

Company number NI036434

PRIVATE COMPANY LIMITED BY SHARES

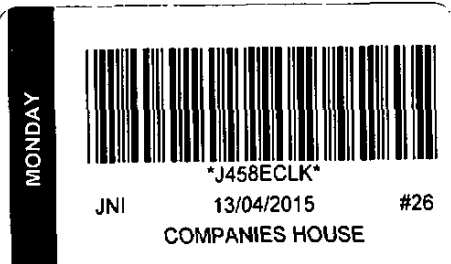
WRITTEN RESOLUTIONS

of

LAGAN 105 LIMITED

(the Company)

Circulation Date *24 March* 2015



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

#### SPECIAL RESOLUTIONS

1. "THAT it being in the best interests of the Company, the entry by the Company into the document listed below and ancillary documents thereto (the **Documents**) be and are hereby approved:
  - a) an unlimited inter-company cross-guarantee between the Company, Lagan Construction Group Limited, Lagan Construction Limited, Lagan International (Holdings) Limited, Lagan Building Contractors Limited, Lagan Construction Group Holdings Limited, Lowry Piling (Ireland) Limited, Charles Brand Group Limited, Dew Piling Limited, FK Lowry Piling Limited, Lagan Projects Investments Limited, Lagan Operations & Maintenance Limited (NI041431), Lagan Operations & Maintenance Limited (426343), Charles Brand Limited, Lagan International Limited, Eaglepass Properties Limited, Lagan Plant Limited, Lagan Operations and Maintenance Holdings Limited, FK Lowry Holdings Limited, Lagan Construction International Holdings Limited, Lagan Building Holdings Limited and Northern Bank Limited t/a Danske Bank."
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."

#### AGREEMENT

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

The undersigned, the members entitled to vote on the above resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions:

A handwritten signature in black ink, appearing to be "L. Lagan", written over a dotted line.

For and on behalf of **Lagan Construction Limited**

Date *24 March* 2015

## 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 Secretary.

**Post:** returning the signed copy by post to the Company's registered office.

**E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to an authorised recipient of the Company. Please enter "Written resolutions dated " 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 28 days from the Circulation Date, 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.