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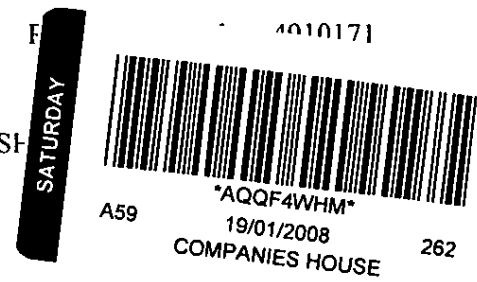
PRIVATE COMPANY LIMITED BY SH

WRITTEN RESOLUTION

of

BALLYMORE PROPERTIES HOLDINGS LIMITED (the "Company")

CIRCULATION DATE **16 December 2007**



Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution

We refer to

- 1 a draft facility agreement (the "**Facility Agreement**") to be made between (1) Ghostcharm Limited and RQB (Isle of Man) Limited (the "**Borrowers**"), (2) The Governor and Company of the Bank of Ireland (as Arranger), (3) The Governor and Company of the Bank of Ireland (as the "**Lender**"), (4) The Governor and Company of the Bank of Ireland (as Agent), (5) The Governor and Company of the Bank of Ireland (as Security Trustee) (which shall have the same definition in this resolution) and (6) The Governor and Company of the Bank of Ireland (as Hedge Counterparty) pursuant to which the Lenders have agreed to make available to the Borrower a secured loan facility of up to £108,500,000 upon the terms and conditions set out in the Facility Agreement,
- 2 a guarantee (the "**Guarantee**") under which the Company is to guarantee to the Security Trustee (as security trustee for the Finance Parties) of the Borrower's obligations up to a maximum of £10,000,000 plus costs and expenses, and
- 3 an interest guarantee (the "**Interest Guarantee**") under which the Company is to guarantee to the Security Trustee (as security trustee for the Finance Parties) of up to 50% of the Borrower's obligations in respect of payment of interest under the Facility Agreement,

(the Guarantee and Interest Guarantee shall be collectively referred to as the **Documents**)

ORDINARY RESOLUTIONS

We hereby **RESOLVE** in writing that the following resolutions be passed as **ORDINARY RESOLUTIONS**

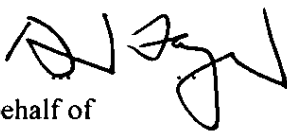
- 1 that the provisions and performance of the obligations set out in the Documents, which the Company is proposing to enter into in connection with the acquisition by the Borrowers of an interest in and the development of the Property be and are hereby approved (a copy of the Documents having been supplied 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, and
- 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 Directors, in their absolute discretion, think fit

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on _____,
hereby irrevocably agrees to the Ordinary Resolutions

Signed by


For and on behalf of
Ballymore Holdings & Investments Limited

Date

16 December 2007

NOTES

1 If you agree with the Ordinary 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 Howard Kennedy, 19 Cavendish Square, London, W1A 2AW (for the attention of Craig Thompson)
- **Post** returning the signed copy by post to Howard Kennedy, 19 Cavendish Square, London, W1A 2AW (for the attention of Craig Thompson)
- **Fax** faxing the signed copy to 020 7664 4445 marked "For the attention of Craig Thompson"

- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to C.Thompson@howardkennedy.com Please enter "Written resolutions dated 2007" in the e-mail subject box

If you do not agree to the Ordinary Resolutions, 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, by 16 December 2007 sufficient agreement has been received for the Ordinary Resolutions to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 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 or authority when returning this document

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BALLYMORE PROPERTIES HOLDINGS LIMITED (the "Company")

CIRCULATION DATE 10 December 2007

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution

We refer to

- 1 a draft facility agreement (the "**Facility Agreement**") to be made between (1) the Company (the "**Borrower**"), (2) The Governor and Company of the Bank of Ireland (as "**Lender**"), and (3) Ballymore Developments Limited, Ballymore Limited, the Company, Blental Limited, Docket Limited and Ballymore Holdings & Investments Limited, (pursuant to which the Lender has agreed to make available to the Borrower a secured loan facility of up to £40,400,000 upon the terms and conditions set out in the Facility Agreement to be used towards the Borrower's equity contribution to the Unex joint venture (the "**Transaction**"),
- 2 an English law security deed to be entered into by the English Obligors in favour of the Lender (the "**Security Deed**"),

(the Facility Agreement, and the Security Deed shall be collectively referred to as the "**Documents**")

ORDINARY RESOLUTIONS

We hereby **RESOLVE** in writing that the following resolutions be passed as **ORDINARY RESOLUTIONS**

- 1 that the provisions and performance of the obligations set out in the Documents, which the Company is proposing to enter into in connection with the undertaking of the Transaction by the Borrower be and are hereby approved (a copy of the Documents having been supplied to the members 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 Directors, in their absolute discretion, think fit

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolutions

The undersigned, a person entitled to vote on the Resolution on 10 December 2007, hereby irrevocably agrees to the Ordinary Resolutions

Signed by

For and Behalf of

SHAREHOLDER OF BILL IT
Baltimore Holding
10 December 2007
Trusts
Limited

Date

NOTES

1 If you agree with the Ordinary Resolutions, 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 Howard Kennedy, 19 Cavendish Square, London, W1A 2AW (for the attention of Craig Thompson)
- **Post** returning the signed copy by post to Howard Kennedy, 19 Cavendish Square, London, W1A 2AW (for the attention of Craig Thompson)
- **Fax** faxing the signed copy to 020 7664 4445 marked "For the attention of Craig Thompson"
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to C.Thompson@howardkenedy.com Please enter "Written resolutions dated 28 November 2007" in the e-mail subject box

If you do not agree to the Ordinary Resolutions, 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, by 10 November 2007, sufficient agreement has been received for the Ordinary Resolutions to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 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 or authority when returning this document