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COMPANY LIMITED BY SHARES

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CURZON PARK LIMITED (the "Company")

Circulation Date: 29 April 2010

**WRITTEN RESOLUTION**

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 we, being all the eligible members of the Company, irrevocably agree that the following resolution of the Company shall take effect as a special resolution:

**SPECIAL RESOLUTION**

That notwithstanding any interests of the directors of the Company and in order to satisfy the conditions precedent to the restatement agreement (the **Restatement Agreement**) to be entered into between (among others) Bank of Scotland PLC (the **Bank**) and the Company (pursuant to which the facility letter dated 23 February 2007 between the Bank and the Company will be amended and restated), the directors of the Company be and are hereby authorised to cause the Company to enter into the Restatement Agreement and the transactions contemplated by the Restatement Agreement. The directors of the Company are likewise authorised to enter into such other documents (including as a deed) and to take all such actions as they may consider necessary or desirable in connection with the Restatement Agreement, including a capital guarantee and an intra group loan agreement.

Signature: .....

Director for and on behalf of Development Securities  
(Curzon Park) Limited

Date of Signature: .....

Signature: .....

Director for and on behalf of Derwent Developments  
(Curzon) Limited

Date of Signature .. 29 April 2010 ..

THURSDAY



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03/06/2010  
COMPANIES HOUSE

**NOTES:**

- 1 If you agree to the above resolution please indicate your agreement by signing and dating this document where indicated and returning it to the Company not later than 11.59 p.m London time 7 days after the above circulation date using one of the following methods:
  - 1.1 **By Hand:** deliver it by hand to the Company Secretary at Portland House, Bressenden Place, London, SW1 5DS;
  - 1.2 **By Post:** send it by post to the Company Secretary at Portland House, Bressenden Place, London, SW1 5DS;
  - 1.3 **By Fax:** fax it to 020 7828 4999 marked for the attention of the Company Secretary; or
  - 1.4 **By Email:** email a scanned copy to the Company Secretary, [stephen.lanes@devsecs.co.uk](mailto:stephen.lanes@devsecs.co.uk)

If the Company has not received sufficient agreement by that date, the resolution will lapse.
- 2 Once you have indicated your agreement to the resolution, you may not revoke that agreement.
- 3 If you do not agree to the above resolution, you need not do anything. If no response is received from you as indicated above, you will be counted as withholding your agreement to the above resolution.
- 4 If this document is signed or otherwise approved by an attorney or other representative on behalf of a member, please provide a copy of the relevant power of attorney or other authority to sign when indicating your agreement to the above resolution, otherwise you may not be counted as agreeing to it

Company No: 05680321

THE COMPANIES ACT 1985 and 2006

COMPANY LIMITED BY SHARES

CURZON PARK LIMITED (the "Company")

29 April  
Circulation Date: ~~4 May~~ 2010

WRITTEN RESOLUTION

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SPECIAL RESOLUTION

That notwithstanding any interests of the directors of the Company and in order to satisfy the conditions precedent to the restatement agreement (the **Restatement Agreement**) to be entered into between (among others) Bank of Scotland PLC (the **Bank**) and the Company (pursuant to which the facility letter dated 23 February 2007 between the Bank and the Company will be amended and restated), the directors of the Company be and are hereby authorised to cause the Company to enter into the Restatement Agreement and the transactions contemplated by the Restatement Agreement. The directors of the Company are likewise authorised to enter into such other documents (including as a deed) and to take all such actions as they may consider necessary or desirable in connection with the Restatement Agreement, including a capital guarantee and an intra group loan agreement

Signature: .....

Company Secretary for and on behalf of Development Securities  
(Curzon Park) Limited

Date of Signature: ...4 May 2010.....

Signature .....

Director for and on behalf of Derwent Developments  
(Curzon) Limited

Date of Signature .....

WE HEREBY CERTIFY THAT THIS IS A TRUE  
AND CORRECT COPY OF THE ORIGINAL  
DATED THIS 1st DAY OF June 2010

Wragge & Co LLP  
WRAGGE & CO LLP

BIRMINGHAM, B3 2AS

**NOTES:**

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