

(COMPANY NUMBER NI046031)

THE COMPANIES ACT 2006



UNLIMITED COMPANY HAVING SHARE CAPITAL

WRITTEN RESOLUTIONS

of

NUACHTAIN

(the "Company")



Circulation Date – 9 day of March 2009

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

**SPECIAL RESOLUTIONS**

1. **THAT** the memorandum of association of the Company be amended by renumbering the existing object 3(10) as 3(10)(i) and by the addition of the following as new object 3(10)(ii) immediately following the object 3(10)(i):  
  
“(ii) Either with or without the Company receiving any consideration (direct or indirect) from giving any such guarantee, to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by both such methods, the performance of any contract or obligations whatsoever of any person, firm or company, and in particular (but without limiting the generality of the foregoing) of (a) Mairtin O’Muilleoir (b) any other director of the Company.”
2. **THAT** the memorandum and articles of association attached to this written resolution be adopted as the memorandum and articles of association of the Company to the exclusion of all existing and previous memorandum and articles of association of the Company.

3. **THAT** the provisions of a guarantee and indemnity (the "**Guarantee and Indemnity**") in favour of the Governor and Company of the Bank of Ireland (the "**Bank**") in respect of the liabilities of Mairtin O'Muilleoir (with the amount secured by the Guarantee and Indemnity being limited to £620,000.00 plus interest and usual banking charges) (as the same may be amended, varied, supplemented or substituted from time to time) shall be approved pursuant to section 197 of the Companies Act 2006 and that (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of any of the directors) the directors of the Company be and are hereby empowered, authorised and directed to execute and enter into the Guarantee and Indemnity

(the transactions contemplated by any one or more of the matters set out at resolution 3 being compliance with the "**Bank Requirements**");

4. **THAT** the obligations the Company is undertaking by complying with the Bank Requirements in accordance with the terms thereof is in the best interests and to the commercial advantage and benefit of the Company;
5. **THAT** compliance with the Bank Requirements be and is hereby approved and that the Company be and is authorised to comply with the Bank Requirements;
6. **THAT** any act done or document executed pursuant to resolution 3 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).

## AGREEMENT

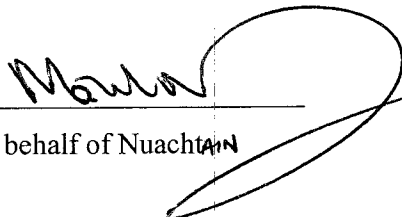
Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being all the sole member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:

Date:

9/11/2014

Signed by:

  
on behalf of Nuachtain

## 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 Robin Livingstone, 19 Hawthorne Glen, Belfast, BT17 0LY
- **Post:** returning the signed copy by post to Robin Livingstone, 19 Hawthorne Glen, Belfast, BT17 0LY

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. 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 when returning this document.