

Company No: 3679579

**The Companies Acts 1985-89**

**Company limited by shares**

**Special resolutions**

- of -

**KNOX ROAD (CAR PARK) LIMITED**

At an extraordinary general meeting of the company held on *March 10<sup>th</sup>* 1999, the following resolutions were passed:

**Special resolutions**

1. That the memorandum of association of the company is amended by the addition of new clauses J1 and J2 in the form of the document produced to the meeting and signed by the chairman for the purpose of identification as clauses J1 and J2.
2. That for the purposes of sections 155-158 (inclusive of the Companies Act 1985 ("the Act")) and having regard to the sworn statutory declaration of the directors of the company and the auditors report annexed thereto (both the declaration and the attached auditors report having been available for inspection at the meeting) and the directors recommendations that the passing of the resolutions are for the commercial benefit of the company, the giving of financial assistance within the meaning of section 151 of the Act to Nearbrook Limited for the purposes of the acquisition by Nearbrook Limited of the entire issued share capital of the company in the following way be and is hereby directed, approved, confirmed and ratified by granting a debenture over the whole of the assets of the Company in favour of the Royal Bank of Scotland Plc and a first legal charge in favour of The Royal Bank of Scotland plc over the company's *Q.Y.* <sup>*freehold*</sup> [freehold property] at Knox Road Car Park Cardiff in favour of The Royal Bank of Scotland plc which would indirectly assist Nearbrook in fulfilling its obligations under the agreement for the purchase of the shares in the company. And that the directors of the Company are hereby authorised, empowered and directed to arrange for the execution of each of the documents referred to in this clause 2 in accordance with their respective terms

*Q.Y.*  
Chairman



## **APPENDIX J1**

For any reason whatsoever to mortgage, charge, pledge or otherwise secure, either with or without the company receiving any consideration or advantage, all or any part of the undertaking, property, assets, rights and revenues, present and future, and uncalled capital of the company and to guarantee, indemnify or otherwise support or secure, either with or without the company receiving any consideration or advantage and whether by personal covenant or by mortgaging, charging, pledging or otherwise securing all or any part of the undertaking, property, assets, rights and revenues, present and future, and uncalled capital of the company or by any or all such methods or by any other means whatsoever, the liabilities and obligations of any person, firm or company including, but not limited to, any company which is for the time being the holding company or a subsidiary undertaking of the company or of the company's holding company.

## **APPENDIX J2**

To give any financial assistance, whether directly or indirectly, in connection with the acquisition of shares in the company or its holding company as would fall within sections 151 to 158 of the Companies Act 1985, as amended.

A handwritten signature in black ink, consisting of stylized initials followed by a long horizontal stroke and a large loop at the end.