CONSENT TO ACQUISITION REGARDING STC RETAIL PACKAGE 2 CONCESSION AGREEMENT

THIS CONSENT TO ACQUISITION REGARDING STC RETAIL PACKAGE 2 CONCESSION AGREEMENT (this "**Consent**"), is entered into on this day 2 of August, 2022 by and among the **GREATER ORLANDO AVIATION AUTHORITY** (the "**Aviation Authority**") and **THE MARSHALL RETAIL GROUP, LLC** ("**Company**") and **WH SMITH PLC** and **WH SMITH USA HOLDINGS, INC.** (collectively "**WH SMITH**").

W I T N E S S E T H

WHEREAS, by that certain STC Retail Package 2 Concession Agreement dated October 28, 2019 (the "Concession Agreement"), Company operates a Retail Concession at designated locations in the South Terminal Complex at the Orlando International Airport (the "Airport"); and

WHEREAS, by written correspondence dated October 17, 2019 (the "Notice Letter"), Company notified the Aviation Authority that WH Smith planned to acquire the equity position of MRG Acquisition Holdings, LLC (the "Acquisition"); and

WHEREAS, pursuant to the provisions of Article 16, the Acquisition is deemed an assignment requiring the consent of the Aviation Authority; and

WHEREAS, Company desires to assign all of its rights, title, obligations, and interest in and under the Concession Agreement to WH Smith and WH Smith desires to assume the same to have the Aviation Authority consent to the assignment of ownership interest in WH Smith and Company.

NOW THEREFORE, for valuable consideration the receipt and sufficiency of which is hereby acknowledged, it is agreed as follows:

CONSENT TO ACQUISITION

The Aviation Authority hereby consents to the Acquisition and WH Smith acquiring the equity position of Company, as described in the Notice Letter. In the event a name change results from the acquisition, WH Smith and Company shall inform the Aviation Authority of the same immediately and said change shall be deemed approved, provided there is no further change in ownership. This Consent is conditioned upon the obligations set forth herein and Company and WH Smith hereby reaffirm the terms of the Concession Agreement and obligates itself to the Aviation Authority upon the terms and conditions set forth therein and herein. Company shall not be released from its rights and obligations under the Concession Agreement.

CERTIFICATION OF CONCESSION AGREEMENT

The Aviation Authority certifies and confirms the following:

1. The Concession Agreement is in full force and effect.

2. The Concession Agreement is a complete statement of the agreement between the Aviation Authority and Company.

3. To the knowledge of the Aviation Authority, no uncured default, or event of

default, exists under the Concession Agreement.

4. In the event a name change results from the acquisition, WH Smith and Company shall inform the Aviation Authority of the same immediately and said change shall be deemed approved, provided there is no further change in ownership.

5. Except as provided herein, the Concession Agreement has not been transferred, assigned, encumbered, or conveyed by the Aviation Authority.

The Company and WH Smith certify and confirm the following:

1. The Concession Agreement is in full force and effect and is a complete statement of the agreement between the Aviation Authority and Company.

2. WH Smith shall assume all obligations of the Company under the Concession Agreement.

3. To the knowledge of the Company and WH Smith, no uncured default, or event of default, exists under the Concession Agreement.

4. WH Smith and Company shall ensure all accounts with the Aviation Authority under the Concession Agreement are current. This statement does not apply to taxes or other sums required under the Agreement to be paid to parties other than the Aviation Authority.

5. In the event a name change results from the acquisition, WH Smith and Company shall inform the Aviation Authority of the same immediately and said change shall be deemed approved, provided there is no further change in ownership.

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[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the parties have executed this Consent to Acquisition on the date first above written.

ATTEST:

By: _____
Anna Farmer
Manager of Board Services

GREATER ORLANDO AVIATION AUTHORITY

By: _____
Kevin J. Thibault, P.E., F.ASCE
Chief Executive Officer

APPROVED AS TO FORM AND LEGALITY on the 18th day of July, 2023 for the use and reliance of the Greater Orlando Aviation Authority, only.

By: _____
Camille M. Evans, Esq., Virtus LLP

ATTEST:

By: _____
Printed Name: _____
Title: _____

OR
TWO WITNESSES:

(1) _____
Printed Name: _____

2) _____
Printed Name: _____

THE MARSHALL RETAIL GROUP LLC

By: _____
Printed Name: Frederick McGowan
Title: Chief Development Officer

ATTEST:

By: _____
Printed Name: _____
Title: _____

OR
TWO WITNESSES:

(1) _____
Printed Name: _____

2) _____
Printed Name: _____

WH SMITH PLC

By: _____
Printed Name: _____
Title: _____

WH SMITH USA HOLDINGS, INC.

By: _____
Printed Name: David Charles
Title: President & C.O.O.

IN WITNESS WHEREOF, the parties have executed this Consent to Acquisition on the date first above written.

ATTEST:

By: _____
Anna Farmer
Manager of Board Services

GREATER ORLANDO AVIATION AUTHORITY

By: _____
Kevin J. Thibault, P.E., F.ASCE
Chief Executive Officer

APPROVED AS TO FORM AND LEGALITY on the _____day of_____, 20_, for the use and reliance of the Greater Orlando Aviation Authority, only.

By:_____
Camille M. Evans, Esq., Virtus LLP

ATTEST:

By: _____
Printed Name: GREG TODD AS
Title: General Counsel

OR
TWO WITNESSES:

(1) _____
Printed Name: _____

2) _____
Printed Name: _____

THE MARSHALL RETAIL GROUP LLC

By: _____
Printed Name: Roderick McOwan
Title: Chief Development Officer

ATTEST:

By: _____
Printed Name: GREG TODD AS
Title: General Counsel

OR
TWO WITNESSES:

(1) _____
Printed Name: _____

2) _____
Printed Name: _____

WH SMITH PLC

By: _____
Printed Name: _____
Title: _____

WH SMITH USA HOLDINGS, INC.

By: _____
Printed Name: DAVID CHARLES
Title: PRESIDENT & C.O.O

IN WITNESS WHEREOF, the parties have executed this Consent to Acquisition on the date first above written.

ATTEST:

By: _____
Anna Farmer
Manager of Board Services

GREATER ORLANDO AVIATION AUTHORITY

By: _____
Kevin J. Thibault, P.E., F.ASCE
Chief Executive Officer

APPROVED AS TO FORM AND LEGALITY on the ____day of_____, 20_, for the use and reliance of the Greater Orlando Aviation Authority, only.

By:_____
Camille M. Evans, Esq., Virtus LLP

ATTEST:

By:_____
Printed Name:_____
Title:_____

OR
TWO WITNESSES:

(1)_____
Printed Name: _____

2)_____
Printed Name: _____

THE MARSHALL RETAIL GROUP LLC

By:_____
Printed Name:_____
Title:_____

ATTEST:

By:_____
Printed Name: Robert Moorhead
Title: CFO

OR
TWO WITNESSES:

(1)_____
Printed Name: _____

2)_____
Printed Name: _____

WH SMITH PLC

By: _____
Printed Name: Ian Houghton
Title: Company Secretary

WH SMITH USA HOLDINGS, INC.

By: _____
Printed Name:_____
Title:_____