

**WRITTEN RESOLUTIONS
OF**

BEACONS PLACE LIMITED

(Registered in Scotland under Company Number: SC309904)

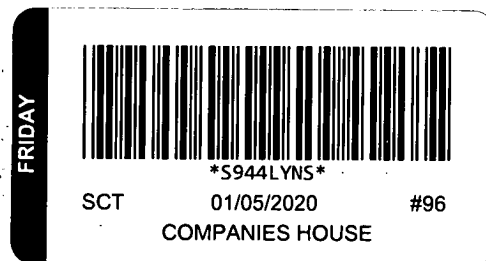
(the "Company")

CIRCULATION DATE: 5 October 2017

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed the following:

ORDINARY RESOLUTIONS

1. THAT the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of, and the transactions contemplated by:
 - (i) an accession letter by which the Company accedes to the new term loan facility agreement between, among others, Kilmona Fairdown Limited (as original borrower) ("Borrower"), the Guarantors (as guarantors), ¹Fairfield Ref ECS Designated Activity Company (as lender, "Lender") and the Governor and Company of the Bank of Ireland (as facility agent, "Facility Agent" and security trustee, "Security Trustee") dated 29 September 2017 (in such form as the Secured Parties may from time to time require) under which the Company guarantees all of the obligations and liabilities from time to time of the Borrower and the other Obligors (as defined therein, the "Obligors") to the Secured Parties;
 - (ii) a subordination agreement between, inter alia, the Transaction Obligors (including the Company), the Security Trustee, and the Facility Agent in order to subordinate the rights and obligations of the Transaction Obligors in respect of the Subordinated Debt (as defined therein) to the Senior Debt (as defined therein);
 - (iii) a floating charge to be granted by the Company in favour of The Governor and Company of The Bank of Ireland (as security trustee) over all of the assets and undertakings of the Company;
 - (iv) an Northern Irish law governed Security Assignment to be granted by the Company in favour of The Governor and Company of The Bank of Ireland (as security trustee) in relation to 2 intercompany loans granted by the Company;
 - (v) a release agreement to be entered into by the Company and Situs Asset Management Limited (as the original security trustee) pursuant to which the



Company would be released and discharged from its obligations under such documents as set out therein;

- (vi) a director's certificate signed by two directors of the Company certifying certain information about the Company more specifically set out therein; and
- (vii) a solvency certificate signed by two directors of the Company certifying certain information about the Company more specifically set out therein;

(together, the "Documents") be and are hereby approved as being in the best commercial interests of the Company and conducive to the success of the Company and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of any of the directors) the directors of the Company be and are hereby specifically empowered, authorised and directed to complete and enter into the Documents and all other documents as may be required in connection with or pursuant to the Documents, subject in each case to such amendments as those executing the same on behalf of the Company shall think fit.

2. **THAT** any act done or document executed pursuant to the above resolutions shall be valid, effective and binding upon the Company notwithstanding any personal interest or any limitation on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company's Articles of Association (any such limitation being hereby suspended, waived, relaxed, or abrogated to the extent requisite to give effect to the foregoing resolutions)."

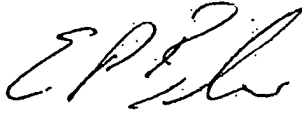
SPECIAL RESOLUTION

1. **THAT** the memorandum and articles of association contained in the document attached hereto be and are hereby adopted as the Memorandum and Articles of Association of the Company in substitution for and to the entire exclusion of the existing Memorandum and Articles of Association of the Company.

AGREEMENT

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

The undersigned, being the shareholders entitled to vote on the above resolutions hereby irrevocably agree to the resolutions above.



Edward Baker
Vice President

Director

For and on behalf of Situs Asset Management Limited (as security trustee)

Date 5 October 2017

NOTES:

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

By hand: delivering the signed copy to the Company;

By post: returning the signed copy by post to the Company's registered office address;

If you do not agree to the 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 resolutions, you may not revoke your agreement.
3. In the case of joint holders of shares, only the vote of the 'senior holder' will be counted. The senior holder is determined by the order in which the names of the joint holders appear in the register of members.
4. If you are signing this document on behalf of another person under a power of attorney or other authority please send copy of the relevant power of attorney or authority when returning this document.
5. If sufficient agreement has not been received for the resolutions to be passed by the date being 28 days from the date of circulation of these resolutions they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before the expiry of that period.