

WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF

BALLYMORE INVESTMENTS LIMITED

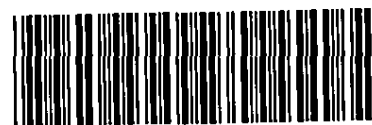
(the "Company")

Registered Number 05409636

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

THURSDAY



\*LUB9PVN6\*

LD8

20/12/2007

117

COMPANIES HOUSE

Date Circulated 18 December 2007

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company on 18 December 2007, hereby pass the following resolutions as Ordinary Resolutions of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act") and hereby agree that the said resolutions shall for all purposes be as valid and effective as if passed by us as Ordinary Resolutions at a general meeting of the Company duly convened and held

We refer to

- 1 a facility agreement dated on or about the date of these written resolutions (the "**Facility Agreement**") between Anglo Irish Asset Finance Plc as the arranger, original lender, facility agent, security agent and bond bank (**AIAF**) and RT Group Developments (Snow Hill) Limited (the "**Borrower**") as the borrower pursuant to which AIAF has agreed to make available to the Borrower a secured loan facility of up to £140,000,000 upon the terms and conditions set out in the Facility Agreement, and
- 2 a share mortgage dated on or about the date of these written resolutions to be granted by the Company in favour of AIAF and charging all the shares that the Company owns in Ballymore Snow Hill (Hotel) Limited in favour of AIAF (the "**Share Mortgage**"),

(together the "**Documents**" and each a "**Document**")

We hereby **RESOLVE** in writing that the following resolutions be passed as **ORDINARY RESOLUTIONS**

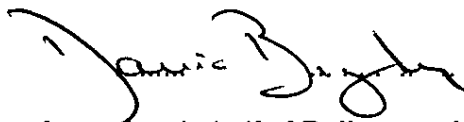
- 1 that the provisions and performance of the obligations set out in the Documents, which the Company is proposing to enter into in connection with the acquisition by the Company of an interest in the Property be and are hereby approved (a copy of

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

- 2 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, 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 Directors, in their absolute discretion, think fit

**PLEASE READ THE NOTES AT THE END OF THIS DOCUMENT BEFORE SIGNIFYING YOUR AGREEMENT TO THE ORDINARY RESOLUTIONS**

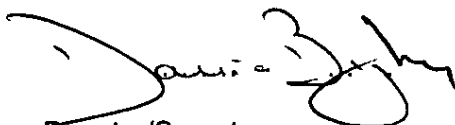
**Member**



for and on behalf of **Ballymore Limited**

**Dated** 16 December 2007

The Company confirms that the required majority of eligible members (as defined in section 289(1), Companies Act 2006) have signified their agreement to the resolutions set out above and that the resolutions are passed on 16 December 2007



**Director/Secretary**

**Ballymore Investments Limited**

## **NOTES**

**You can choose to agree to all of the Ordinary Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using both of the following methods:**

**Post** By returning the signed copy by post to Howard Kennedy Solicitors, 19 Cavendish Square, London W1A 2AW (Ref CT3), and

**E-mail** By attaching a scanned copy of the signed document to an e-mail and sending it to C.Thompson@howardkennedy.com Please enter "Written resolutions circulated on 2007" in the e-mail subject box

If you do not agree to all of the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

**Once you have indicated your agreement to the resolutions, you may not revoke your agreement.**

**Unless sufficient agreement has been received for the resolutions to pass by 1 January 2007 they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.**