

Company No: 3385312

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

**RESOLUTIONS IN WRITING**

of

**TOWN CENTRE CAR PARKS GROUP LIMITED**

In accordance with Section 381A of the Companies Act 1985, the undersigned, being the sole member of the Company who, at the date of this resolution, is entitled to attend and vote at a general meeting of the Company, **HEREBY RESOLVES THAT:**

1. The authorised share capital of the Company be increased from £1,000 divided into 1,000 ordinary shares of £1 each to £15,002 divided into 15,002 ordinary shares of £1 each by the creation of a further 14,002 ordinary shares of £1 each.
2. The directors from time to time of the Company be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot relevant securities (within the meaning of that section), or to grant any right it subscribe for or to convert any security into, relevant securities in the Company up to a maximum nominal amount of £15,002 for a period of five years from the date of the passing of this resolution on which date the authority given by this resolution shall expire save that the Company may before such expiry of the authority make any offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority.

This written resolution shall take effect as a special resolution of the Company.

Signature: *Alan R. R.*

For and on behalf of Town Centre Securities PLC

Dated: 30/4/1998

