

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Circular and/or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser who, if you are taking advice in Ireland, is duly authorised or exempted under the Investment Intermediaries Act 1995 or the European Communities (Markets in Financial Instruments) Regulations 2007 (Nos. 1 to 3) or, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000 of the United Kingdom.

If you have sold or transferred all of your shares in Balmoral International Land plc, please forward this Circular, together with the enclosed Form of Proxy, to the person through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Neither the London Stock Exchange nor the Irish Stock Exchange has examined or approved the contents of this Circular.

Balmoral International Land plc

*(Incorporated and registered in Ireland under the Companies Acts 1963 to 2005
under registered number 416433)*

Creation of a new Group holding company, proposed cancellation of admission to trading on ESM and AIM and Notice of Extraordinary General Meeting

Your attention is drawn to the letter from the Chairman which is set out on pages 3 to 8 of this Circular and which recommends that you vote in favour of the Resolutions to be proposed at the Extraordinary General Meeting referred to below. Please read the whole of this Circular.

This Circular is not a prospectus and does not contain an offer to the public to purchase or subscribe for securities within the meaning of the Prospectus (Directive 2003/71/EC) Regulations 2005 of Ireland or the Prospectus Regulations 2005 of the United Kingdom. This Circular has not been approved by the UK Listing Authority or the Central Bank of Ireland. A copy of this Circular has not and will not be delivered to the Registrar of Companies in Ireland or in England and Wales.

Notice of the Extraordinary General Meeting of the Company, to be held at the Morrison Hotel, Ormond Quay, Dublin 1, Ireland, at 11.00 a.m. on 25 August 2011, is set out at the end of this Circular. To be valid, the enclosed Form of Proxy for use in connection with the Extraordinary General Meeting should be completed and returned as soon as possible and, in any event, so as to reach the Registrar's, Computershare Investor Services (Ireland) Limited, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland, by not later than 11.00 a.m. on 23 August 2011. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the Extraordinary General Meeting should they so wish.

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EXPECTED TIMETABLE

<i>Event</i>	<i>Time/Date*</i>
Publication of the Circular	2 August 2011
Latest time and date for receipt of Forms of Proxy ⁽¹⁾	11.00 a.m. on 23 August 2011
Extraordinary General Meeting	11.00 a.m. on 25 August 2011
Annual General Meeting	11.30 a.m. on 25 August 2011**
Last day for dealings in Ordinary Shares on ESM and AIM	1 September 2011
Reorganisation and Cancellation Record Date	6.00 p.m. on 1 September 2011
Expected date of cancellation of admission to trading on ESM and AIM	7.00 a.m. on 2 September 2011
Expected date of credit of CREST accounts with New Ordinary Shares	by 2 September 2011
Expected date of despatch of share certificates in respect of the New Ordinary Shares	by 12 September 2011

(1) Receipt by the Registrars, Computershare Services (Ireland) Limited.

* Each of the times and dates in the table above is indicative only and may be adjusted by the Company, in which event details of the new times and dates will be notified, by way of an announcement issued via a Regulatory Information Service, to the Irish Stock Exchange and to the London Stock Exchange. References to times in this Circular are to Dublin times unless otherwise stated.

** The Annual General Meeting shall commence immediately following the conclusion of the Extraordinary General Meeting, if the latter meeting has not concluded before 11.30 a.m.

PART I

LETTER FROM THE CHAIRMAN OF THE COMPANY

Balmoral International Land plc

Incorporated and Registered in Ireland with registration number: 416433

Directors:

Carl McCann (*Chairman*)
Robert Knox
Philip Halpenny
Tom Neasy
Andrew Kelliher*
Declan McCourt*
Alan White*

Registered Office:

1 Stokes Place
St. Stephen's Green
Dublin 2
Ireland

* denotes non-executive director

2 August 2011

To all Shareholders of Balmoral International Land plc

Creation of new Group holding company, proposed cancellation of admission to trading on ESM and AIM and Notice of Extraordinary General Meeting

Dear Shareholder,

1. INTRODUCTION

On 2 August 2011, the Board announced details of a proposed reorganisation of the Balmoral Group (the “**Reorganisation**”) which, if approved by Shareholders, would result in the creation of a new Group holding company, Balmoral International Land Holdings plc (“**Balmoral Holdings**”) and the cancellation of the admission to trading of the Ordinary Shares on ESM and AIM (the “**Cancellation**”).

The purpose of this Circular is to describe the Reorganisation and the Cancellation, which is subject to your approval, and to explain why the Board considers the Reorganisation and the Cancellation to be in the best interests of the Company and Shareholders as a whole.

2. BACKGROUND TO AND REASONS FOR THE REORGANISATION AND CANCELLATION

The global economic downturn, resulting in a major shortage of credit and liquidity, has had an acute negative impact on the property sector, both internationally and locally. This, in turn, has considerably constrained the Company's ability to operate successfully and has caused the Group to limit its recent activity to the management and improvement of its existing assets and the control of costs. However, the current situation also potentially provides significant market opportunities for those with the resources to take advantage of them.

The Board is committed to protecting and preserving value for Shareholders. In order to assist with the stabilisation and development of the Company and to help to optimise returns to Shareholders in the long-term, the Board has been considering possible ways of improving the capital base and funding possibilities of the Group.

The Directors believe that, as a precursor to raising new equity and/or securing new medium to long term banking facilities, it is necessary to adopt a new group structure. The Board has concluded that, in conjunction with seeking to renegotiate its current banking facilities with its existing lenders, a new unencumbered Group holding company is required in order to facilitate, at the appropriate time, the raising of new equity from either current Shareholders and/or new shareholders as well as the arrangement of new

banking facilities with either current lenders and/or new lenders. Successful strengthening of the Group's capital position, will, in turn, underpin its future as well as afford it the possibility of benefitting from present and future opportunities in the property sector.

The completion of the Reorganisation, will result in the cancellation of admission to trading of the Ordinary Shares on ESM and AIM. The current capital constraints on the Group mean that it is not possible under the ESM and AIM Rules to seek admission to trading on ESM and AIM of the New Ordinary Shares which will be issued to Shareholders pursuant to the Reorganisation.

It is important to note that, following the implementation of the Reorganisation, it is the intention of the Group to continue to follow the same corporate governance standards and business activities as before. Moreover, it is the intention of the Board to seek admission to trading of the new holding company to a publicly quoted market as soon as this is practically feasible in the future and to provide for Grey Market Trading in the meantime.

3. EXISTING FINANCING ARRANGEMENTS

The Group's financing arrangements fall into three broad categories. In general, equity accounted investees are financed by separate project-specific debt. Similarly, the Group's Dutch and Belgian portfolios and an investment in Scotland are funded on a stand-alone basis. The Group's remaining property assets are financed by a general corporate facility that is subject to a loan-to-value covenant. The balance sheets of the Company at 31 December 2010 and 31 December 2009 disclosed relevant ratios on this facility that were in excess of the stipulated 50%.

