

95  
Company Registration No. 04467087  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**of TALLY HO 2 LIMITED**  
**("Company")**

TUESDAY



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 and Article 96 of Table A in the Companies (Table A to F) Regulations 1985 ("**Table A**"), the directors of the Company propose that the following resolutions are passed as ordinary resolutions

**ORDINARY RESOLUTIONS**

That a composite debenture in favour of Allied Irish Bank plc over its property and assets be created by the Company for the liabilities of Tally Ho Investments Limited and others ("**the Debenture**")

That the restrictions under Article 94 of Table A to prohibit any director to vote at a meeting of directors or of a committee of directors on any resolutions concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Company be removed in relation to the execution, delivery and performance by the Company of the Debenture and any interested director be counted in the quorum at the meeting in relation to such resolutions

**AGREEMENT**

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

The undersigned, a person entitled to vote on the above resolutions on 1<sup>st</sup> November 2010, hereby irrevocably agrees to the Ordinary Resolutions

Signed by

  
**MINERVA NOMINEES LIMITED**

Date

01/11/10

**NOTES**

1 If you wish to vote in favour of a resolution please sign and return this document to the Company using one of the following methods

- **By Hand** delivering the signed copy to Andrew Robert Platts, PO Box 218, 43/45 La Motte

Street, St Helier, Jersey, Channel Islands

- **Post** returning the signed copy by post to Andrew Robert Platts, PO Box 218, 43/45 La Motte Street, St Helier, Jersey, Channel Islands
- **Fax** faxing the signed copy to 01534 702870 marked "For the attention of Andrew Robert Platts"
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to andrew.platts@minreva-trust.com] Please enter "Written resolutions dated 29<sup>th</sup> October 2010 in the e-mail subject box

If there are no resolutions you agree with, 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 a resolution, you may not revoke your agreement
- 3 Where, by 8<sup>th</sup> November 2010, insufficient agreement has been received for a resolution to pass, such resolution will lapse. If you agree to all or any of the resolutions, 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 of attorney or authority when returning this document