

Company Number 03446291

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION  
OF  
PALL MALL HOLDINGS LIMITED  
(the "Company")


CIRCULATION DATE: 23 September 2011  
(the "Circulation Date")

It is proposed that the following resolutions be passed as special resolutions by way of written resolutions pursuant to Chapter 2 of Part 13 of The Companies Act 2006

SPECIAL RESOLUTIONS

1. **THAT** the directors of the Company be authorised and directed to execute and enter into
  - (a) a third supplemental agreement to be made between (1) the Company, (2) certain other companies in the Company's group of companies and (3) Anglo Irish Bank Corporation Limited (in various capacities) pursuant to which a certain loan facilities agreement originally dated 24 July 2007 as supplemented by first supplemental agreement dated 27 September 2007 and second supplemental agreement dated 10 October 2008 will be further supplemented (together the "**Original Facilities Agreement**"),
  - (b) an amendment and restatement agreement to be made between (1) the Company, (2) certain other companies in the Company's group of companies and (3) Anglo Irish Bank Corporation Limited (in various capacities) pursuant to which the Original Facilities Agreement will be amended and restated (the Original Facilities Agreement, as so amended and restated, being the "**Amended and Restated Facilities Agreement**"), and
  - (c) each Finance Document (as that term is defined in the Amended and Restated Facilities Agreement) to which the Company is a party,  
  
(altogether the "**Company Documents**"), and
2. **THAT** the terms of, and the transactions contemplated by, each of the Company Documents be approved

Please indicate your agreement to the resolutions set out above by signing below

  
for and on behalf of  
**RESOURCE (NI) LIMITED**  
(as sole shareholder of the Company)

23 September  
Date