Several of the Group's loans are, or will be, subject to review and/or repayment in 2011. On 5 July 2011, the Company announced that it had negotiated a two year extension, to 1 January 2013, of its borrowing facilities of €45.9 million on its Dutch property portfolio. With regard to its remaining facilities, the Company is engaged in discussions with each of the relevant banks, including the provider of the general corporate facility, in relation to extensions of these various arrangements. The Group currently anticipates reaching satisfactory conclusions to these discussions and, accordingly, expects to have sufficient resources to meet its ongoing requirements.

Additional information concerning the Group's borrowings is set out in the Company's annual report for the financial year ended 31 December 2010, which is available at www.bilplc.com.

4. DESCRIPTION OF KEY STEPS IN THE REORGANISATION

Under the proposed Group Reorganisation, the Board is proposing to establish a new holding company, Balmoral Holdings, which will hold all of the Ordinary Shares in the Company. As a consequence, Shareholders will receive one ordinary share of €0.00001 in Balmoral Holdings for every Ordinary Share held by them in the Company.

Except for the lower par value of a share in Balmoral Holdings, the new holding company will have the same memorandum and articles of association, board and management team as the Company on completion of the Reorganisation and Cancellation. The Directors intend to continue to comply with and adhere to existing corporate governance and investor protection measures.

The steps described below have been devised in order to effect the Reorganisation.

(a) *Incorporation of Balmoral Holdings*

Balmoral Holdings is a new public limited company incorporated under the Companies Acts for the purpose of becoming the holding company of Balmoral. As at the date of this Circular, it has no assets or liabilities other than share capital of €39,000.00006, comprised of 3,900,000,006 ordinary shares of €0.00001 each.

Further information in relation to Balmoral Holdings can be found in section 7 of Part I of this Circular.

(b) ***Issue of shares in Balmoral Holdings to Shareholders***

Balmoral has entered into an agreement with Balmoral Holdings whereby Balmoral Holdings has agreed, subject to the approval of the Resolutions and in consideration of the Cancellation, to issue to Shareholders 583,264,908 ordinary shares of €0.00001 each in Balmoral Holdings (the “**New Ordinary Shares**”). Subject to the approval of the Resolutions, the New Ordinary Shares will be issued to Shareholders so that each Shareholder will receive such number of New Ordinary Shares as is equal to the number of their existing holding of Ordinary Shares in the Company immediately before the EGM.

The New Ordinary Shares will represent a reissue of shares acquired by Balmoral Holdings for nil consideration by way of a purchase under section 41(2) of the Companies (Amendment) Act, 1983 from one of the original subscribers in Balmoral Holdings. As the issue of the New Ordinary Shares is an issue of shares in substitution for shares of the same class already issued and does not involve any increase in the issued share capital of Balmoral Holdings, the issue falls under regulation 10(1)(b) of the Prospectus (Directive 2003/71/EC) Regulations 2005.

(c) ***Creation of shareholding link between Balmoral Holdings and the Company***

In order for Balmoral Holdings to become the new holding company of the Company and the Group, it will be necessary, as a preliminary step, that Balmoral Holdings become a member of the Company. Subject to the approval of the Resolutions, Balmoral Holdings and its six nominees will subscribe for seven Ordinary Shares in the Company at their market value.

While Shareholders will be asked to approve the issue of the seven shares to Balmoral Holdings and its six nominees, the Directors will be issuing these seven shares for cash under the authorities pursuant to section 20 and section 23 of the Companies (Amendment) Act, 1983, which were granted to the Directors at the last annual general meeting of the Company. Subject to the approval of the Resolutions, the Board expects to issue the seven Ordinary Shares to Balmoral Holdings immediately following the EGM.

(d) ***Redemption of the shareholdings of the original members of Balmoral Holdings***

In order to ensure that Shareholders have 100% control of Balmoral Holdings on completion of the Reorganisation, the shares held by the original members of Balmoral Holdings will be converted into non-voting redeemable deferred shares and redeemed by Balmoral Holdings in accordance with its articles of association. On a winding up of Balmoral Holdings, the non-voting redeemable deferred shares will have no rights except rights to be repaid the nominal value of the share on a winding up in the event of there being any surplus on a winding up of Balmoral Holdings after the repayment of the New Ordinary Shares.

Balmoral Holdings must have sufficient funds to redeem the existing shareholdings of its original members. In order to effect the redemption, the Company will, subject to the approval of the Resolutions, subscribe €33,167.36 for 3,316,736 non-voting deferred shares in Balmoral Holdings. The proceeds of this subscription by the Company will be used by Balmoral Holdings to redeem the shares held by the seven original members of Balmoral Holdings on the completion of the Reorganisation.

(e) ***Cancellation of Existing Issued Share Capital in the Company***

Subject to all of the Resolutions being approved, the Existing Issued Share Capital will be converted into 583,264,908 Deferred Shares. The Deferred Shares will have no rights and will be purchased from Shareholders and cancelled for nil consideration in accordance with section 41(2) of the Companies (Amendment) Act, 1983. The repurchase and cancellation of the Existing Issued Share Capital is conditional upon the performance of the agreement between Balmoral and Balmoral Holdings (described above at paragraph (b)) whereby Shareholders will receive such number of New Ordinary Shares which is equal in number to their existing holding of Ordinary Shares in the Company. It is anticipated that this will all take effect at 7.00 a.m. on 2 September 2011.

5. DESCRIPTION OF THE KEY STEPS FOR THE CANCELLATION

In accordance with Rule 41 of the ESM Rules and the AIM Rules, the Company has notified the Irish Stock Exchange and London Stock Exchange of its intention to cancel its admission to trading on ESM and AIM, subject to the passing of the Resolutions. Under the ESM Rules and the AIM Rules, it is a requirement that the Cancellation is approved by the requisite majority of Shareholders voting at the EGM (being not less than 75% of the votes cast). Accordingly, the Resolutions set out in the Notice of EGM at the back of this Circular seek Shareholder approval of the Cancellation. Subject to the passing of the Resolutions, it is anticipated that trading in the Ordinary Shares on ESM and AIM will cease at the close of business on 1 September 2011 with Cancellation taking effect at 7.00 a.m. on 2 September 2011.

