

Company Number 4233651

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

GROSVENOR CE ACQUISITIONS LIMITED (the "Company")

PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH  
SECTION 291 OF THE COMPANIES ACT 2006


SPECIAL RESOLUTIONS

- 1 THAT the Company be wound up voluntarily and that Jeremy Simon Spratt and Finbarr Thomas O'Connell of KPMG LLP, 8 Salisbury Square, London, EC4Y 8BB (the "Liquidators") be and hereby are appointed as joint liquidators of the Company for the purpose of such winding up, with power to act jointly or alone in such winding up
- 2 THAT the agreement dated 17 December 2007, a copy of which is appended to this written resolution and which is expressed to be made between (1) the Company, (2) Grosvenor Estate Holdings, (3) Grosvenor Overseas Holdings Limited, (4) Grosvenor International Limited, (5) Grosvenor Continental Europe Holdings Limited and (6) Grosvenor International S A , (the "Section 110 Transfer Agreement") be and is hereby approved, and the Liquidators be and hereby are authorised pursuant to this written resolution and section 110 of the Insolvency Act 1986
  - (i) to procure that the Company gives effect to the Section 110 Transfer Agreement, and
  - (ii) to execute any document and take any action considered necessary or desirable for the purpose of carrying the winding up of the Company into effect
- 3 That the Liquidators be and are hereby authorised to exercise any of the powers contained in Part 1 of Schedule 4 of the Insolvency Act 1986

ORDINARY RESOLUTIONS

- 4 THAT the remuneration of the Liquidators be fixed at their normal charging rates according to the time properly spent by them and members of their staff in attending to matters arising in the winding up of the Company (including those falling outside their statutory duties) and that they be authorised to draw their remuneration on account

By order of the board

  
Director/Secretary

Date 17/12/2007

SATURDAY



AIQ 22/12/2007 5  
COMPANIES HOUSE

**INFORMATION REQUIRED TO COMPLY WITH  
SECTION 291(4) OF THE COMPANIES ACT 2006**

- 1 Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions
- 2 The circulation date of the written resolutions is 17 December, 2007 (the "Circulation Date")
- 3 The procedure for signifying agreement by an eligible member to written resolutions is as follows
  - (A) A member signifies his agreement to proposed written resolutions when the company receives from him (or someone acting on his behalf) an authenticated document –
    - (i) identifying the resolutions to which it relates, and
    - (ii) indicating his agreement to the resolutions
  - (B) The document must be sent to the company in hard copy form or in electronic form
  - (C) A member's agreement to written resolutions, once signified, may not be revoked
  - (D) Written resolutions are passed when the required majority of eligible members have signified their agreement to them
- 4 The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006)

**AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION**

We, being the sole eligible member of the Company

- 1 confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006, and
- 2 hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006 and that resolutions 1, 2 and 3 shall take effect as special resolutions and that resolution 4 shall take effect as an ordinary resolution



Signed by  
for and on behalf of  
Grosvenor Estate Holdings

Date 17 December 2007.