

COMPANY NUMBER NI633645

PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF  
BALLYCLARE DEVELOPMENTS LIMITED  
NI633645  
(the "Company")

MONDAY



CIRCULATION DATE 08 October 2021

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the Company propose that the following resolutions are passed as ordinary resolutions (the "Ordinary Resolution").

ORDINARY RESOLUTION

1. **THAT** the provisions of:
  - 1.1 a debenture pursuant to which the Company would grant first ranking fixed and floating charges over all of its business, assets and undertaking in favour of Collinbridge Finance Ltd (the "**Debenture**");
  - 1.2 a subordination agreement pursuant to which any amounts owed by the Company now or in the future to Neptune Group Ltd are subordinated to all monies owed by the Company to Collinbridge Finance Ltd (the "**Subordination Agreement**");
  - 1.3 a security assignment of contractual rights entered into by the Company, the Lender and Ramore Investments Limited (the "**Security Assignment**") and
  - 1.4 two charges over the shares of the Company (the "**Share Charges**");

(together, the "**Documents**")

which the Company is proposing to execute and enter into and are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of any of the

directors of the Company be and are hereby empowered, authorised and directed to execute and enter into the Documents.

2. **THAT** the terms of and the transactions contemplated by the Documents are in the best interests and to the commercial advantage and benefit of the Company for the benefit of its members as whole.

3. **THAT** any act done or document executed pursuant to resolution 1 and 2 above shall be valid, effective and binding upon the Company notwithstanding any limitation on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the articles of association of the Company (any such limitation being hereby suspended, waived, relaxed or abrogated to the extent requisite to give effect to the foregoing resolutions).

4. **AGREEMENT**

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

The undersigned, a person entitled to vote on the above resolution on 08/10 2021, hereby irrevocably agrees to the Ordinary Resolution

Signed

Dated

  
A Director of Heffron Estates Ltd

08 October 2021

The undersigned, a person entitled to vote on the above resolution on 08/10 2021, hereby irrevocably agrees to the Ordinary Resolution

Signed

Dated

  
A Director of Boyd Estates Ltd

08 October 2021

## NOTES

1. If you agree with the Resolution, 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's registered office.
- **Post:** Returning the signed copy by post to the Company's registered office address.
- **Fax:** Faxing the signed copy to the Company "For the attention of the Company Secretary".

If you do not agree to the Resolution, 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 Resolution, you may not revoke your agreement.

3. Unless, by 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, 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.