6. EFFECT OF THE CANCELLATION ON SHAREHOLDERS

The principal effects of the Cancellation would be:

- There would no longer be a formal market mechanism enabling Shareholders to trade the Ordinary Shares on ESM and/or AIM. Davy have agreed with the Company that, immediately following the Cancellation and in order to assist Shareholders, they will facilitate Grey Market Trading in the New Ordinary Shares on the basis that they will use reasonable endeavours to match buyers with sellers of shares. As set out in the risk factor entitled “*There is no guarantee that a liquid market for the New Ordinary Shares in Balmoral Holdings will develop*” in Part II (Risk Factors) of this Circular, dealings in a grey market can be highly illiquid and no assurance can be given that a liquid market for the New Ordinary Shares will develop.
- The Company would no longer be bound to announce material events, administrative changes or material transactions, nor to announce interim or final results. However, it is the Group’s current intention to continue to follow its current corporate governance practices and, thus, continue to inform shareholders of all events, administrative changes and material transactions and the Group will continue to produce its financial statements in accordance with IFRS.
- The Company would no longer be required to comply with any of the additional specific corporate governance requirements for companies admitted to trading on ESM and AIM. However, it is the Group’s intention to continue to follow its current corporate governance practices.
- The Company would no longer be subject to the ESM Rules and the AIM Rules and Shareholders would no longer be required to vote on certain matters as provided in the ESM Rules and the AIM Rules.
- Shareholders should note that while the Company will remain subject to the provisions of the Irish Takeover Rules for a period of up to five years after the Cancellation, the Irish Takeover Rules will not apply to the new holding company, Balmoral Holdings. Consequently, Shareholders will not receive the same protections afforded under the Irish Takeover Rules in respect of their interests in Balmoral Holdings as they currently receive in respect of their interests in the Company.

As Balmoral Holdings is an unlisted, new public limited company, any takeover or offer for the securities of Balmoral Holdings will not be regulated under the Irish Takeover Rules. In particular, the obligation, set forth in Rule 9 of the Irish Takeover Rules, on a person, or persons acting in concert, to extend an offer to all shareholders in specific circumstances (a “Rule 9 offer”) will not apply. Consequently, a Rule 9 offer will not be required where a person, or persons acting in concert, (i) acquire securities conferring not less than 30% of the voting rights in Balmoral Holdings; or (ii) hold securities which confer 30% or more of the voting rights in Balmoral Holdings acquire in any period of 12 months additional securities which increase their aggregate percentage of the voting rights by more than 0.05%.

7. BALMORAL HOLDINGS

Balmoral Holdings is a new public limited company incorporated under the Companies Acts. As at the date of this Circular, it has no assets or liabilities other than an issued share capital of €39,000.00006, comprised

of 3,900,000,006 ordinary shares of €0.00001 each. It has been incorporated solely for the purpose of becoming the holding company of Balmoral and is a public limited company due to the large number of shareholders in Balmoral and to enable it to carry out the steps necessary to effect the completion of the Reorganisation. Although it is a public limited company, it will not be possible to achieve admission to trading of its shares on ESM or AIM while the current capital constraints in the Group continue.

The memorandum and articles of association of Balmoral Holdings are the same as the Existing Memorandum and Articles of Association of the Company except that:

- (a) the articles of association do not include any articles which are required for solely to facilitate the continued listing of a company shares on ESM or AIM; and
- (b) the nominal value of an ordinary share is €0.00001 each.

The full text of the memorandum and articles of association of Balmoral Holdings is available at www.bilplc.com and may also be inspected from the date of this Circular up until the date of the EGM at the registered office of Balmoral set out above, and for 15 minutes prior to and during the EGM, at the EGM venue.

8. TRADING UPDATE

Despite some signs of a recovery in activity in some market segments and geographies toward the end of 2010, the first six months of 2011 have proved to be another disappointing period for the property sector. Further declines in values have been recorded in Ireland though these have been partially offset by some improvements in the UK and a generally unchanged position on the continent. As a result, the Board currently anticipates that the Group's net assets per share at 30 June 2011 will be in the range of €0.043 to €0.046 per share compared to €0.0514 per share at 31 December 2010.

9. EXTRAORDINARY GENERAL MEETING

An EGM will take place in the Morrison Hotel, Ormond Quay, Dublin 1, Ireland, at 11.00 a.m. on 25 August 2011. The Company is proposing the Resolutions at the EGM to approve the Resolutions regarding the Reorganisation and the Cancellation.

10. RESOLUTIONS PROPOSED FOR CONSIDERATION AT THE EGM

Implementation of the Reorganisation requires the passing of all of the Resolutions. All of the Resolutions are conditional upon one another and all must be passed to implement the Reorganisation.

1. *Ordinary resolution to approve the Reorganisation*

In Resolution 1, Shareholders are being asked to authorise the Directors to do all such acts and things as they consider necessary or expedient for the purpose of giving effect to the Reorganisation.

2. *Ordinary resolution authorising the Directors to issue seven new Ordinary Shares to Balmoral Holdings*

In Resolution 2, Shareholders are being asked to authorise the Directors to issue seven new Ordinary Shares for cash to Balmoral Holdings and six of its nominees using the existing authorities conferred on the Directors at the last annual general meeting of the Company. This resolution is necessary in order to make Balmoral Holdings the new holding company of the Group.

3. *Ordinary resolution to convert the existing Ordinary Shares into Deferred Shares*

In Resolution 3, Shareholders are being asked to authorise the conversion of all of the Ordinary Shares in existence as at the date of the meeting into Deferred Shares. This resolution will not apply to the seven new Ordinary Shares which will be issued to Balmoral Holdings immediately after the EGM.

4. ***Special resolution to amend the Existing Memorandum and Articles of Association***

In Resolution 4, Shareholders are being asked to amend the Existing Memorandum and Articles of Association so as to create a new class of Deferred Shares. Under the amended memorandum and articles of association, the Deferred Shares will have no rights and will be liable to be purchased from Shareholders and cancelled for nil consideration in accordance with section 41(2) of the Companies (Amendment) Act, 1983 at such time as the Board shall determine as soon as possible after 1 September 2011.

5. ***Resolution authorising the Directors to cancel the admission to trading of the Ordinary Shares on ESM and AIM***

The ESM Rules and the AIM Rules require that, in order to cancel the admission of the Company's shares to trading on ESM and AIM, a resolution must be approved by the holders of the Ordinary Shares with at least 75% of those holders voting in favour of the Cancellation.

11. OVERSEAS SHAREHOLDERS

If you are a citizen or national of, or are resident in, a jurisdiction outside of Ireland or the United Kingdom, you should refer to section 10 of Part III of this Circular which contains important information relevant to you.

12. SPECIAL BUSINESS AT ANNUAL GENERAL MEETING

Your attention is drawn to the special business which is proposed in the notice convening the Annual General Meeting of the Company which accompanies this Circular. If all of the Resolutions are approved at the EGM, the Company will no longer require the share capital related authorities which are proposed for shareholder approval as part of the special business at the Annual General Meeting. Instead, the same authorities have already been adopted by Balmoral Holdings. The Annual General Meeting will therefore conclude once the ordinary business of the meeting has been completed.

13. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in Part III of this Circular.

