the provisions of the Act, may by ordinary resolution remove a director from office.
- 17 The removal of a director under these articles shall be without prejudice to any claim the director may have for breach of any contract of service between him and the Company.
- 18 No person shall be disqualified from being or becoming a director by reason of his attaining or having attained the age of 70 or any other age, nor shall it be necessary by reason of his age to give special notice under the Act of any resolution appointing, reappointing or approving the appointment of a director.

### **PROCEEDINGS OF DIRECTORS**

- 19 A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested directly or indirectly. If he does, his vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum.
- 19.1 The following sentence be added to Regulation 89 of Table A:  
"Any director or alternate director who attends a meeting of the directors by telephone or other conference facility shall be deemed to be personally present at such meeting for all purposes of these Articles and shall be counted in the quorum"
- 20 Where the Company has only one member and only one director, that director may exercise all the powers conferred on the directors by Regulation 70 in Table A or otherwise by virtue of these articles, notwithstanding any restriction in Regulation 89 (as to the quorum for the transaction of the business of the directors), or Regulation 90 (as to the purposes for which a sole continuing director may act).

### **DIVIDENDS**

- 21 Regulation 106 in Table A shall apply to the Company as if, after the words "to the order of", there were inserted the words "or to".

### **DIRECTORS' INDEMNITY AND INSURANCE**

- 22 To the fullest extent permitted by the Companies Acts, the Company may:
- 22.1 indemnify any director of the Company or of any associated company against any liability; and
- 22.2 purchase and maintain insurance against any liability for any director of the Company or of any associated company.