

SHAREHOLDERS' WRITTEN RESOLUTION: 9th May 2012

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

VICO INVESTMENT PROPERTIES LIMITED (the "Company")
(Company Number SC224044)

9th May 2012 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**"):

SPECIAL RESOLUTION:

1. **THAT** the terms of the transactions contemplated by, and the execution, delivery and performance of:

(i) an all monies legal mortgage and charge in favour of Northern Bank Limited from the Company over its property at Portland Gate, 58 Portland Street, Kilmarnock Scotland (the "**Mortgage**"); and

(ii) a composite guarantee and indemnity (the "**Composite Guarantee**") created by the companies listed in the first schedule to the Composite Guarantee, including the Company, in favour of Northern Bank Limited.

be and are hereby approved by the members of the Company and the Company be and is hereby authorised to execute and enter into the aforementioned documents.

2. **THAT** the members of the Company consider that the entry by the Company into the Composite Guarantee and the Mortgage will confer corporate benefit on the Company and was in the best commercial interests of the Company and Vico Properties Public Limited Company for the Company to do so.

We hereby certify that this is
a true copy of the original

Dated this 13th day of June 2012
Arthur Cox N.I.
Capital House
3 Upper Queen Street
Belfast BT1 6PU

THURSDAY

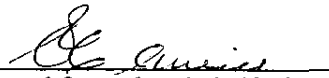


SCT 14/06/2012 #76
COMPANIES HOUSE

AGREEMENT

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

The undersigned, being all the members entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:


Signed for and on behalf of

VICO PROPERTIES PUBLIC LIMITED COMPANY

Date.....04.05.2012.....

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's registered address.

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, sufficient agreement has been received for the Resolution to pass, within 28 days from the Circulation date 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 one 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 other authority when returning this document.

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