14. ACTION TO BE TAKEN

You will find enclosed with this Circular, a Form of Proxy which, if you wish to appoint a proxy, must be completed and signed in accordance with the instructions and notes on the form and lodged with the Registrars, Computershare Services (Ireland) Ltd, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland, so as to be received as soon as possible but, in any event, no later than 11.00 a.m. on 23 August 2011. Alternatively, you may appoint a proxy electronically by visiting the website of the Registrars at www.eproxyappointment.com and following the instructions provided. The appointment of a proxy will not preclude you from attending the EGM and voting in person if you wish to do so.

15. RECOMMENDATION

The Board considers that the Resolutions are in the best interests of Balmoral and its Shareholders as a whole. Accordingly, the Board unanimously recommends Shareholders to vote in favour of the Resolutions, as the Directors intend to do in respect of their own beneficial holdings, totalling 2,532,463 Ordinary Shares and representing approximately 0.43% of the Existing Issued Share Capital of the Company.

Yours sincerely,

CARL McCANN
Chairman

PART II

RISK FACTORS

In addition to the other information set out in this Circular, the following specific factors should be considered carefully in evaluating whether or not to vote in favour of the Resolutions. The risk factors should be read in conjunction with all other information relating to the Group, the Reorganisation and the Cancellation.

The risks identified below are those which the Directors believe to be material in the context of the Group, the Reorganisation and the Cancellation but these risks may not be the only risks faced by the Group. Additional risks and uncertainties not presently known to the Directors or which the Directors currently deem immaterial, may also have a material adverse effect on the Group, the Reorganisation and the Cancellation.

RISKS RELATING TO THE GROUP AND ITS BUSINESS

Property market

The Company's business and the value of its property portfolio is linked to the performance of the property markets in Ireland, the United Kingdom, the Netherlands, Belgium and other markets in which it may invest. The property markets in individual geographic regions and/or in particular sectors themselves depend on various macro-economic factors which are outside the Company's control, including, but not limited to, changes in general economic conditions, government policy, laws, interest rates, economic growth and inflation. The impact of changes in these areas on the Company's business and on the value of its property portfolio cannot be predicted. Rental levels and the market value of properties in Ireland, the United Kingdom, the Netherlands, Belgium and other jurisdictions are generally affected by overall conditions in the economy such as the level of GDP, employment trends, inflation, the demand and available supply of property and changes in factors including the financial condition of its tenants or tax legislation. Rent reviews may not be agreed at the rental values estimated by the Company.

Subjectivity and uncertainty of property valuation

The valuation of property and property-related assets is inherently subjective, in part because all property valuations are made on the basis of assumptions which may not prove to be accurate and in part because of the individual nature of each property. This is particularly so, as has been the case in the last three years, where there has been limited transactional activity in the market against which property valuations can be benchmarked by the Company's independent third-party valuation agents. Valuations of the Company's investments may not reflect actual sale prices even where any such sales occur shortly after the relevant valuation date.

Property management

Revenues earned from properties held by the Company, their capital values and the Company's business generally may be materially adversely affected by a number of factors inherent in property investment and development, including but not limited to:

- decreased demand by potential tenants for properties;
- inability to recover operating costs such as holding costs (including security, local taxes and service charges) relating to vacant space;
- exposure to the creditworthiness of tenants, including the inability to collect rent and other contractual payments from tenants (which includes the risk of tenants defaulting on their obligations and seeking the protection of bankruptcy laws), which could result in delays in receipt of rental and other contractual payments, inability to collect such payments at all, the renegotiation of tenant leases on terms less favourable to the Company or the termination of tenant leases;

- material declines in rental values;
- defaults by tenants with material rental obligations (including pre-let obligations) or a default by a significant tenant at a specific property that may hinder or delay the sale of such property;
- material litigation with tenants;
- material expenses in relation to the construction of new tenant improvements and re-letting of relevant property, including the provision of financial inducements to new tenants such as rent free periods;
- increases in operating and other expenses or cash needs without a corresponding increase in turnover or tenant reimbursements (including as a result of increases in the rate of inflation if it exceeds rental growth), property taxes and other statutory charges, insurance premiums and other void costs and unforeseen capital expenditure affecting the properties which cannot be recovered from tenants.

If the Company's revenues earned from tenants or the value of its properties are adversely impacted by the above or other factors, the Company's business prospects, results of operations and cash flows may be materially adversely affected.

Changes in laws and regulations

Any change to the laws and regulations relating to the relevant property markets may have an adverse effect on the capital value of the Group's property portfolio and/or the rental income of the Group's property portfolio.

Retention of key employees

The future success of the Group will depend largely on the expertise of the executive Directors. The loss of key personnel could have a material adverse effect on the Group's business prospects and results of operations.

Financial arrangements

The Group's current financing arrangements are summarised in section 3 of Part 1 of this Circular. Several of the Group's loans are, or will be, subject to review and/or repayment in 2011. On 5 July 2011, the Company announced that it had negotiated a two year extension, to 1 January 2013, of its borrowing facilities of €45.9 million on its Dutch property portfolio. With regard to its remaining facilities, the Company is engaged in discussions with each of the relevant banks, including the provider of the general corporate facility, in relation to extensions of these various arrangements. Whilst the Group currently anticipates reaching satisfactory conclusions to these discussions, there is no guarantee that this outcome will be achieved nor that alternative sources of replacement finance can be negotiated with other potential lenders on reasonable terms. Even though the Group is currently servicing its debts as they fall due, if the Group was deemed to be unable to pay its debts as they fall due, it could be subject to enforcement action by its lenders.

Significant shareholders

As at the date of this document, Fyffes plc owns 40%, Rosecastle Limited owns 13.76% and Balkan Investment Company and subsidiaries owns 6.38% of the issued share capital of the Company. This concentration of ownership may have the effect of, among other things, delaying, preventing or deterring a change of control of the Company, which could deprive Shareholders of an opportunity to receive a premium for their Ordinary Shares as part of a sale or merger and may negatively affect the market price of the Ordinary Shares. The interests of Fyffes plc, Rosecastle Limited & Balkan Investment Company and subsidiaries may differ from the interests of other Shareholders.

RISKS RELATING TO THE CREATION OF BALMORAL HOLDINGS

New equity/debt

There is no guarantee that new sources of equity will emerge following the Reorganisation. At this point, the Board has not determined any possible sources of new equity, however the Directors believe that it will not

be possible to do this until the Reorganisation has been completed. Even assuming visibility on acceptable future banking arrangements, potential investors are likely to be reluctant to give any commitments until they are satisfied that an unencumbered holding company for the Group is actually in place.

