

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

KENMORE CAPITAL ASHBOURNE LIMITED (the Company)

(Registered Number 05077114)

15 December 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as ordinary resolutions (the **Resolutions**):


ORDINARY RESOLUTION

1. "For the purposes of section 175 of the Companies Act 2006 (s.175), with effect from (and including) 1 October 2008, the Directors in accordance with s.175(5)(a) shall have the power to authorise any matter proposed to them for consideration at a meeting of the Directors, in accordance with the Board's normal procedures or in such other manner as the Directors may approve which would, if not so authorised, involve a breach of the duty of a Director under s.175 to avoid a situation in which he or she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company."
2. The shareholders of the Company hereby authorise for the period from 1 October 2008 until the date on which this resolution is passed all the matters set out in the Directors Questionnaires submitted by the directors to the board on 15 December 2008.

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolutions on 15 December 2008 (the "Circulation Date") hereby irrevocably agrees to the Resolutions:


Kenmore Capital Limited
15/12/08
Date

TUESDAY



SCT 17/03/2009 738
COMPANIES HOUSE

NOTES

1. If you agree with the Resolutions, 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:

- **By Hand:** delivering the signed copy to Peter McCall, c/o Kenmore Property Group Limited, 33 Castle Street, Edinburgh EH2 3DN.
- **Post:** returning the signed copy by post to Peter McCall, c/o Kenmore Property Group Limited, 33 Castle Street, Edinburgh EH2 3DN.
- **Fax:** faxing the signed copy to 131 226 9001 marked "For the attention of Peter McCall".
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to peter.mccall@kenmore.co.uk. Please enter "Written resolutions approving conflicts" in the e-mail subject box.

If you do not agree to the Resolutions, 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 Resolutions, you may not revoke your agreement.
3. Unless, by the date falling 28 days after the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to 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.