

Company No. 01848089

**THE COMPANIES ACT 1985 TO 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**ELLERMAN INVESTMENTS LIMITED (THE "COMPANY")**  
**WRITTEN RESOLUTION OF THE MEMBERS**

Circulation date: 1 May 2014 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "Resolution")

**Special resolution**

THAT the terms of, and transactions contemplated by, a deed of amendment and restatement (Deed of Amendment) proposed to be entered into by the Company and The Royal Bank of Scotland plc (the "Bank") (as required by the Bank in connection with an amendment and restatement agreement to be made between Trenport Investments Limited ("TIL") (1), Trenport (Peters Village) Limited (2), Trenport (East Hall Park) Limited (3) and the Bank (4) amending and restating the facility agreement originally dated 26 July 2001 between TIL and the Bank and subsequently amended and restated pursuant to amendment agreements dated 19 July 2005, 28 November 2006, 2 May 2007 and 29 February 2008, further amended pursuant to an amendment agreement dated 1 July 2008 and further amended and restated pursuant to amendment and restatement agreements dated 14 July 2010, 22 July 2011 and 28 June 2013) amending and restating an interest shortfall guarantee entered into by the Company on 14 July 2010 in respect of certain obligations of TIL to the Bank such that the Company would (in addition to giving an interest guarantee) guarantee the payment of any cost overrun (Restated Interest and Cost Overrun Guarantee) and the performance by the Company of its obligations thereunder be and are hereby approved and that the Company's directors be and are hereby empowered, authorised and directed, to approve, execute and deliver the Deed of Amendment (including the Restated Interest and Cost Overrun Guarantee) on behalf of the Company (in such manner as they think fit)

**Agreement to the resolution**

Please read the notes below before signifying your agreement to the Resolution

The undersigned, being all of the members of the Company and entitled to vote on the above resolution on the Circulation Date, hereby agree to the Resolution

Signed

  
For and on behalf of  
B.UK Limited

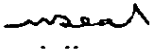
Date 1 May 2014

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COMPANIES HOUSE

Signed   
For and on behalf of  
Michael Seal

Date 1 May 2014

#### NOTES

- 1 If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
  - (a) **By Hand:** delivering the signed copy to the Company care of Lewis Silkin LLP, 5 Chancery Lane, Clifford's Inn, London EC4A 1BL
  - (b) **Post:** returning the signed copy by post to the Company care of Lewis Silkin LLP, 5 Chancery Lane, Clifford's Inn, London EC4A 1BLIf you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, within 28 days of the Circulation Date, sufficient agreement has been received for the Resolution to be passed, it shall lapse If you agree to the Resolution, please ensure that your agreement reaches Lewis Silkin LLP within this period