Irish Takeover Rules

As Balmoral Holdings is an unlisted new public company, any takeover or offer for the securities of Balmoral Holdings will not be regulated under the Irish Takeover Rules. In particular, the obligation, set forth in Rule 9 of the Irish Takeover Rules, on a person, or persons acting in concert, to extend an offer to all shareholders in specific circumstances (a “Rule 9 offer”) will not apply. Consequently, a Rule 9 offer will not be required where a person, or persons acting in concert, (i) acquire securities conferring not less than 30% of the voting rights in Balmoral Holdings; or (ii) hold securities which confer 30% or more of the voting rights in Balmoral Holdings acquire in any period of 12 months additional securities which increase their aggregate percentage of the voting rights by more than 0.05%.

Shareholders will not receive the protections afforded by the Irish Takeover Rules in the event that a person, or persons acting in concert, seek to obtain control of Balmoral Holdings.

RISKS RELATING TO THE CANCELLATION

There is no guarantee that a liquid market for the New Ordinary Shares in Balmoral Holdings will develop

Immediately following the Cancellation, there will be no market facility for dealing in the New Ordinary Shares and no price will be publicly quoted. In order to assist Shareholders, Davy have agreed with the Company to facilitate Grey Market Trading in the New Ordinary Shares from the completion of the Reorganisation on the basis that they will use reasonable endeavours to match buyers with sellers of shares. However, dealings in a grey market can be highly illiquid and no assurance can be given that a liquid market for the New Ordinary Shares will develop. Shareholders who wish to dispose of their New Ordinary Shares may be forced to do so at prices that do not fully reflect the net asset value per ordinary share.

There may be taxation consequences for Shareholders

The Reorganisation and Cancellation may have taxation consequences for Shareholders, further details of which are outlined in section 9 of Part III of this Circular. Shareholders who are in any doubt about their tax position should consult their own independent financial adviser.

The list of risk factors set out above is not exhaustive, does not necessarily comprise all those risks associated with an investment in the Company and is not presented in any order of priority.

PART III

ADDITIONAL INFORMATION

1. Responsibility Statement

The Directors of the Company, whose names appear on page 3 of this Circular, accept responsibility for the information contained in this Circular. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Circular is in accordance with the facts and does not omit anything likely to affect the import of such information.

2. Information on Balmoral and Balmoral Holdings

Balmoral, whose registered office is currently 1 Stokes Place, Stephen's Green, Dublin 2, was incorporated on 3 March 2006 as Blackrock International Land plc under the Companies Acts as a public limited liability company with registered number 416433. In October 2011 the Company changed its name to Balmoral International Land plc.

The authorised share capital of Balmoral as at the date of this Circular is €10,000,000 comprising 1,000,000,000 ordinary shares of €0.01 each.

The issued share capital of Balmoral as at the date of this Circular is €5,832,649 comprising 583,264,908 Ordinary Shares of €0.01 each.

Balmoral Holdings, whose registered office is currently 1 Stokes Place, Stephen's Green, Dublin 2, was incorporated on 13 July 2011 under the Companies Acts as a public limited liability company with registered number 501110.

The authorised share capital of Balmoral Holdings as at the date of this Circular is €1,000,000 comprising 90,000,000,000 ordinary shares of €0.00001 each, 5,000,000,000 non-voting redeemable deferred shares of €0.00001 each and 5,000,000 non-voting deferred shares of €0.01 each.

On the basis that the Reorganisation is completed, the issued share capital of Balmoral Holdings will be €39,000.00908 comprising 583,264,908 New Ordinary Shares of €0.00001 each and 3,316,736 non-voting deferred shares of €0.01 each.

3. Directors' Shareholdings

As at the close of business on 28 July 2011 (being the latest practicable date prior to the publication of this Circular), the interests of the Directors (including any interests of their spouses or minor children) in the Existing Ordinary Share Capital, the existence of which is known to, or could with reasonable diligence be ascertained by them, whether or not held through another party, which are notifiable as required to be disclosed pursuant to sections 53 and 64 of the Companies Act, 1990 and, as far as the Company and the Directors are aware, having made due and proper enquiry, the interests of any persons connected (within the meaning of section 26 of the Companies Act, 1990) with any such Director, are as set out below.

<i>Director</i>	<i>Number of Ordinary Shares</i>	<i>% of Ordinary Shares</i>
Carl McCann	1,525,864	0.26%
Robert Knox	218,315	0.04%
Philip Halpenny	312,284	0.05%
Tom Neasy	271,000	0.05%
Andrew Kelliher	80,000	0.01%
Declan McCourt	110,000	0.02%
Alan White	15,000	0.003%

Save as disclosed above, no Director has any interest in the Existing Issued Share Capital. No Director or member of a Director's family has a related financial product referenced to the Company's Ordinary Shares.

Following the Reorganisation, the Directors' interests in shares in Balmoral Holdings will remain unchanged from the percentage holding outlined above in the Existing Issued Share Capital.

4. Directors' other interests

- (i) As at 28 July 2011 (being the last practicable date prior to publication of this Circular) and save as disclosed in section 5 of this Part III, the Directors are not aware of any person or persons who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company.
- (ii) There are no outstanding loans granted or guarantees provided by any company in the Group to or for the benefit of any of the Directors.
- (iii) The company has an annual consultancy service contract with Neasy Project Management Limited, of which Tom Neasy is the proprietor and a director. The contract is reviewed each year by the chairman and the finance director of the Group. The Group incurred professional fees of €166,000 for the year ended 31 December 2010 to Neasy Project Management Limited. The amount owed to Neasy Project Management Limited for the year ended 31 December 2010 was €37,000.

Save as otherwise disclosed in this Circular, no Director has any interest, whether direct or indirect, in any transaction which is or was unusual in its nature or conditions or significant to the business of the Group taken as a whole and which was effected by the Company or any other member of the Group during the current or immediately preceding financial year, or during any earlier financial year which remains in any respect outstanding or unperformed.

5. Significant Shareholders

At the date of this Circular, so far as the Directors are aware, the names of the persons other than the Directors who, directly or indirectly, are interested in 3% or more of the Existing Issued Share Capital are:

	<i>Number of Ordinary Shares</i>	<i>% of Ordinary Shares</i>
Fyffes plc	233,305,963	40.00%
Rosecastle Limited	81,414,000	13.96%
Balkan Investment Company and subsidiaries*	37,238,334	6.38%

* Carl McCann is a Director of Balkan Investment Company.

Under Rule 9 of the Irish Takeover Rules (the “**Rules**”), any person or group of persons acting in concert who (i) acquire securities conferring not less than 30% of the voting rights in Balmoral; or (ii) hold securities which confer 30% or more of the voting rights in Balmoral acquire in any period of 12 months additional securities which increase their aggregate percentage of the voting rights by more than 0.05% is required, except with the consent of the Irish Takeover Panel, to make a general offer to all shareholders for the remaining shares in the capital of that company.

While the Company will remain subject to the provisions of the Rules for a period of up to five years after the Reorganisation and Cancellation, the Rules will not apply to Balmoral Holdings and any obligation, set forth in Rule 9 of the Rules will not apply. (For further information please see section 6 (*Effect of the Cancellation on Shareholders*) of Part I of this Circular).

