

SC 055493

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF SCOTTISH HIGHLAND HOTELS LIMITED (Company)

Pursuant to section 288 of the Companies Act 2006 (CA 2006) we, the undersigned, being the sole eligible member (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 of, and performance of the obligations set out in the transaction schedule between, amongst others, the Company and Anglo Irish Bank Corporation (**Transaction Schedule**), be and are hereby approved (a copy of the Transaction Schedule having been supplied to the sole member of the Company prior to the signing of this Written Resolution), (subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of the Transaction Schedule))
- 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 Transaction Schedule and give or execute any or all notices, communications or other documents on behalf of the Company pursuant to or in connection with the Transaction Schedule for the Company (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 the Transaction Schedule))

Signature

Name

Director

for and on behalf of

**DAWNAY SHORE HOTELS (GUERNSEY)
LIMITED**

Date:

Certified to be a true and fair copy of the original

Director/Company Secretary

