

Company Number: 04065907

COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

BALLYMORE PROPERTIES (LANARK SQUARE) LIMITED

(the "Company")

Circulated on 1<sup>st</sup> December 2011

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the resolutions numbered 1, 2, 3 and 4 below are passed as resolutions of the Company. **We**, being the sole member of the Company entitled to vote on the resolutions below and having been supplied with a copy of all draft documents referred to in the schedule attached hereto **HEREBY PASS THE FOLLOWING RESOLUTIONS IN WRITING**, as resolutions of the Company, and hereby irrevocably agree in accordance with Section 288 of the Companies Act 2006 that the said resolutions shall be valid and effective as if passed as **SPECIAL RESOLUTIONS** at a general meeting of the Company duly convened and held

- 1 **THAT** the execution, performance and acceptance in favour of IBRC Asset Finance Plc (trading as IBRC Development Finance) (formerly known as Anglo Irish Asset Finance plc) (trading as Anglo Irish Development Finance) (the "**Lender**") and Irish Bank Resolution Corporation Limited (formerly known as Anglo Irish Bank Corporation Limited) of the document specified in the Schedule to this written resolution (the "**Document**") by the Company in connection with the entry by Domaine Developments Limited (the "**Borrower**") into an amendment and restatement agreement (the "**Amendment and Restatement Agreement**") to a facility agreement originally dated 28 February 2003 as amended and restated from time to time (the "**Domaine Facility Agreement**") be and is hereby approved (copies of the Documents having been supplied to the sole member of the Company and the Company's auditors prior to the signing of this written resolution), (subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of the Documents))
- 2 **THAT** the directors be hereby authorised to give the confirmations required to be given in the Acknowledgement (as defined in the Schedule) and **THAT** we confirm that the obligations and liabilities of the Company under the Existing Finance Documents (as defined in the UK Master Guarantee Deed as defined in the Schedule) shall continue in full force and effect and extend the obligations and liabilities under the Amendment and Restatement Agreement and the other documents referred to in the Acknowledgement

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- 3 **THAT** notwithstanding any provisions of the Company's Memorandum and Articles of Association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby authorised and directed to execute and deliver and perform the obligations set out in the Documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with the Documents for the Company (in such manner and subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of the Documents))
- 4 **THAT** the Documents be in such form and contain such terms and conditions as the person(s) executing the same on behalf of the Company may determine

### AGREEMENT

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

The undersigned, being all the persons entitled to vote on the above resolutions on 1<sup>st</sup> December 2011, hereby irrevocably agree to the Resolutions

Signature

Name

  
David Pearson

**For and on behalf of Ballymore Properties Limited**

Date 1<sup>st</sup> December 2011

### Notes

- 1 If you agree to 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
- (i) By Hand delivering the signed copy to the registered office of the Company
  - (v) Post returning the signed copy to the registered office of the Company
- If 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, by no later than 28 days following the circulation date specified above, sufficient agreement has been received for the resolution to pass, they will lapse. If you agree to the resolution, please ensure that your agreement reaches us before or during this date.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company, seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power or authority when returning this document.

## **Schedule**

### **The Document**

An acknowledgement to be dated on or about the date hereof from the Company to (i) Irish Bank Resolution Corporation Limited (formerly known as Anglo Irish Bank Corporation Limited) in its capacity as portfolio security trustee for and on behalf of the Secured Creditors (as each such term is defined in the master guarantee dated 7 August 2008 and made between amongst others, the Borrower as an original guarantor, Irish Bank Resolution Corporation Limited as a secured creditor and portfolio security trustee as amended from time to time ("**UK Master Guarantee Deed**") and (ii) the Lender, pursuant to which, inter alia, the Company acknowledges and confirms, amongst other things, that the obligations and liabilities under the Existing Finance Documents (as defined in the UK Master Guarantee Deed), amongst other things, shall extend to include the obligations and liabilities under the Domaine Facility Agreement as amended and restated by the Amendment and Restatement Agreement