None of the Company's major Shareholders, as listed above, have different voting rights attaching to shares held by them in the Company.

6. Disclosure of interest in Ordinary Shares

The Companies Acts make provision regarding the disclosure of interests in shares. The Companies Act, 1990 requires, *inter alia*, that any person, which would include a person not resident in Ireland, who has an interest in shares of a public limited company which carry full voting rights, is required to notify his interest to the company if the total number of such shares in which he has an interest equals or exceeds a certain percentage (currently 5%) of all such shares. Where that person ceases to hold that percentage or there is a change in the percentage level of his shareholding, he is also obliged to notify the company. The obligation to notify must be performed within the period of 5 business days from the date upon which the obligation arises.

The notification to the relevant company must be in writing and must specify the share capital to which it relates; the number of shares comprised in that share capital in which the person making the notification knows he was interested immediately after the time when the obligation arose, or in a case where the person no longer has a notifiable interest in shares comprised in the share capital, state that he no longer has an interest; identify the notifier and give his address and except where the notice is stating that the notifier no longer has a notifiable interest in the shares, give details of the registered holder of the shares and the number of shares held by such holder.

7. Litigation

The Group is not, and has not been, involved in any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened by or against the Group of which the Company is aware) which may have, or has had during the 12 months preceding the date of this Circular, a significant effect on the financial position or profitability of the Company and/or the Group.

8. New Securities Issued

On the passing of the Resolutions, existing share certificates in respect of the Existing Issued Share Capital in the Company shall cease to be valid, although all conversions and transfers proposed to be effected pursuant to the Resolutions and to implement the Reorganisation will be noted in the register of Shareholders of the Company.

Shareholders who hold their shares in uncertificated form will have their CREST accounts credited on the date the Cancellation takes effect, expected to be 2 September 2011.

Share certificates will be issued by Balmoral Holdings in respect of the New Ordinary Shares of €0.00001 each within 11 days of the date the Cancellation takes effect.

9. Taxation

(a) Irish Taxation

The following paragraphs summarise the Irish tax treatment of Existing Shareholders under the Reorganisation and the holding and disposal of New Ordinary Shares. They are based on current Irish legislation and an understanding of Revenue's current practice as at the date of this Circular. The paragraphs are intended as a general guide. They relate only to Shareholders who hold their Ordinary Shares directly as an investment and who are absolute beneficial owners of those shares. These paragraphs do not deal with certain types of Shareholders, such as dealers in securities or persons holding or acquiring Ordinary Shares (or New Ordinary Shares) in the course of a trade or by reason of employment, collective investment schemes and insurance companies. If you are in any doubt as to your taxation position or if you are resident or otherwise subject to taxation in any jurisdiction other than Ireland, you should consult an appropriate independent professional adviser immediately.

(i) Acquisition of New Ordinary Shares

On the basis that the Reorganisation is being effected for *bona fide* commercial reasons and does not form part of an arrangement or scheme of which the main purpose, or one of the main purposes, is avoidance of liability to Irish tax, the receipt by a Shareholder of the New Ordinary Shares as consideration for the cancellation of the Ordinary Shares should not be treated as a disposal of the Ordinary Shares but, instead, the New Ordinary Shares should be treated as the same asset as those Ordinary Shares acquired at the same time and for the same consideration as the Ordinary Shares from which they derived.

(ii) Stamp duty

No stamp duty should be payable on the cancellation of the Ordinary Shares or on the issue of the New Ordinary Shares. A subsequent transfer of New Ordinary Shares (including a transfer effected through CREST) will however generally be liable to Irish stamp duty at the rate of 1% of the consideration paid or, in the case of a gift or where the purchase price is otherwise

inadequate, the market value of the New Ordinary Shares. The person acquiring the New Ordinary Shares is liable for any stamp duty. However, in the case of a gift or a transfer at an undervalue, all parties to the transfer are liable for the duty. To avoid interest and penalties, stamp duty should be paid within 30 days after the transfer is first executed.

(iii) *Capital Acquisitions Tax (“CAT”)*

CAT comprises principally gift tax and inheritance tax. CAT could apply to a gift or inheritance of New Ordinary Shares irrespective of the place of residence, ordinary residence or domicile of the parties. This is because the New Ordinary Shares are regarded as property situated in Ireland as the share register of Balmoral Holdings is held in Ireland. The person who receives the gift or inheritance is primarily liable for the CAT. CAT is levied at a rate of 25% above certain tax-free thresholds. The appropriate tax free threshold is dependent upon (i) the relationship between the donor and the donee and (ii) the aggregation of the values of previous gifts and inheritances received by the donee from persons within the same group threshold. Gifts and inheritances passing between spouses are exempt from CAT.

(b) *United Kingdom Taxation*

The following statements only provide a general guide to certain UK tax consequences of the Reorganisation for the absolute beneficial owners of Ordinary Shares and New Ordinary Shares. It is based on current UK tax legislation and published practice of UK HM Revenue & Customs at the date of this Circular, both of which are subject to change, possibly with retrospective effect. In addition, this summary (a) only addresses the UK tax consequences for Shareholders who hold the Ordinary Shares and New Ordinary Shares as investments and not as trading stock; (b) does not address the tax consequences which may be relevant to certain classes of Shareholders, for example (but without limitation), dealers in securities, insurance companies, broker dealers, Shareholders who have or are deemed to have acquired their Ordinary Shares and New Ordinary Shares by virtue of an office or employment, Shareholders who hold the Ordinary Shares and New Ordinary Shares as part of hedging or conversion transactions, collective investment schemes or persons connected with the Company or Balmoral Holdings; (c) does not address the tax consequences for Shareholders who hold the Ordinary Shares and New Ordinary Shares in connection with a trade, profession or vocation carried on in the UK (whether through a branch, an agency or (in the case of a corporate Shareholder) a permanent establishment or otherwise); (d) assumes that the Shareholder does not control or hold, either alone or together with one or more associated or connected persons, including the immediate family and related trusts of a Director or member of the senior management team of the Company or Balmoral Holdings, directly or indirectly, 10% or more of the shares and/or voting power of the Company or Balmoral Holdings; (e) assumes that there is and will be no register in the UK in respect of the Ordinary Shares and New Ordinary Shares and that the sole register will be maintained in Ireland; and (f) assumes that the Ordinary Shares and New Ordinary Shares are not and will not be paired with shares issued by a company incorporated in the UK.

If Shareholders are in any doubt as to their tax position or if Shareholders are subject to tax in any jurisdiction other than the UK, they should consult their own tax advisers immediately.

