

Company No. 02724522

**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF CENTRE ISLAND DEVELOPMENT COMPANY LIMITED
(Company)**

Pursuant to section 288 of the Companies Act 2006 (CA 2006) we, the undersigned, being the sole eligible member (as defined by section 289 CA 2006) of the Company, signify agreement to and pass the following as special resolutions of the Company.

SPECIAL RESOLUTIONS

- 1 That the provisions and performance of the obligations set out in the Documents as described in the appendix to this Written Resolution, which the Company is proposing to enter, be and are hereby approved (a copy of the Documents having been supplied to the sole member of the Company and the Company's auditors prior to the signing of this Written Resolution), (subject to such changes as the Company's directors, in their absolute discretion, think fit).
- 2 That, notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby authorised and directed to execute, deliver and perform the obligations set out in the Documents and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with the Documents (in such manner and subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of such document)).

Signature: 

Signed for and on behalf of Centre Island
Hotels Limited

Date: 3 April 2017



NOTE: To signify your agreement to the proposed written resolution in this document you must sign, print your name beneath and date this document and return it to the Company at 62 Castle Street, Liverpool L2 7LQ or return it by hand to the company secretary or chairman of the board so as to be received by the Company no later than 28 days after the date of this written resolution. The proposed resolution will lapse unless sufficient eligible members signify agreement to it by that date.

The Appendix

Documents

- 1 A facility agreement to be made between Centre Island Hotels Limited (**Parent**) (1) the Parent, Centre Island Preston Limited and Centre Island Birmingham Limited (as original borrowers) (2) the Parent, the Company, Centre Island Preston Limited, Centre Island Birmingham Limited, Centre Island Development Company (1997) Limited, H.I. Lime Street Limited, Bestissue Limited, Centre Island Albert Dock Limited and Centre Island Management Limited (such companies, other than the Parent, being the **Subsidiaries**) (as original guarantors) (3) and Allied Irish Banks, p.l.c (**AIB**) (4) (**Facility Agreement**);
- 2 A deed of amendment and restatement with respect to the Facility Agreement to be made between the Parent (1), the Subsidiaries (including the Company) (2) and AIB (3); and
- 3 A deed of confirmation to be made between the Parent (1), the Subsidiaries (including the Company) (2) and AIB (3) confirming that the Parent's and the respective Subsidiaries' (including the Company's) obligations pursuant to the existing security entered into by them in favour of AIB will extend to the facilities provided pursuant to the Facility Agreement,

(together, the **Documents**).