

CARISBROOKE PROPERTY INVESTMENTS LIMITED (the "Company")

COMPANY NUMBER 05332194

WRITTEN RESOLUTIONS OF THE COMPANY

PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006

The directors of the Company propose that the following written resolutions be passed by the Company as special resolutions:

1. **THAT** the Company enters into:
 - 1.1 a novation agreement to be made between, among others, the Company, Carisbrooke Central Investments Limited ("**Carisbrooke Central Investments**") and Carisbrooke Lime Street in relation to the transfer of intra group debt as consideration for an agreement for the sale and purchase of the freehold interest in 25 and 26 Lime Street, London EC3M 7HR (the "**Lime Street Property**"), to be made between Carisbrooke Central Investments as seller and the Carisbrooke Lime Street as purchaser (the "**Freehold Novation Agreement**");
 - 1.2 a guarantee and debenture to be made between, among others, the Company as chargor and Anglo Irish Bank Corporation plc ("**Anglo Irish**") as security trustee and account bank (the "**New Debenture**"); and
 - 1.3 a security interest agreement to be made between, among others, the Company as chargor and Anglo Irish as security trustee (the "**New Security Interest Agreement**");(together the "**Relevant Documents**").
2. **THAT** the Directors have authority to approve the terms of, and the transactions contemplated by, the Relevant Documents and any related or ancillary document.
3. **THAT** neither Neil Young nor Nicholas Rumsey who are also members of Carisbrooke Arkle LLP and directors of the following companies:
 - 3.1 Carisbrooke Anglo Ventures Limited;
 - 3.2 Carisbrooke Properties Limited;
 - 3.3 Carisbrooke Central Limited;
 - 3.4 Carisbrooke Properties (Basingstoke) Limited;
 - 3.5 Carisbrooke Properties (Barry) Limited;
 - 3.6 Carisbrooke Central Investments Limited;
 - 3.7 Countryroad Investments Limited;
 - 3.8 Carisbrooke Lime Street Limited;
 - 3.9 GPF Investment Company Limited;
 - 3.10 GPF Douglas House No.1 Limited;



- 3.11 GPF Douglas House No.2 Limited;
- 3.12 GPF Hemel Hempstead No.1 Limited;
- 3.13 GPF Hemel Hempstead No.2 Limited;
- 3.14 GPF High Wycombe No.1 Limited;
- 3.15 GPF High Wycombe No.2 Limited;
- 3.16 GPF Lincoln No.1 Limited;
- 3.17 GPF Lincoln No.2 Limited;
- 3.18 GPF Peterborough No.1 Limited;
- 3.19 GPF Peterborough No.2 Limited;
- 3.20 GPF Woking No.1 Limited; and
- 3.21 GPF Woking No.2 Limited

shall infringe his duty to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of such companies entering into or otherwise being interested in the Relevant Documents and/or the transactions contemplated thereby.

- 4. **THAT** the granting of security under the Relevant Documents and the entry into by the Company of the proposed transactions substantially on the terms set out in the Relevant Documents will promote the success of the Company for the benefit of its members as a whole.
- 5. **THAT** these resolutions have effect notwithstanding any provision of the Company's Articles of Association.

Members of the Company who are eligible members because they are entitled to vote on the resolutions on the circulation date (that is the first date on which copies of the resolutions are first sent to members, being 1 December 2008) should sign and date below to signify their agreement to the resolutions and return the signed document by hand or by post to 22 Grosvenor Square, London W1K 6DT.

These resolutions must be passed by the requisite majority by the end of the period of 28 days beginning with the circulation date otherwise it will lapse.

Agreed

Signed 

for and on behalf of

Carisbrooke Properties Limited

Date 1 DECEMBER 2008