



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

CITY & GENERAL SECURITIES FINANCE TWO LIMITED

Passed on 4 September 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 resolution be passed by way of written resolution:

THAT, the terms of, and the transactions contemplated by:

- (a) a guarantee and fixed and floating charges to be given by the Company over its entire undertaking and assets for the purpose of securing monies borrowed by City & General Securities under:
 - (i) an Acquisition Bridging Facility Agreement dated 11 June 2003 between City & General Securities (1), The Governor and Company of the Bank of Scotland (**BoS**) as Arranger (2), the financial institutions listed therein as original lenders (3), BoS as agent (4) and BoS as security trustee (5) (the **Acquisition Bridging Facility**);
 - (ii) a Senior A Facility Agreement dated 11 June 2003 between the same parties as the Acquisition Bridging Facility;
 - (iii) a Senior B Facility Agreement dated 11 June 2003 between the same parties as the Acquisition Bridging Facility and incorporating:
 - (aa) a Senior C Facility Agreement; and
 - (bb) a Revolving Credit Facility; and

(iv) a Mezzanine Facility dated 11 June 2003 between the same parties as the Acquisition Bridging Facility;

(together the **Facility Agreements**);

(b) the Facility Agreements;

(c) an Accession Letter (as defined in the Facility Agreements) to be signed by the Company by which the Company will accede to the Facility Agreements as a guarantor; and

(d) an accession deed by which the Company will accede to an Intercreditor Deed between the same parties as the Acquisition Bridging Facility;

be approved.

SIGNED :

for and on behalf of

CITY & GENERAL SECURITIES LIMITED

