

Company No. 03190720

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
AUDLEY TRAVEL GROUP LIMITED
(the "Company")

Date: 23 March 2020 (the "Circulation Date")

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (the "Special Resolutions");

SPECIAL RESOLUTIONS

1. THAT:

- 1.1 the appropriation of distributable profits of the Company paid to the sole member of the Company on 9 December 2019 (the "2019 December Payment") to the payment of a dividend (of an amount equal to the 2019 December Payment) declared by the Company on 11 December 2019 (the "Lawful Distribution");
- 1.2 any and all claims which the Company has or may have arising out of or in connection with payment of the 2019 December Payment against:
- (a) Boketto Bidco Limited ("Bidco"), being the sole member of the Company which appeared on the register of members of the Company on the relevant record date (and its successors in title); and
 - (b) each of its directors (and their personal representatives and successors in title (as appropriate)),

be waived and released and that a deed of release in favour of each such person, be entered into by the Company in the form attached to these Resolutions and any director in the presence of a witness, any two directors or any director and the company secretary be authorised to execute the same as a Deed Poll for and on behalf of the Company.

Agreement to Written Resolutions

We, the undersigned, being the sole member entitled to vote on the Special Resolutions on the Circulation Date, irrevocably agree to the Special Resolutions.

THURSDAY



A18 *A9106GM1* #20
26/03/2020
COMPANIES HOUSE

DEED OF RELEASE

DEED POLL

THIS DEED POLL is made on 23 March 2020

AUDLEY TRAVEL GROUP LIMITED (registered number 03190720) whose registered office is at New Mill, New Mill Lane, Witney, Oxfordshire, OX29 9SX (the "**Company**") in favour of: (i) the Recipient Shareholder (as defined below); and (ii) each of the directors of the Company, whose names are set out in the schedule to this deed (and their personal representatives and successors in title (as appropriate)) (the "**Directors**").

WHEREAS:

- (A) The Company declared a lawful distribution of £10,000,000 to its sole member, Boketto Bidco Limited ("**Bidco**"), on 11 December 2019 (the "**Lawful Distribution**");
- (B) The board of directors of the Company has become aware of an administrative error, which meant that payment of the Lawful Distribution was made by the Company on 9 December 2019, being 2 days prior to the date on which the Lawful Distribution was declared (the "**2019 December Payment**").
- (C) The Company has been advised that, as a consequence of the 2019 December Payment being made otherwise than in accordance with the Companies Act 2006 and the articles of association of the Company, it may have claims against:
 - i) Bidco (and its successors in title) which was the recipient of the 2019 December Payment (the "**Recipient Shareholder**"); and
 - ii) each of the Directors.
- (D) Pursuant to the Written Resolution duly passed by the Company's sole member on 23 March 2020, the Company proposes to waive and release any and all claims which it has or may have in respect of the 2019 December Payment against the Recipient Shareholder and each of the Directors, and wishes to enter into this deed poll in favour of the Recipient Shareholder and the Directors in order to effect the same.

THIS DEED POLL WITNESSES as follows:

1. RELEASE

- 1.1 The Company unconditionally and irrevocably waives and releases the Recipient Shareholder from any and all liability that such Recipient Shareholder has or may have to the Company and all claims and demands the Company has or may have against it in connection with receipt by it of the 2019 December Payment.
- 1.2 The Company unconditionally and irrevocably waives and releases the Directors from any and all liability that any of them has or may have to the Company and all claims and demands the Company has or may have against each of them, including, without limitation, any derivative action from or on behalf of any shareholder of the Company from time to time, in connection with the making of all or part of the 2019 December Payment.

2. GOVERNING LAW

This deed poll is governed by English law. Any non-contractual obligations arising out of or in connection with this deed poll shall be governed by English law.

IN WITNESS of which this deed poll has been executed and has been delivered on the date which appears first on page 1.

Executed as a **DEED POLL** by)
AUDLEY TRAVEL GROUP LIMITED) _____
in the presence of:)

Witness Signature:) _____
)

Witness Name: _____

Witness Address: _____

Witness Occupation: _____

SCHEDULE 1: DIRECTORS

1. Mark Christopher Hanson
2. Nicholas Winston Longman
3. Richard John Prosser
4. Nils Olin Steinmeyer

RECORD OF WRITTEN RESOLUTION

Company No. 03190720

AUDLEY TRAVEL GROUP LIMITED

(the "Company")

PASSED ON 23 March 2020

(the "Circulation Date")

Record of a written resolution agreed to in accordance with Chapter 2, Part 13 of the Companies Act 2006.

It is recorded that the written resolutions (the "**Resolutions**"), a copy of which is attached, were passed as special resolutions by or on behalf of the sole member of the Company who, at the Circulation Date, was entitled to attend and vote at a General Meeting of the Company.



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Name: Nils Steinmeyer

Position: Director

Date: 23 March 2020

[Signature Page for Special Resolutions of ATGL]