

Company number
03669260


THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
THE BERKELEY HOTEL LIMITED



The sole member of the Company passes the following resolution:

That:

- (a) subject to compliance with ss155-158 of the Companies Act 1985, the entry into by the Company of the debenture pursuant to which the Company will grant fixed and floating charges over substantially all of its assets (the **Debenture**) and an intercreditor agreement between, inter alia, the Company, Allied Irish Banks, p.l.c., Anglo Irish Bank Corporation plc, The Governor and Company of the Bank of Ireland, IIB Bank Limited (the **Intercreditor Agreement**) (together with the Debenture, the **Granting of Security**) and the entry into of an intra-group loan agreement with, inter alia, Coroin Limited and Westark Properties Limited (the **Intra-Group Loan Agreement**), a loan agreement with, inter alia, Anglo Irish Bank Corporation plc and Allied Irish Banks, p.l.c. (the **Loan Agreement**) and a subordinated loan agreement with, inter alia, Anglo Irish Bank Corporation p.l.c. and Westark Properties Limited (the **Subordinated Loan Agreement**) (together with the Intra-Group Loan Agreement and the Loan Agreement, the **Financing Documents**) is hereby approved;
- (b) the Granting of Security and the entry into the Financing Documents is in the best interests of the Company and the approval of the company to the Granting of Security and the entry into the Financing Documents is given notwithstanding that the Company might be held to be giving financial assistance for the purposes of ss151 and 152 of the Act;
- (c) the directors provide for the signing or, as the case may be, execution on behalf of the company of the Debenture, the Loan Agreement, the Intra-Group Loan Agreement, the Subordinated Loan Agreement, and the Intercreditor Agreement in the form of the drafts produced to the meeting initialled by the chairman for the purposes of identification with such amendments as the persons authorised to execute the same may approve; and
- (d) this resolution shall have effect notwithstanding any provision of the Company's articles of association.


For Bankers Trust Nominees Ltd

Date: 13TH MAY, 2004