(i) *The Reorganisation*

Taxation of chargeable gains

The Reorganisation should have the same treatment as a scheme of reconstruction for the purposes of UK taxation of chargeable gains. However, please note that clearance has not been sought from HM Revenue and Customs to confirm this or any other aspect of the Reorganisation relating to tax. If the Reorganisation is a scheme of reconstruction, a Shareholder holding less than 5% of the issued share capital of the Company who receives New Ordinary Shares under the Reorganisation should be treated as not having made a disposal of his or her shares. Instead the New Ordinary Shares should be treated as the same asset as the Ordinary Shares in respect of which they are issued and treated as acquired at the same time as those Ordinary Shares, and for the same acquisition cost.

A subsequent disposal of New Ordinary Shares may, depending on the holder's circumstances, give rise to a liability to UK taxation of chargeable gains.

Indexation allowance for a corporate Shareholder will continue to be available in respect of the acquisition cost of the Ordinary Shares which is rolled over into the New Ordinary Shares until the New Ordinary Shares are disposed of. Broadly speaking, indexation allowance increases the acquisition cost of an asset for tax purposes in line with the rise in the retail prices index except that indexation allowance cannot be used to create or increase a loss for tax purposes.

If a Shareholder, alone or together with persons connected with him, holds more than 5% of the Ordinary Shares, such a Shareholder will be eligible for the "scheme of reconstruction" treatment described above only if the Reorganisation is effected for *bona fide* commercial reasons and does not form part of a scheme or arrangement of which the main purpose, or one of the main purposes, is the avoidance of liability to capital gains tax or corporation tax. Please note that clearance has not been sought from HM Revenue and Customs that it is satisfied that the Reorganisation will be effected for *bona fide* commercial reasons and will not form part of such a scheme or arrangement.

Stamp duty and stamp duty reserve tax ("**SDRT**")

No UK stamp duty or UK SDRT should be payable by Shareholders as a result of the cancellation of Ordinary Shares and the issue of New Ordinary Shares under the Reorganisation.

The above paragraphs are general in character and not exhaustive. If you are in any doubt as to your taxation position, or if you are subject to taxation in any jurisdiction other than Ireland or the United Kingdom, you should consult an appropriate independent professional advisor.

10. Overseas Shareholders and securities laws considerations

The New Ordinary Shares to be issued in accordance with the Reorganisation pursuant to Shareholder approval of the Resolutions will not be registered or otherwise made eligible for a public offering under the securities laws of any jurisdiction other than EEA countries (including under the Securities Act in the United States, or any relevant securities laws of any state or other jurisdiction of the United States), and may therefore not be offered, sold, purchased, resold, transferred or delivered, directly or indirectly in any such jurisdiction other than in compliance with the securities laws thereof.

11. Documents available for inspection

Copies of the following Documents are available at www.bilplc.com and may be inspected at the registered office of the Company and at the offices of Arthur Cox, Earlsfort Centre, Earlsfort Terrace, Dublin 2 during usual business hours on any Business Day from the date of this Circular until the close of the EGM, and at the place of the EGM during the EGM:

- (a) a copy of this Circular;
- (b) a copy of the Existing Memorandum and Articles of Association;
- (c) a copy of the proposed new Memorandum and Articles of Association of the Company;
- (d) a copy of the Memorandum and Articles of Association of Balmoral Holdings; and
- (e) a copy of the agreement between Balmoral and Balmoral Holdings dated 2 August 2011 in relation to the issue of the New Ordinary Shares.

PART IV

DEFINITIONS

The following definitions apply throughout this Circular unless otherwise indicated.

“AIM”	the Alternative Investment Market of the London Stock Exchange;
“AIM Rules”	the rules of AIM;
“Articles” or “Articles of Association”	the Articles of Association of the Company;
“Board” or “Directors”	the board of directors of the Company;
“Balmoral Holdings”	Balmoral International Land Holdings plc;
“Business Day”	a day (excluding Saturdays, Sundays and public holidays) on which banks are generally open for business in London and Dublin;
“Cancellation”	the proposed cancellation of the admission of the Ordinary Shares to trading on ESM and AIM becoming effective in accordance with the ESM Rules and the AIM Rules;
“Circular”	this Circular dated 2 August 2011;
“the Company” or “Balmoral”	Balmoral International Land plc;
“Companies Acts”	the Companies Acts of Ireland, 1963 to 2009 and every statutory modification and re-enactment thereof for the time being in force;
“CREST”	the relevant system (as defined in the CREST regulations) in respect of which Euroclear is the operator (as defined in the CREST Regulations);
“CREST Applications Host”	the system that is operated to receive, manage and control the processing of messages by the CREST system;
“CREST Manual”	the rules governing the operation of CREST, consisting of the CREST Reference Manual, CREST International Manual, CREST Central Counterparty Service Manual, CREST Rules, Registrars Service Standards, Settlement Discipline Rules, CCSS Operations Manual, Daily Timetable, CREST Application Procedure and CREST Glossary of Terms (all as defined in the CREST Glossary of Terms);
“CREST Regulations”	the Companies Act 1990 (Uncertified Securities) Regulations 1996 (SI No. 68/1996) of Ireland (as amended in 2003);
“Davy”	J&E Davy trading as Davy;
“Deferred Shares”	non-voting deferred shares of €0.01 each in the share capital of the Company;
“Directors” or “Director”	the executive directors and non-executive directors of the Company;
“EEA countries”	the countries of the European Union, Iceland, Norway and Liechtenstein;
“Existing Shareholders”	a holder of Ordinary Shares at the date of this Circular;

“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting convened by the Notice;
“ESM”	the Enterprise Securities Market of the Irish Stock Exchange;
“ESM Rules”	the rules of ESM;
“Existing Issued Share Capital”	Ordinary Shares in issue at the date and time the Resolutions are approved which, for the avoidance of doubt, shall not include the seven Ordinary Shares to be issued to Balmoral Holdings;
“Existing Memorandum and Articles of Association”	the memorandum and articles of association the Company as at the date of this Circular;
“Form of Proxy”	the form of proxy for use at the Extraordinary General Meeting which accompanies this Circular;
“GDP”	gross domestic product;
“Grey Market Trading”	the trading of shares of public limited companies on an unofficial or unregulated market;
“Group” or “Balmoral Group”	Balmoral and its subsidiaries;
“HM Revenue and Customs”	Her Majesty’s Revenue and Customs, established in the United Kingdom pursuant to the Commissioners for Revenue and Customs Act, 2005;
“IFRS”	International Financial Reporting Standards as adopted for use in the European Union;
“Irish Stock Exchange”	the Irish Stock Exchange Limited;
“Irish Takeover Panel”	the Irish Takeover Panel, established pursuant to the Irish Takeover Panel Act 1997;
“Irish Takeover Rules”	the Irish Takeover Panel Act 1997, Irish Takeover Rules 2007 to 2008;
“London Stock Exchange”	the London Stock Exchange plc;
“Memorandum”	the memorandum of association of the Company;
“New Ordinary Shares”	the 583,264,908 ordinary shares of €0.00001 each in the capital of Balmoral Holdings;
“Notice”	the notice of the EGM which is contained on pages 20 to 21 of this Circular;
“Ordinary Shares”	the Ordinary Shares of €0.01 in the capital of the Company;
“Record Date”	6.00 p.m. on 1 September 2011;
“Registered Office”	the registered office of the Company, 1 Stokes Place, Stephen’s Green, Dublin 2, Ireland;
“Registrars”	the Company’s registrars, Computershare Services (Ireland) Limited or such other registrar as the Company may appoint;
“Regulatory Information Service”	one of the regulatory information services authorised by the Irish Stock Exchange and/or the London Stock Exchange to receive, process and disseminate regulatory information;

