

Company Number: 3350437

Document number: 29

**THE COMPANIES ACT 1985**  
(as amended by the Companies Act 1989)

**COMPANY LIMITED BY SHARES**



**WRITTEN RESOLUTION** 21

**OF**

**CB RICHARD ELLIS EUROPE LIMITED**

**("Company")**

DECEMBER 2004

WAGGERS COLLAP


We, being the sole member entitled to attend and vote at general meetings of the Company resolve that the following resolutions are passed as written resolutions of the Company and shall take effect in accordance with section 381A of the Companies Act 1985 ("Act"), a copy having been delivered to the Company's auditors at the same time as being delivered to the Company's sole member for signature:

Cc Company's auditors

**WRITTEN RESOLUTIONS**

- 1 **THAT** the Company is for all purposes in connection with (i) the acquisition of the entire issued share capital of CB Richard Ellis Europe Limited by CB Richard Ellis Limited ("**CBHP**") completed on 16 December 2003 and (ii) the acquisition of the entire issued share capital of CB Richard Ellis Investors Limited by CBHP completed on the date of this resolution, hereby authorised the giving of financial assistance pursuant to section 151(2) Companies Act 1985 (the "**Act**") and in compliance with sections 155-158 of the Act as such financial assistance is more particularly set out in the sworn statutory declarations (the "**Statutory Declarations**") dated of even date and produced to the sole member of the Company (together with the statutory auditor's report annexed to each such statutory declaration).
- 2 **THAT**, notwithstanding any existing provisions of the memorandum or articles of association of the Company, the terms of all documents executed or to be executed by the Company and referred to in the Statutory Declaration and now produced to the sole member of the Company (together the "**Finance Documents**") be and are hereby approved.

- 3     **THAT** notwithstanding any personal interest, the board of directors of the Company be and hereby specifically authorised and directed for and on behalf of the Company to:
- 3.1   execute, deliver and perform the Finance Documents (in the form produced to the directors of the Company with such amendments as they shall in their discretion approve); and
- 3.2   enter into such other documentation and take such action as may be required in order to carry out the matters referred to in the Finance Documents.

Signed by  .....

**Mr Martin Lubieniecki** for and on behalf of CB Richard Ellis Limited

Date of Signature: 20 DECEMBER 2004