

Company Number. 5608498

**THE COMPANIES ACT 1985 to 1989**  
**WRITTEN RESOLUTION**  
**of**  
**THE SOLE MEMBER OF**  
**HEVAF Grafton GP Limited (the "Company")**

(Passed on 23<sup>rd</sup> July 2007)

(Passed in accordance with section 381A of  
the Companies Act 1985)

We, being the sole member of the Company, hereby resolve by way of a Special Resolution as follows

- 1 THAT the provisions of each of the documents listed in the appendix to this written resolution (the "**Financial Assistance Documents**"), which the Company is proposing to enter into following the acquisition by the sole member of all the issued shares in the Company on 25 May 2007, be and are hereby approved (copies of the Financial Assistance Documents having been supplied to the sole member of the Company prior to the signing of this written resolution), subject to such changes as the Company's directors, in their absolute discretion, think fit
- 2 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 Financial Assistance Documents for the Company in such manner and subject to such changes as they, in their absolute discretion, think fit
- 3 THAT, notwithstanding that the execution by the Company of the Financial Assistance Documents and the performance of its obligations thereunder would constitute the giving by the Company of financial assistance within Sections 151 and 152 of the Companies Act 1985, the giving of financial assistance by the Company in the form and on the terms set out in the Form 155(6)a and auditors' report attached thereto (a copy of each of which has been supplied to the sole member of the Company prior to the signing of this Written Resolution) be and is hereby approved



Authorised signatory  
**HEVAF Master C S.à.r.l.**



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## Appendix

Capitalised terms defined in the Facility Agreement (described below) have the same meaning when used in this Appendix

- a) a facility agreement to be entered into between Company (on its own behalf) as guarantor, the Company (in its capacity as general partner of HEVAF Grafton Limited Partnership (the "LP")) as borrower and Abbey National Treasury Services plc (the "Lender") (the "Facility Agreement") pursuant to which the Company will (a) in its individual capacity, grant a guarantee to the Lender in respect of all the obligations of, inter alia, the LP to the Lender and (b) assume liability for the obligations of the LP to the Lender by virtue of its status as general partner of the LP under a limited partnership agreement dated 16 February 2006,
- b) a debenture to be entered into by the Company (on its own behalf) and the Lender pursuant to which the Company (on its own behalf) grants to the Lender fixed and floating charges over all its assets and undertaking in respect of all sums due from time to time by the Company to the Lender,
- c) a debenture to be entered into by the Company as general partner of the Partnership and the Lender pursuant to which the Partnership grants fixed and floating charges over all its assets and undertaking,
- d) a legal mortgage to be entered into by the Company as general partner of the Partnership and the Lender pursuant to which the Partnership grants a legal mortgage over the Property to the Lender,
- e) an assignment of rental income to be entered into by the Company as general partner of the Partnership and the Lender pursuant to which the Partnership assigns to the Lender rental income owing to or incurred to the Partnership in relation to Leases in respect of the Property (as defined therein),
- f) a charge over bank accounts to be entered into by the Company as general partner of the Partnership and the Lender pursuant to which the Partnership grants the Lender a fixed charge over the Deposit Account and the Rental Income Account (each as defined therein), and
- g) a director's certificate to be signed by any director of the Company pursuant to the Facility Agreement