

MONDAY



**WRITTEN RESOLUTION  
OF**

**NCP North West Limited**

(company number 03577772)  
(the "Company")

CERTIFIED TO BE A TRUE  
COPY OF THE ORIGINAL  
*Baker & McKenzie LLP*  
**BAKER & MCKENZIE LLP**  
SOLICITORS  
100 NEW BRIDGE STREET  
LONDON  
EC4V 6JA 6/8/07

We, the undersigned, being all the members for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings of the Company **HEREBY PASS** the following written resolutions and agree that such resolutions shall, pursuant to s381A of the Companies Act 1985 (the "Act") for all purposes be as valid and effective as if the same had been passed as a special resolution at an Extraordinary General Meeting of the Company duly convened and held


It is **HEREBY RESOLVED** that

- 1 Subject to compliance with sections 155 to 158 of the Companies Act 1985 (the "Act") the giving by the Company of financial assistance for the purpose of the acquisition by MEIF II CP Holdings 3 Limited of the entire issued share capital of Parking Holdings Limited in the form described in the statutory declarations sworn by the directors of the Company pursuant to section 155(6) of the Act on the date hereof be approved
- 2 The board of directors of the Company be and it is hereby specifically empowered, authorised and directed to approve execute and deliver in such form and manner as they may determine -
  - (i) an accession letter (the "**SFA Accession Agreement**") pursuant to which the Company will accede as a Guarantor under a facility agreement dated 8 March 2007 as amended and restated on 14 March 2007 and 8 May 2007 made between, amongst others, MEIF II CP Holdings 3 Limited as Original Borrower, MEIF II CP Holdings 2 Limited as Original Guarantor, Royal Bank of Canada Europe Limited as Agent and Security Agent and Royal Bank of Canada as Original Lender (capitalised terms as defined therein), a copy of which was tabled (the "**Senior Facilities Agreement**"),
  - (ii) an accession deed (the "**Intercreditor Accession Agreement**") pursuant to which the Company will accede as an Additional Guarantor (as defined in the Intercreditor Agreement) under an intercreditor agreement dated 8 March 2007 as amended and restated on 1 May 2007 and made between, *inter alia*, MEIF II CP Holdings 3 Limited, Royal Bank of Canada Europe Limited and certain other group companies (the "**Intercreditor Agreement**"),
  - (iii) a composite debenture given by the Company, amongst others, in favour of Royal Bank of Canada Europe Limited (in its capacity as Security Agent for the Finance Parties (as defined therein) (the "**Debenture**") granted in order to, *inter alia*, guarantee the Liabilities (as defined in the Debenture),
  - (iv) an intra-group funding agreement between MEIF II CP Holdings 1 Limited, MEIF II CP Holdings 2 Limited and MEIF CP Holdings 3 Limited (the "**Borrowers**") as borrowers and the companies listed in Schedule 2 of the Intra-Group Funding Agreement (the "**Companies**") as lenders in which each of the Companies have agreed to make available to each Borrower a loan facility (the "**Intra-Group Funding Agreement**"), and
  - (v) a letter of support from the Borrowers to the Company, amongst others, pursuant to which the Borrowers have agreed to provide funds made

available to them under the Senior Facilities Agreement to the Company, amongst others, to help it meet its working capital needs, and the Company agrees, if requested, to support certain of its affiliates by either lending funds or refraining from requiring debts owing to it to be repaid (the "**Letter of Support**"), and, together with the SFA Accession Agreement, the Intercreditor Accession Agreement and the Debenture the "**Assistance Documents**")

(the Assistance Documents together with the Senior Facilities Agreement are the "**Finance Documents**")

- 3 It is in the best commercial interests of the Company to enter into the Assistance Documents (in the forms attached hereto together with such amendments, variations or modifications as the person(s) executing the same may in their absolute discretion think fit) and carry out its obligations thereunder and to enter into such other documents as, under the terms of the Assistance Documents or the Finance Documents, it is obliged or required to be a party to and that the directors be authorised to take or procure the taking of all steps necessary to give effect to the foregoing

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Duly authorised signatory for and  
on behalf of National Car Parks Group Limited  
Dated 21 July 2007