

WEDNESDAY



JNI *JZISBGFY* 158
06/01/2010
COMPANIES HOUSE

NI 029945

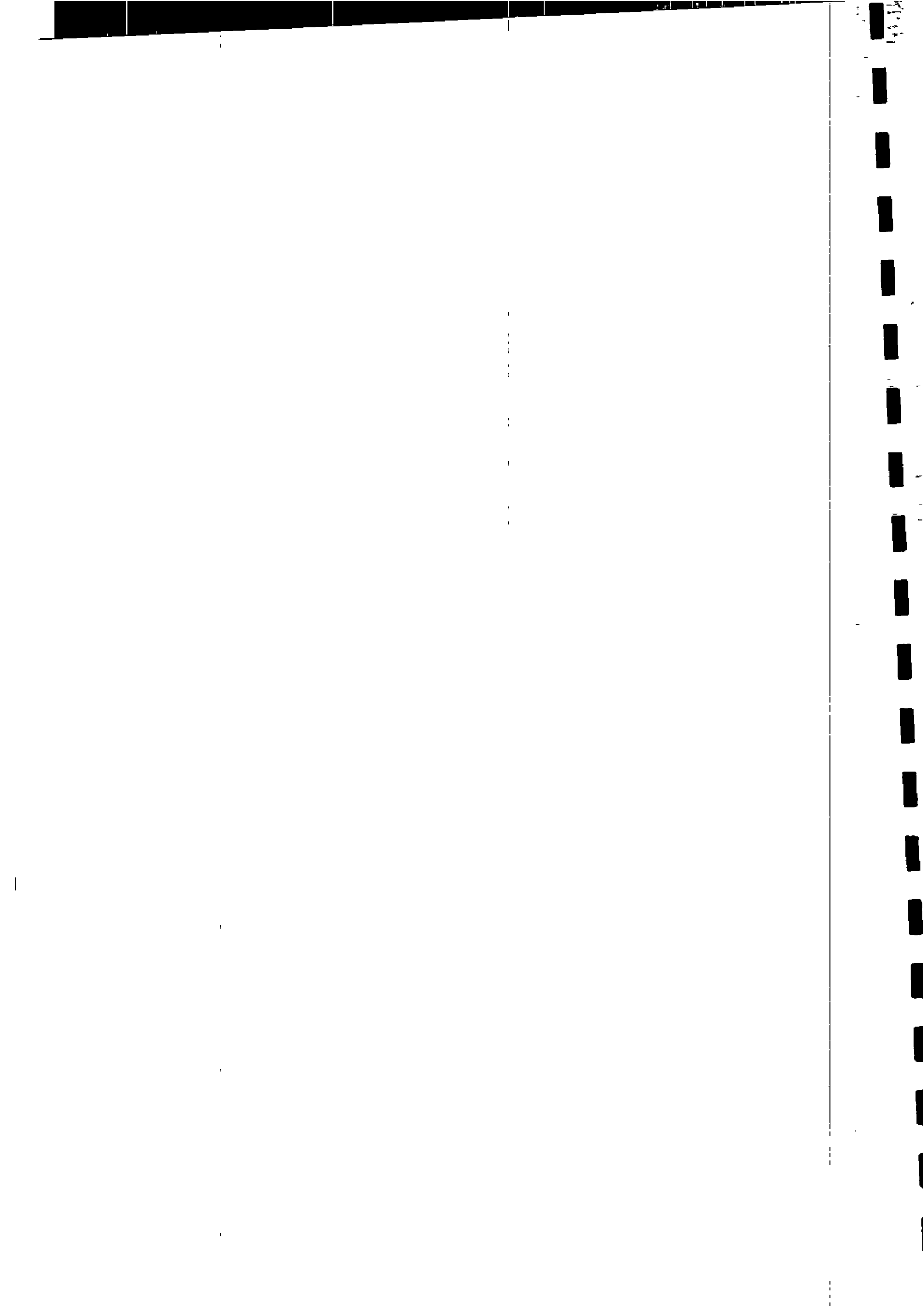
**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
Jermon Developments Limited
("the Company")**



Pursuant to Part 13 Chapter 2 of the Companies Act 2006 (the "Act") the undersigned members of the Company being all of the members who at the date hereof would be entitled to attend and vote at a general meeting of the Company, hereby resolve as follows such resolutions to take effect as Special Resolutions pursuant to the Act

SPECIAL RESOLUTIONS

- 1 THAT Article 9 of the Articles of Association of the Company be and it is hereby deleted in its entirety and replaced with the following -
 - "9(a) Subject to Article 9(e), the Directors may, in their absolute discretion and without assigning any reason therefore, decline to register any transfer of any share, whether or not it is a fully paid share
 - 9(b) Subject to Article 9(a) and Article 8 the Directors shall refuse to register any transfer unless it takes place in accordance with these Articles
 - 9(c) An obligation to transfer a share under the provisions of these Articles shall be deemed to be an obligation to transfer the entire legal beneficial interest in such share free from any lien, charge or other encumbrance or other third party rights of whatsoever nature and together with all rights attaching on the date of transfer
 - 9(d) No shareholder shall pledge, mortgage, charge, cede or otherwise encumber any of its shares or any interest in them or enter into any agreement in respect of the votes attaching to their shares otherwise than in favour of or with Anglo Irish Bank Corporation Limited ("the Bank") or any successor in title or assignee of the Bank without the prior approval of the board of directors
 - 9(e) Notwithstanding anything contained in these articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer is executed by or is a transfer to the Bank or any successor in title or assignee of the Bank or any other bank or institution to whom such shares have been charged by way of security or by any nominee of the Bank or any successor in title or assignee of the Bank or any other such bank or



institution, or pursuant to the power of sale under such security, and a certificate by any official of such bank or institution that the shares were so charges and the transfer was so executed shall be conclusive evidence of such facts "

A handwritten signature in black ink, consisting of a stylized 'R' followed by a series of loops and a final vertical stroke, positioned above a horizontal line.

Dated 30 day of DECEMBER, 2009

