

Company No. 06356912

THE COMPANIES ACT 2006
THE OFFICE (KIRBY) LIMITED
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

Circulation Date 18 June 2008

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, we being all the members of the Company entitled to attend and vote at an Extraordinary General Meeting of the Company, hereby resolve and agree that the resolutions set out below be and are passed as special resolutions and confirm that such resolutions shall be valid and effectual as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held

SPECIAL RESOLUTIONS

- 1 THAT the Company is for all purposes in connection with the acquisition by The Office Group Holdings Limited (the "Purchaser") of the entire issued share capital of the Company, hereby authorised to give financial assistance (as defined in section 151 of the Companies Act 1985) (the "Act") pursuant to section 152 of the Act and in compliance with sections 155-158 of the Act and the Company's Articles of Association as such financial assistance is more particularly set out in the sworn statutory declaration produced to the undersigned together with the statutory auditor's report annexed to the statutory declaration
- 2 THAT the following documents (together the "Finance Documents") be and are hereby approved
 - (a) a cross composite guarantee to be entered into on or about today's date in favour of HSBC Bank plc (the "Bank") pursuant to which the Company, the Purchaser, The Office Islington Limited, The Office (King's Cross) Limited, The Office (Marylebone) Limited, The Office (Shoreditch) Limited, The Office (Bristol) Limited and The Office (Farringdon) Limited (each a "Group Company" and together the "Group Companies") guarantee each other's obligations to the Bank (the "Bank Guarantee")
 - (b) a composite debenture and guarantee (the "BCVN Debenture and Guarantee") to be entered into on or about today's date in favour of Bridges Community Ventures Nominees Limited ("BCVN") pursuant to which the Group Companies guarantee each other's obligations to BCVN and secure such obligations by creating the security created under the BCVN Debenture and Guarantee
 - (c) an intra-group loan agreement to be entered into on or about today's date pursuant to which the Company agrees to make loan advances to the Purchaser to enable the Purchaser to meet its obligations to, inter alia, the Bank and to the Investors (as defined in the Intercreditor Deed) pursuant to the terms of the Finance Documents (as defined therein) (the "Intra-Group Loan Agreement"), and
 - (d) an intercreditor deed to be entered into on or about today's date between, amongst others, the Bank, the Group Companies, BCVN and others under which the Company (and the other Group Companies) acknowledge the arrangements between

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the parties thereto regulating their rights, responsibilities, claims, priorities and subordination against and in respect of each other and each Group Company (the "Intercreditor Deed").

- 3 THAT notwithstanding that the execution, delivery and performance by the Company of the Finance Documents and the performance of its obligations thereunder might be held to constitute the giving by the Company of financial assistance within sections 151-158 of the Act that the giving of financial assistance by the Company in the form and on the terms set out in the statutory declaration (including the auditors' report(s) attached thereto) attached to this written resolution pursuant to sections 151-158 of the Act, to the Purchaser for the purpose of acquiring shares in the Company be and is approved
- 4 THAT notwithstanding any provisions of the Company's Memorandum and Articles of Association or any personal interest, the board of directors of the Company be and hereby specifically authorised, empowered and directed in the name and on behalf of the Company to
 - (a) execute, deliver and perform the Finance Documents (in the form produced to the undersigned or with such amendments as they shall in their absolute discretion approve), and
 - (b) enter into such documentation and to take such actions as may be required in order to carry out the matters referred to above
- 5 That notwithstanding that the execution, delivery and performance by the Company of and the subsequent exercise of rights under the Finance Documents referred to in 2 above to which it is a party would constitute financial assistance within the meaning of sections 151 to 158 (inclusive) of the Companies Act 1985, the Company is receiving full and fair consideration for the obligations it is undertaking in accordance with the terms of the Finance Documents to which it is a party and accordingly, such entry and grant and the giving of such financial assistance is most likely to promote the success of the Company for the benefit of its members as a whole and is approved


Charles Richard Green

Date.. 18 JUNE 2008


Oliver Olsen

Date 18 JUNE 2008



Date.. 18 JUNE 2008

Signed by PHILIP NEWBOROUGH on behalf of Bridges Community Ventures Nominees Limited

NOTES:

- 1 If you agree to all of the above resolutions please indicate your agreement by signing and dating this document where indicated and returning it to Wragge & Co LLP by 18 June 2008 by sending it by post or delivering it by hand to 3 Waterhouse Square, 142 Holborn, London, EC1N 2SW marked for the attention of Victoria Rowland
- 2 If the Company has not received sufficient agreement by that date the resolutions will lapse
- 3 Once you have indicated your agreement to the resolutions you may not revoke that agreement