

Company number 03226054

We hereby certify  
this to be a true copy  
of the original  
*Tido Fuler Wattle*

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

RECTORY HOUSE LIMITED (the "Company")

TUESDAY



A63 22/04/2008 50  
COMPANIES HOUSE

Circulation Date Friday 4 April 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that resolutions 1 and 2 below are passed as special resolutions (together "Special Resolutions")

#### SPECIAL RESOLUTIONS

	For	Against
1 the giving of financial assistance (pursuant to sections 151 – 158 (inclusive) of the Companies Act 1985 (the "CA1985") by the Company to Esquire Realty (Cavendish) Limited ("Esquire") for the purpose of the acquisition by Esquire of the entire issued share capital in Paceglobe Limited, the holding company of the Company (the "Acquisition") pursuant to a sale and purchase agreement to be dated on or about 4 April 2008 (the "Agreement") as described in the declaration made pursuant to section 155(6) of the CA1985 (a copy of which is attached hereto), be approved,	X	
a subject to compliance with the CA1985 and the Companies Act 2006, the execution and performance by the Company of each of the following documents (together the "Documents") –		
1 a debenture made between the Company and Abbey National Treasury Services plc (the "Bank") which guarantees the obligations of Esquire to the Bank,		
11 an intra-group loan agreement made between the Company, Future Life Limited ("FL"), Paceglobe Limited ("PGL"), Tyane Limited ("TL") and Esquire,		
111 a hive up agreement made between the Company, FL, PGL, TL and Esquire,		

	For	Against
<p>iv a loan note instrument made between the Company, FL, PGL, TL and Esquire,</p> <p>v any other documents considered necessary or expedient in connection with the documents listed above, to which the Company is to be a party or otherwise required to be executed by the Company in connection with the transactions contained in the documents listed above,</p> <p>be and is hereby approved, and</p>		
<p>2 clause 3 of the Memorandum of Association of the Company be and hereby is amended by including the following</p> <p>(W) To enter into any guarantee, bond, indemnity or counter-indemnity and otherwise give security or become responsible for the performance of any obligations or the discharge of any liabilities of or by any person or company in any manner on any terms and for any purposes, whether with or without the Company receiving any consideration or advantage and whether or not in furtherance of the attainment of any other objects of the Company and in particular (without limitation) to give indemnity for, or to guarantee, support or secure, by personal covenant or by mortgaging or charging all or any part of the undertaking, property, assets and revenues (present and future) and uncalled capital of the Company, or by all or any of such methods, or in any other manner, the payment or repayment of any moneys secured by, or payable under or in respect of, any debts, obligations or securities and the discharge of any liabilities, including but not limited to those of any company which is for the time being a subsidiary or holding company of the Company or a subsidiary of any such holding company or of any person with which the Company has a business relationship, and</p>	X	

	For	Against
(X) To the extent permitted by law, to give financial assistance for the purpose of the acquisition of shares in the capital of the Company or for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan, guarantee, indemnity, the provision of security or otherwise "		

## AGREEMENT

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

The undersigned, a person entitled to vote on the above resolutions on 4 April 2008, hereby irrevocably agrees to those resolutions as indicated above

Signed by William Nikolas Marshall

*on behalf of Future  
Life Limited*

*W. Marshall*

Date

Signed by Martin David King

Date

## NOTES

1 If you wish to vote in favour of a resolution please put an 'X' in the For box next to that resolution. If you wish to vote against a resolution please put an 'X' in the Against box next to that resolution or leave both boxes next to that resolution blank. Once you have indicated your voting intentions please sign and date this document and return it to the Company using one of the following methods

- **By Hand** delivering the signed copy to Shamini, European Care, 28 Welbeck Street, London, W1G 8EW

- **Post** returning the signed copy by post to Shamini, European Care, 28 Welbeck Street, London, W1G 8EW
- **Fax** faxing the signed copy to 020 7224 1160 marked "For the attention of Shamini"
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to shamini@europeancare.co.uk Please enter "Written resolutions dated 4 April 2008 " in the e-mail subject box

If there are no resolutions you agree with, 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 a resolution, you may not revoke your agreement

3 Where, by 2 May 2008, insufficient agreement has been received for a resolution to pass, such resolution will lapse. If you agree to all or any of the resolutions, please ensure that your agreement reaches us before or during this date

4 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

5 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