

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF



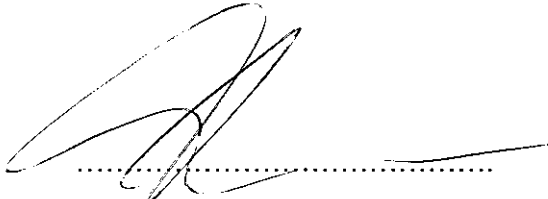
C.G.I.S. CITY PLAZA SHARES LIMITED

Passed on 3 November 2003

We, the undersigned, being the sole member of the above-named Company for the time being entitled to attend and vote at a general meeting of the Company, **RESOLVE**, in accordance with section 381A of the Companies Act 1985, that the following resolutions be passed by way of written resolution:

1. **THAT**, 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 reducing or discharging liabilities incurred for the purpose of the acquisition by City & General (Holdings) Limited and Uberior Investments plc (the **Purchasers**) of all the issued shares in the capital of C.G.I.S. Group Limited (**Group**) in the form described in the statutory declaration sworn by the directors of the Company pursuant to Section 155(6) of the Act on the date hereof be approved.
2. **THAT**, the execution, delivery and performance by the Company of a supplemental deed (the **Thirty-Third Supplemental Deed**) to be entered into between, inter alios, Group, the Company, C.G.I.S. Leicester DHSS Limited, C.G.I.S. Doncaster DHSS Limited and Law Debenture Trustees Limited (the **Trustee**), pursuant to which the Company will undertake obligations in connection with, and give security for the obligations of Group and its subsidiaries under, a trust deed dated 14 September 1994 constituting and securing £100,000,000 9⁵/₈ % First Mortgage Debenture Stock 2019 of Group, a first supplemental trust deed dated 20 September 1994, a second supplemental trust deed dated 14 October 1994 constituting and securing a further £45,999,570 9⁵/₈% First Mortgage Debenture Stock 2019 of Group and all deeds supplemental thereto (together the **Existing Deeds**), be approved (subject to any amendments agreed by the directors of the Company) even though the execution, delivery and performance of the Thirty-Third Supplemental Deed may constitute financial assistance for the purpose of reducing or discharging liabilities incurred for the purpose of the acquisition by the Purchasers of all the issued shares in the capital of Group.

3. **THAT**, the borrowing by the Company from Group of a loan in an aggregate amount of £15,365,000 for the purpose of enabling the Company to make a security deposit with the Trustee by way of further security for the obligations of Group and its subsidiaries under the Existing Deeds (the **Security Deposit**), and the making by the Company of the Security Deposit, be approved, even though the borrowing of such loan and the making of the Security Deposit may constitute financial assistance by the Company for the purpose of reducing or discharging liabilities incurred for the purpose of the acquisition by the Purchaser of all the issued shares in the capital of Group.

A handwritten signature in black ink, consisting of a large, stylized 'R' followed by a horizontal line.

SIGNED :
for and on behalf of
C.G.I.S. GROUP LIMITED