

THE COMPANIES ACT 2006

Company number 05481678

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
of
ONE VINCENT SQUARE LIMITED**

15th April 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolutions are passed as special resolutions (Resolution):

SPECIAL RESOLUTION

(1) **THAT** the declaration made by the directors of the Company in accordance with Section 155(6) and Section 156 of the Companies Act 1985 as amended ("the Act") annexing the auditors' report required by Section 156(4) of the Act being duly available for inspection by the members of the Company at the meeting at which this resolution is proposed) the giving by the Company of financial assistance for the purpose of discharging the liability of SW1 Properties Limited, incurred for the purpose of the acquisition of the entire issued share capital of the Company, such assistance to take the form of the entry into

- 1 A legal charge to be made between the Company (1) and Bank of Scotland plc (2),
- 2 A debenture to be made between the Company (1) and Bank of Scotland plc (2),
3. An intercreditor deed to be made between the SW1 Properties Limited (1) Bank of Scotland plc (2) and the Company (3), and
- 4 A charge over cash deposit to be made between the Company (1) and Bank of Scotland plc (2)

be and is hereby approved in accordance with Section 155(4) of the Act

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

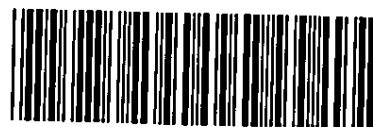
The undersigned, the sole shareholder of the Company on *15th* April 2008 hereby irrevocably agrees to the Resolution

Signed by
for and on behalf of
SW1 Properties Limited

Bhagat Chaudhri

Date *15th April 2008*

1



A31 *AMT19ZBQ* 389
30/04/2008
COMPANIES HOUSE