

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
HAMSARD 2489 LIMITED

We, the undersigned, being the holders of all the issued share capital of the company pursuant to section 381A of the Companies Act 1985 (the Act), pass the following resolution:

That:

- (A) subject to compliance with sections 155-158 of the Act:
- (1) the entry into by the company of the supplemental agreement (the **Supplemental Agreement**) amending and restating the terms of a two year senior term loan facility dated 14th March, 2001 between Bromley Property Investments Limited (**BPIL**), Nationwide Building Society, Halifax plc and National Westminster Bank plc (together with the Supplemental Agreement, the **Amended Senior Term Loan Facility**) to which the company acceded;
 - (2) the issue by the company of a certificate (the **Certificate**) confirming the continuing effectiveness of the security provided under a composite guarantee and debenture dated 14th March, 2001 to which it had each acceded and adhered (the **Security Documents**); and
 - (3) the entry into by the company of a loan agreement (the **Intra-Group Loan Agreement**) with BPIL as borrower to enable BPIL to meet its obligations under the Amended Senior Term Loan Facility,

are hereby approved;

- (B) subject to compliance with sections 155-158 of the Act, the borrowing of further monies under the Amended Senior Term Loan Facility to discharge inter alia BPIL's liabilities under a two year mezzanine term loan facility dated 14th March, 2001 between BPIL and National Westminster Bank plc and such further monies as BPIL, BPT Limited and certain of its subsidiaries including the company may borrow in accordance with the Amended Senior Term Loan Facility (as further amended from time to time) which further borrowings will be secured by the Security Documents and the lending of monies by the company to BPIL under the Intra-Group Loan Agreement (the **Refinancing**) are hereby approved;



- (C) the entry into of the Supplemental Agreement and the Intra-Group Loan Agreement, the issue of the Certificate and the participation in the Refinancing by the company are in the best interests of the company and the approval of the entry into of the Supplemental Agreement and the Intra-Group Loan Agreement, the issue of the Certificate and the participation in the Refinancing by the company is given notwithstanding that the company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Act; and
- (D) this resolution shall have effect notwithstanding any provision of the company's articles of association.

Dated 9th December, 2002



For BPT LIMITED