

Company number 3509019

The Companies Act 2006

Company limited by shares

SATURDAY



A24 \*AM7HFKL4\* 459  
05/06/2010  
COMPANIES HOUSE

### Written resolutions

of

Holaw (434) Limited (the "Company")

26 May 2010 (the "Circulation Date")

We being the sole member of the Company who would be regarded for the purpose of Chapter 2 of Part 13 of the Companies Act 2006 as entitled to vote on the resolutions set out below, HEREBY VOTE IN FAVOUR OF THE FOLLOWING RESOLUTIONS IN WRITING, as ordinary resolutions of the Company, and hereby irrevocably agree in accordance with section 288 of the Companies Act 2006 that the said resolutions shall for all purposes be valid and effective as if passed as ordinary resolutions at a general meeting of the Company duly convened and held:

### Ordinary resolutions

- 1 That, without prejudice to the articles of association of the Company, the sole member authorises the directors of the Company, and any future directors of the Company (and whether a sole director or not), to also be a director (as a sole director or with other directors, and whether all or some only of such other directors also have or do not have an authorisation to also be directors of other companies) of any subsidiary of the Company and/or of any subsidiary of Rotch Properties Limited and/or Rotch Property Group Limited and notwithstanding that such director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (including, without limitation, in relation to the exploitation of any property, information or opportunity, whether or not the Company could take advantage of it) and for this purpose, a conflict of interest includes a conflict of interest and duty and a conflict of duties
- 2 That the terms and arrangements contemplated by the execution and delivery by the Company of a supplemental agreement to be entered into between (1) Standard Life Assurance Limited (the "Lender"), (2) Placemanor Limited (the "Borrower"), (3) certain companies listed in Part 1 of Schedule 1 therein as Guarantors, (4) B&C Plaza Limited and (5) Barnmist Limited, Fleetweald Limited and Valleymile Limited (the "Supplemental Agreement") to a credit agreement originally dated 10 August 2004 and entered into between (1) the Lender, (2) the Borrower, and (3) certain companies listed in Schedule 1 therein as Guarantors, and the performance by the Company of its

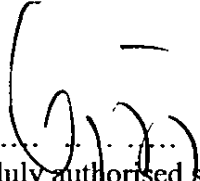
obligations under the Supplemental Agreement, be and are approved in the form supplied to the member of the Company entitled to vote on the resolutions set out herein prior to the signing of these Written Resolutions (subject to such changes as the Company's directors, in their absolute discretion, think fit (such opinion being evidenced by the execution of the Supplemental Agreement)).

- 3 That notwithstanding any provisions of the Company's memorandum and articles of association or any personal interest of any of the Company's directors, the Company's directors and/or secretary be and are hereby empowered, authorised and directed to execute and deliver the Supplemental Agreement for and on behalf of the Company (in such manner and subject to such changes as they, in their absolute discretion, think fit)

**Important:**

**Please read the notes at the end of this document before signifying your agreement to the ordinary resolutions.**

The undersigned, being the sole member entitled to vote on the resolutions on the Circulation Date (see Notes 4 and 5 below), hereby irrevocably agree to the ordinary resolutions.

  
.....  
duly authorised signatory  
for and on behalf of  
**Rotch Properties Limited**

Date. . . . 26 May 2010 ..

**A copy of this written resolution has been supplied to the auditors of the Company**

## **IMPORTANT**

### **Notes to shareholders about the proposed Written Resolutions**

1. You can choose to agree to all of the ordinary resolutions or none of them, but you cannot agree to only some of them. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:
  - By hand (by delivering the signed copy to Osborne Clarke, One London Wall, London, EC2Y 5EB marked for the attention of Nick Simpson).
  - By post (by returning the signed copy to Osborne Clarke, One London Wall, London, EC2Y 5EB marked for the attention of Nick Simpson).

**Please note that return of this document will not be accepted by fax or email.**

2. **The resolutions will lapse** if sufficient votes in favour of them have not been received within 28 days beginning with the Circulation Date. Unless you do not wish to vote on the resolutions, please ensure that your agreement reaches the Company on or before this date and time. If the Company has not received this document from you by then you will be deemed to have voted against the resolutions.
3. Once you have signified your agreement to the resolutions such agreement cannot be revoked.
4. In the case of joint holders of shares, only the vote of the holder whose name appears first in the register of members of the Company in respect of such joint holding will be counted by the Company to the exclusion of the other joint holder(s).
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