

THE COMPANIES ACT 1985

Company Limited by Shares

RESOLUTIONS

of

CB RICHARD ELLIS EUROPE LIMITED

Passed 26 September 2005

At an ANNUAL GENERAL MEETING of the above-named Company, duly convened, and held at on the 26th day of September 2005 the following resolution numbered 1, 2, 3, 4 and 5 were duly passed as Elective Resolutions and resolution number 6 as an Ordinary Resolution, namely:-

ELECTIVE RESOLUTIONS

1. THAT the provisions of Section 80A of the Companies Act 1985 apply to the Company in lieu of Section 80(4) and (5) of the Companies Act 1985.
2. THAT pursuant to Section 252 of the Companies Act 1985 the Company do elect to dispense with the laying of accounts and reports before the Company in general meeting, such election having effect in relation to accounts and reports for the financial year of the Company ending on 31 December 2005 and for all subsequent years.
3. THAT pursuant to Section 366A(1) of the Companies Act 1985 the Company do elect to dispense with the holding of Annual General Meetings, such election to take effect for the year 2005 and subsequent years.
4. THAT the provisions of Sections 369(4) and 378(3) of the Companies Act 1985 shall have effect as if for the references to 95 per cent. there were substituted references to 90 per cent.
5. THAT pursuant to Section 386 of the Companies Act 1985 the Company do elect to dispense with the appointment of auditors for the financial year of the Company expiring on 31 December 2005 and subsequent years.



ORDINARY RESOLUTION

6. THAT the Directors of the Company be and are hereby unconditionally authorised for an indefinite period to allot relevant securities, as defined in Section 80 of the Companies Act 1985.

X 

Director