“Reorganisation”	the Reorganisations as explained in this Circular whereby the Company shall become the subsidiary of Balmoral Holdings, the increase and reorganisation of the Company’s share capital and the Cancellation;
“Resolutions”	the Resolutions set out in the Notice;
“Revenue”	Office of the Revenue Commissioners of Ireland;
“Shareholder(s)”	the holder or holder(s) of Ordinary Shares or Deferred Shares as the context so requires;
“UK Listing Authority”	the Financial Services Authority of the United Kingdom in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000, as amended and in the exercise of its functions in respect of the admission to the official list otherwise than in accordance with Part VI of the Financial Services and Markets Act 2000.

Notes:

- (i) Unless otherwise stated in this Circular, any references to statutes or other forms of legislation shall refer to statutes or legislation of Ireland. Any reference to any provision of any legislation shall include any amendment, modification, re-enactment or extension thereof.
- (ii) The symbol “€” and “c” refer to euro and euro cent respectively, the lawful currency of Ireland pursuant to the provisions of the Economic and Monetary Union Act, 1998.
- (iii) Words importing the singular shall include the plural and *vice versa* and words importing the masculine gender shall include the feminine or neuter gender.

PART V

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Balmoral International Land plc will be held in the Morrison Hotel, Ormond Quay, Dublin 1, Ireland at 11.00 a.m. on 25 August 2011 for the following purposes:

As special business to consider and, if thought fit, pass the following resolutions:

As Ordinary Resolutions:

1. To approve the Reorganisation

“That, subject to and conditional upon the passing of all of the Resolutions (as such term is defined in the Circular accompanying the notice of this meeting), the Directors be and are hereby authorised (i) to do or procure to be done all such acts and things on behalf of the Company as they consider necessary or expedient for the purpose of giving effect to the Reorganisation and transactions described in the Circular; and (ii) to determine the timing at which each such act or thing shall be done; provided no such act or thing is done in a way or at a time which is materially inconsistent with information described in the Circular.”

2. Issue of Shares for cash to Balmoral International Land Holdings plc

“That, pursuant to the existing powers conferred upon the Directors and subject to and conditional upon the passing of all of the Resolutions, the Directors be authorised to allot for cash at their par value 7 Ordinary Shares to be registered in the names of Balmoral International Land Holdings plc and/or its nominees.”

3. Conversion of Existing Shares into Deferred Shares

“That, subject to and conditional upon the passing of all of the Resolutions, each of the Ordinary Shares of 1 cent in issue in the capital of the Company at the date and time of passing this Resolution be and is hereby redesignated with effect from 2 September 2011 or such later date as the Directors may resolve as one non-voting deferred share of 1 cent (the “Deferred Shares”) having the rights and being subject to the restrictions set out in the articles of association of the Company (as amended by Resolution 4 set out in the notice of this meeting).”

As Special Resolution:

4. Amendment of Memorandum and Articles of Association

“That, subject to and conditional upon the passing of all of the Resolutions, the memorandum and articles of association of the Company be and are hereby amended by the adoption of the memorandum and articles of association contained in the draft produced to the meeting and signed for the purposes of identification by the chairman of the board of directors of the Company in substitution for and to the exclusion of the memorandum of association and the articles of association of the Company for the time being.”

RESOLUTION REQUIRING 75% MAJORITY APPROVAL

5. Cancellation of Admission to trading of Existing Shares

“That, subject to and conditional upon the passing of all of the Resolutions, the admission of the Ordinary Shares on the ESM and the AIM (as such terms are defined in the Circular) be cancelled, such cancellation to take effect at 7.00 a.m. on 2 September 2011 or such later date as the Directors may resolve.”

By Order of the Board

NIALL QUIGLEY
Secretary

2 August 2011

1 Stokes Place
St. Stephen's Green
Dublin 2
Ireland

Notes:

1. Any member entitled to attend, speak and vote at the Extraordinary General Meeting is entitled to appoint a proxy (who need not be a member of the company) to attend, speak and vote in his/her place. Completion of a form of proxy will not affect the right of a member to attend, speak and vote at the meeting in person. A Shareholder may appoint more than one proxy to attend and vote at the meeting provided each proxy is appointed to exercise rights attached to different shares held by that Shareholder. Should you wish to appoint more than one proxy, please read carefully the explanatory notes accompanying the Form of Proxy. A member may appoint a proxy or proxies electronically by logging on to the website of the Registrar Computershare Services (Ireland) Limited: www.eproxyappointment.com. Shareholders will be asked to enter the Control Number, Shareholder Reference Number and PIN Number as printed on your Form of Proxy and agree to certain conditions.
2. As a shareholder, you have several ways to exercise your right to vote:
 - (a) By attending the Extraordinary General Meeting in person;
 - (b) By appointing (either electronically or by returning a completed Form of proxy) the Chairman or another person as a proxy to vote on your behalf.
 - (c) By appointing a proxy via CREST if you hold your shares in CREST.
3. To be valid, forms of proxy duly signed together with the power of attorney or such other authority (if any) under which they are signed (or a certified copy of such power or authority) must be lodged with the Registrar, Computershare Services (Ireland) Limited, P.O. Box 954, Sandyford, Dublin 18 by not later than 11.00 a.m. on 23 August 2011. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and, for this purpose, seniority will be determined by the order in which names stand in the register of members.
4. The company, pursuant to Regulation 14 of the Companies Act, 1990 (Uncertified Securities) Regulations, 1996, specifies that only those Shareholders registered in the register of members of the Company as at 6.00 p.m. on 23 August 2011 (or in the case of an adjournment as at 6.00 p.m. on the day which is two days before the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at the time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.
5. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST proxy instruction must be properly authenticated in accordance with Euroclear (UK and Ireland) Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Computershare Services (Ireland) Limited (ID 3RA50) by 11.00 a.m. on 23 August 2011. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Computershare Services (Ireland) Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear (UK and Ireland) Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.
6. As of the date of this Notice, there are no outstanding options in respect of the issue of new shares by the Company. Further no shares are held as treasury shares by the Company.

