

Company number 2085078

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

BRISTOL & WEST PROPERTY SERVICES (HOLDINGS) LIMITED (the "Company")

Certified True Copy

Nicola M Lloyd
FOR AND ON BEHALF OF
HILL WATSON & CO LIMITED

CIRCULATION DATE 3 April 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

- resolutions 1 and 2 below are passed as ordinary resolutions (**together Ordinary Resolutions**), and
- resolution 3 below is passed as a special resolution (**Special Resolution**)

ORDINARY RESOLUTIONS

	For	Against
1 THAT any provision in the Company's articles of association restricting the maximum amount of shares the Company may allot be revoked	X	
2 THAT, in accordance with section 551 of the Companies Act 2006 (2006 Act), the Directors be generally and unconditionally authorised to allot shares in the Company up to an aggregate nominal amount of £1 00 provided that this authority shall expire on the date falling five years from the date the resolution is passed, unless renewed, varied or revoked by the Company	X	Pro

SPECIAL RESOLUTION

	For	Against
3 THAT, subject to the passing of the resolution 2 and in accordance with section 570 of the 2006 Act, the Directors be generally empowered to allot equity securities (as defined in section 560 of the 2006 Act) pursuant to the authority conferred by resolution 2, as if neither (i) section 561(1) of the 2006 Act nor (ii) any other pre-emption rights (howsoever	X	Pro



<p>arising), applied to any such allotment, provided that this power shall</p> <p>2 1 Be limited to the allotment of equity securities up to an aggregate nominal amount of £1 00, and</p> <p>2 2 Expire on the date falling five years from the date the resolution is passed (unless renewed, varied or revoked by the Company prior to or on that date)</p>		
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AGREEMENT

Please read the notes at the end of this document before signifying your agreement to any of the resolutions

The undersigned, a person entitled to vote on the above resolutions on 3 April 2012, hereby irrevocably agrees to those resolutions as indicated above

Signed by
duly authorised signatory
for and on behalf of
Bank of Ireland UK Holdings plc

Shirley Mahlett

Date

3/4/2012