

**THE COMPANIES ACT 2006**  
**SHG ACQUISITION (UK) LIMITED**

Company Number 06395943

**WRITTEN RESOLUTIONS**

The following written resolutions were passed by the Company on 9 January 2012

It was proposed that Abertaff Limited, as Parent, and the Company together with certain subsidiaries of Abertaff Limited enter into a facilities agreement (the "**Facilities Agreement**") with the Bank of Scotland plc as Lender, Arranger, Facility Agent and Security Agent (the "**Facility Agent**"), pursuant to which the Lender has agreed to make available certain term loan facilities in the aggregate principal amount of £80,000,000 (together, the "**Facilities**") to refinance existing debt of Abertaff Limited and its subsidiaries and for the capital expenditure

Terms defined in the Facilities Agreement shall have the same meaning in these resolutions unless otherwise defined below

**ORDINARY RESOLUTIONS**

**THAT:**

- 1 the terms of, and transactions contemplated by, the Finance Documents to be entered into by the Company pursuant to the Transaction be approved
- 2 the Directors of the Company have authority to approve the terms of, and the transactions contemplated by the Finance Documents to be entered into by the Company with such amendments as any authorised signatory of the Company may in his or her sole discretion approve
- 3 entering into the Finance Documents to which the Company is a party is in the best interest of the Company's business and the entry by the Company into the proposed transactions substantially on the terms set out in the Finance Documents is to the commercial benefit and advantage of the Company



Director



LD7      \*L10FB6OH\*      #3  
13/01/2012  
COMPANIES HOUSE