

Written Resolution of the Board of Directors of the Strategic Banking Corporation of Ireland (the “Company”) pursuant to Article 18(k) of the Articles of Association

Whereas:

- (a) The Company concluded a €40,000,000 loan agreement to First Citizen Agri Finance DAC (“FC Agri”), guaranteed by its parent First Citizen Finance DAC (“FCF”) dated 6 February 2017 (the “Agreement”);
- (b) The First Citizen Finance Group is undertaking a restructuring of its business involving changes to its shareholding and financing arrangements, as set out in the attached report (the “Report”);
- (c) a resolution in writing signed by a majority of the directors of the Company for the time being entitled to receive notice of a meeting of the directors is as valid as if it had been passed at a meeting of the directors duly convened and held;

the following resolutions are hereby duly passed by a majority of the directors of the Company:

1. That:

The proposed reorganisation as detailed in the Report be approved; and

2. That:

The Chief Executive be authorised to provide such consents, approvals or waivers to the Agreement and any related agreement, deed or document, as he in his absolute discretion deemed necessary or appropriate, subject to the advice of the NTMA Legal Unit.

3. That:

The use of the SBCI’s seal be authorised where required for the proper execution of any contractual documentation in relation to any of the matters outlined above.

Dated: 14 June 2017