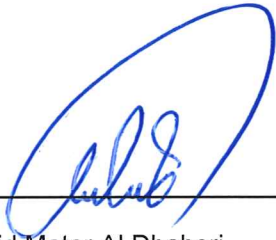


**ADCG Holdings (Jersey) Limited**

(the "**Company**")

We, the undersigned, being the sole shareholder of the Company for the time being entitled to attend and vote at general meetings and acting in accordance with the Articles of Association, hereby note and resolve as follows:

1. **RESOLVE** to remove Saif Saeed Ahmed Ghobash as a director of the Company with effect from today's date; and
2. **RESOLVE** to appoint Kevin Murphy as a director of the Company with effect from today's date.



Humaid Matar Al Dhaheri

Managing Director

Abu Dhabi National Exhibitions Company PJSC

Dated - 11 November 2019

## **ADCG Holdings (Jersey) Limited**

(the "**Company**")

Minutes of a meeting of the Directors of the Company held at 2pm on 11 November 2019 (the "**Meeting**").

Present : Humaid Matar Al Dhaheri  
Kevin Murphy

### **Chairman**

Humaid Matar Al Dhaheri was elected to take the Chair.

### **Notice and Quorum**

**IT WAS NOTED THAT** the Meeting had been duly convened in accordance with the Company's Articles of Association (the "**Articles**") and that a quorum was present.

### **Directors' Interests**

In accordance with the provisions of all relevant laws and the Company's Articles the Directors considered whether there were any interests to be disclosed in relation to the matters to be discussed at the Meeting and there were no interests to disclose.

### **Director Removals and Appointments**

**IT WAS NOTED** that a sole shareholder resolution dated 11 November 2019 (the "**Resolution**") resolved to remove Saif Saeed Ahmed Ghobash as a director of the Company with effect from 11 November 2019.

**IT WAS FURTHER NOTED** that the Resolution resolved to appoint Kevin Murphy as a director of the Company with effect from 11 November 2019.

A copy of the Resolution was tabled to the Meeting and forms an integral part of these minutes.

### **ADCG (UK) Limited ("ADCG")**

The Chairman tabled the following notices to the Meeting:-

- Notice of Appointment of Kevin Murphy as a director of ADCG; and
- Notice of Removal of Saif Saeed Ahmed Ghobash as a director of ADCG (together the "**Notices**").

After due care and consideration **IT WAS RESOLVED** that the Notices be approved and that any one director of the Company be hereby authorised to execute the Notices.

### **Conclusion**

There being no further business, the Chairman declared the Meeting closed.



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Chairman

## NOTICE OF REMOVAL OF DIRECTOR

ADCG (UK) Limited  
3 Bunhill Row  
London EC1Y 8YZ

11 November 2019

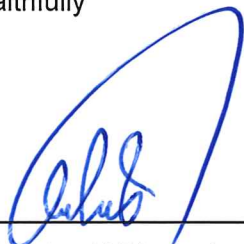
Dear Sirs

### **Removal of directors**

We are the holders of a majority of the nominal value of the issued ordinary shares in the capital of ADCG (UK) Limited (the **Company**).

Pursuant to the right contained in regulation 28 of the Company's articles of association, we hereby remove Saif Saeed Ahmed Ghobash as a director of the Company with effect from today's date.

Yours faithfully



Humaid Matar Al Dhaheri

For and on behalf of  
ADCG Holdings (Jersey) Limited

## NOTICE OF APPOINTMENT OF DIRECTOR

ADCG (UK) Limited  
3 Bunhill Row  
London EC1Y 8YZ

11 November 2019

Dear Sirs

### **Appointment of directors**

We are the holders of a majority of the nominal value of the issued ordinary shares in the capital of ADCG (UK) Limited (the **Company**).

Pursuant to the right contained in regulation 28 of the Company's articles of association, we hereby appoint Kevin Murphy as a director of the Company with effect from today's date.

Yours faithfully



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Humaid Matar Al Dhaheri

For and on behalf of  
ADCG Holdings (Jersey) Limited