

No: 3577582

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
NCP SOUTH EAST & EAST ANGLIA LIMITED
(the "Company")

The following written resolution was passed by the Company on 13 July 2004 as a special resolution.

SPECIAL RESOLUTION

THAT:

- (a) subject to compliance with sections 155 to 158 of the Companies Act 1985, the provision by the Company of financial assistance (as defined in section 152 of the Companies Act 1985) for the purpose of refinancing Tranche A of the Senior Facilities Agreement dated 16 April 2003 (which is debt used to refinance debt originally used to finance the acquisition by Parking International Limited of shares in the capital of the Company's holding company, Pointspec Limited), by the Company giving guarantees and security in respect of up to £73,235,439.03 of loan facilities and entering into subordination arrangements (the "**Assistance Documents**") all as more fully described in the directors' statutory declaration of solvency in Form 155(6)(a) be approved, it being noted that a copy of such declaration together with the auditors' report in support of such declaration had been previously made available for inspection by the sole member of the Company; and
- (b) the execution, delivery and performance of the Assistance Documents notwithstanding that the Company might be held to be giving financial assistance for the purposes of section 151 and 152 of the Companies Act 1985 be approved.



.....
Chairman

Presented by: Ashurst
Broadwalk House
5 Appold Street
London EC2A 2HA
Tel: 0207 638 1111
Ref : IAL/TRE10.00003



No: 3577582

THE COMPANIES ACT 1985
WRITTEN RESOLUTION
OF
NCP SOUTH EAST & EAST ANGLIA LIMITED
(the "Company")
(Passed on 13 July 2004)

We, the undersigned, being the sole member of the Company who (at the date of this resolution) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which we were present, hereby agree, pursuant to regulation 53 of Table A (adopted by article 1 of the Company's articles of association) to the following written resolution (which would otherwise be required to be passed as a special resolution):

RESOLUTION

THAT:

- (a) subject to compliance with sections 155 to 158 of the Companies Act 1985, the provision by the Company of financial assistance (as defined in section 152 of the Companies Act 1985) for the purpose of refinancing Tranche A of the Senior Facilities Agreement dated 16 April 2003 (which is debt used to refinance debt originally used to finance the acquisition by Parking International Limited of shares in the capital of the Company's holding company, Pointspec Limited), by the Company giving guarantees and security in respect of up to £73,235,439.03 of loan facilities and entering into subordination arrangements (the "**Assistance Documents**") all as more fully described in the directors' statutory declaration of solvency in Form 155(6)(a) be approved, it being noted that a copy of such declaration together with the auditors' report in support of such declaration had been previously made available for inspection by the sole member of the Company; and
- (b) the execution, delivery and performance of the Assistance Documents notwithstanding that the Company might be held to be giving financial assistance for the purposes of section 151 and 152 of the Companies Act 1985 be approved.



for and on behalf of
National Car Parks Group Limited