

Company number NI036434

PRIVATE COMPANY LIMITED BY SHARES

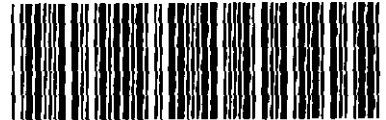
WRITTEN RESOLUTIONS

Of

WHITEMOUNTAIN (CIVILS) LIMITED (the Company)

Circulation Date 1<sup>st</sup> September 2010

MONDAY



JNI JXOZFNDI 13/09/2010 10  
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that the following resolutions be passed

#### ORDINARY RESOLUTIONS

- 1 **THAT** it being in the best interests of the Company the entry by the Company into the documents listed at (i) to (iii) (inclusive) below and ancillary documents thereto (the **Documents**) be and are hereby approved
  - (i) an unlimited inter company guarantee between the Obligors (as defined in the Facility Letter) and the Lender and
  - (ii) a debenture (incorporating fixed and floating charges) between the Company and the Lender
- 2 **THAT** the Company's entry into and the transactions contemplated by the Documents will promote the success of the Company for the benefit of its sole member and that the approval for the Company to enter into the Documents and any ancillary documents thereto be and is hereby given and that in particular the giving of the guarantee and indemnity is in the best interests of the Company's business

#### SPECIAL RESOLUTIONS

- 3 **THAT** pursuant to the provisions of section 21 of the Companies Act 2006 a new clause MM be inserted into the Memorandum of Association of the Company between clauses M and N

MM To guarantee the payment of any debts or the performance of any contract or obligation of any company or association or undertaking including any company which is for the time being the subsidiary holding company or subsidiary of any holding company of the Company or of any person in any manner whatsoever and to give indemnities of all kinds and to secure any such guarantee and any such indemnity in any manner and in particular (without limitation) either with or without the Company receiving any consideration or benefit by the creation of charges or mortgages (whether legal or equitable) or floating charges or the issue of debentures charged upon all or any of the undertaking assets property rights goodwill uncalled capital and revenues of the Company both present and future

13 JUL 2010

- 4 The resolutions contained in the document appended to this Written Resolution be adopted and the new memorandum and articles signed for identification by the chairperson be adopted as the memorandum and articles of association of the Company in substitution for and to the entire exclusion of the existing memorandum and articles of association

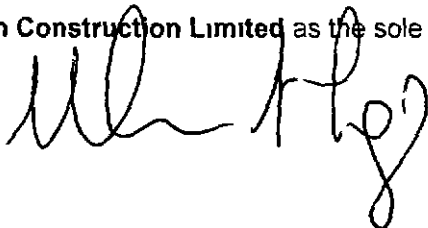
## AGREEMENT

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

The undersigned the sole member entitled to vote on the above resolutions on 1<sup>st</sup> September 2012 2010 hereby irrevocably agrees to the Ordinary and Special Resolutions

Signed for and on behalf of

**Lagan Construction Limited** as the sole member of the Company



Date 1<sup>st</sup> September 2012

## NOTES

- 1 You can choose to agree to the resolutions or not. If you agree to 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 the Company at

**Post** returning the signed copy by post to the Company at

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 21 days after the circulation date set out on the first page of the resolutions, sufficient agreement has been received for the resolutions 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.