

Company No. 02724522



**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF**

**CENTRE ISLAND DEVELOPMENT COMPANY LIMITED (Company)**

Circulation Date: *30<sup>th</sup> June* 2020

We refer to:

- (a) an amendment letter between (1) the Borrowers (as defined therein and including the Company), (2) the Guarantors (as defined therein and including the Company) and (3) AIB (**Amendment Letter**) to the facility agreement dated 19 November 2013, as amended and restated on 4 April 2017 between the Company, the entities listed in part 1 of schedule 1 thereto as Borrowers, the entities listed in part 2 of schedule 1 thereto as Guarantors and AIB as Agent and Original Lender (**Facility Agreement**);
- (b) an English law deed of confirmation with respect to the existing security in favour of AIB to be made between (1) the Borrowers (as defined therein and including the Company), (2) the Guarantors (as defined therein and including the Company) and (3) AIB and confirming that the obligations under such existing security will continue and will extend to those under the Facility Agreement as amended by the Amendment Letter notwithstanding the release of Bestissue Limited (**English Deed of Confirmation**); and
- (c) an Irish law deed of confirmation with respect to the existing Irish law guarantee in favour of AIB to be made between (1) the Guarantors (as defined therein and including the Company) and (2) AIB and confirming that the obligations under such existing security will continue and will extend to the those under the Facility Agreement as amended by the Amendment Letter notwithstanding the release of Bestissue Limited (**Irish Deed of Confirmation**)

together, the **Documents**.

Pursuant to section 288 of the Companies Act 2006 (**CA 2006**) we, the undersigned, being the eligible members (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 which the Company is proposing to enter into, be and are hereby approved (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 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 20 June ..... 2020

**NOTE: To signify your agreement to the proposed written resolutions in this document you must sign, print your name beneath and date this document and return it to the Company at its registered office or return it by hand to the company secretary or chair of the board so as to be received by the Company no later than 28 days after the Circulation Date. The proposed resolutions will lapse unless sufficient eligible members signify agreement to it by that date.**