

SHAREHOLDER RESOLUTIONS

Company Number NI619774

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
DUGGAN & MCDONALD INN'S LTD
(the "Company")**

**CIRCULATION DATE: 14 NOV 2013
(the "Circulation Date")**

**We hereby certify that this is
a true copy of the original**

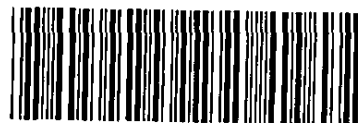
Dated this day of 20

**Tughans
Solicitors
30 Victoria Street
Belfast BT1 3GS**

It is proposed that the following resolutions be passed as special resolutions by way of written resolutions pursuant to Chapter 2 of Part 13 of The Companies Act 2006:

ORDINARY RESOLUTIONS

- 1. THAT** the directors of the Company be authorised and directed to execute and enter into:
 - (a) a trading and loan agreement pursuant to which Diageo Northern Ireland Limited ("Diageo") have agreed to make certain facilities available to the Company;
 - (b) a Debenture to be granted by the Company in favour of Diageo incorporating a fixed charge over The Fountain Bar, 880 Shore Road, Newtownabbey, County Antrim;
 - (c) a deed of priority to be entered into between (1) the Governor and Company of the Bank of Ireland, (2) Diageo and (3) the Company,(together the "**Company Documents**").
- 2. THAT**, notwithstanding any limitation on the Company's powers or objects or any restriction (whether arising by virtue of a director's conflict or because of any other limitation, prohibition or restriction whatsoever) the terms of, and the transactions contemplated by, each of the Company Documents be approved and the execution of and entry into by the Company of the Company Documents be deemed for all purposes to be one of the objects of the Company.
- 3. THAT** the actions of the Company and the directors of the Company in complying with each of the foregoing resolutions shall promote the success of the Company for the benefit of the shareholders as a whole and shall constitute (and be deemed to constitute for all purposes) a commercial benefit to the Company.



J1Z1P3JK
JNI 28/11/2013 #183
COMPANIES HOUSE

Please indicate your agreement to the resolutions set out above by signing below.



for and on behalf of
TERENCE MCDONALD
(as a shareholder of the Company)

14 NOV 2013

Date



for and on behalf of
MARK DUGGAN
(as a shareholder of the Company)

14 NOV 2013

Date

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed copy to the Company using one of the following methods:

By Hand: to **The Directors** at 880 Shore Road, Greencastle, Newtownabbey, County Antrim

Post: to **The Directors** at 880 Shore Road, Greencastle, Newtownabbey, County Antrim

2. 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.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless within 28 days from the Circulation Date sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
5. 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.
6. 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.