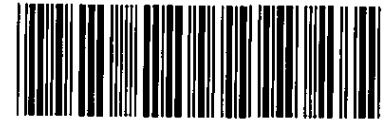


Company No: 06641265

THE COMPANIES ACT 2006

MONDAY



LD4

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20/07/2009

108

COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

LDC (MARGARET RULE FREEHOLD) LIMITED  
(the "Company") passed on 1 July 2009.

Pursuant to s288 of the Companies Act 2006, the directors of the Company propose to pass the following written resolution as an ordinary resolution:

ORDINARY RESOLUTION

1. THAT the Company approve the terms of and the transactions contemplated by the following documents to which the Company is a party:
    - 1.1 a second supplemental agreement between the parties to the Facility Agreement (defined below) and UNITE Finance One (Holdings) Limited, The UNITE Group plc, UNITE Finance One (Nominee) Limited, the Company, LDC (Margaret Rule Leasehold) Limited and LDC (Holdings) plc (the "**Second Supplemental Agreement**") amending and restating the Facility Agreement dated 6 May 2008 as amended and restated on 3 April 2009 with (1) UNITE Finance One (Property) Limited as borrower (the '**Borrower**') (2) UNITE Finance One (Accommodation Services) Limited ("**UFO**"), (3) The Governor and Company of the Bank of Ireland as arranger, (4) The Governor and Company of the Bank of Ireland as agent (the '**Agent**'), (5) The Governor and Company of the Bank of Ireland as lender ( the '**Original Lender**') and (6) The Governor and Company of the Bank of Ireland as counterparty to certain hedging arrangements whereby the Original Lender made available to certain companies within the UNITE group a secured loan facility of up to £116,048,100 (the "**Facility Agreement**").
    - 1.2 a directors' certificate addressed to the Agent and to be given by two Directors of the Company, making certain confirmations to the Agent and providing a set of sample signatures with respect to the execution of the Second Supplemental Agreement and related documents;
    - 1.3 any related documents,
- (together, the "**Documents**").

Pursuant to s288 of the Companies Act 2006, the directors of the Company propose to pass the following written resolutions as special resolutions.

## SPECIAL RESOLUTIONS

2. THAT neither of Michael Bennett and Steven Grant who are also directors of some or all of LDC (Margaret Rule Leasehold) Limited, UNITE Finance One (Holdings) Limited, UNITE Rent Collection Limited, UNITE Finance One (Property) Limited, UNITE Finance One (Nominee) Limited, UNITE Finance One (Accommodation Services) Limited, LDC (Holdings) Plc and UNITE Integrated Solutions Plc (the "Relevant Companies") shall infringe their duty to avoid a situation in which they have, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company as a result of the Relevant Companies entering into or otherwise being interested in some or all of the Documents and/or the transaction contemplated thereby.

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

The undersigned, a person entitled to vote on the Resolution on *1 July* 2009 hereby irrevocably agrees to the Resolution:



.....  
For and on behalf of  
LDC (HOLDINGS) PLC  
(the sole member of the Company)

Dated: *1 July* 2009

### NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to Andrew Reid, The Core, 40 St Thomas Street, Bristol, BS1 6JS.
- **Post:** returning the signed copy by post to Andrew Reid, The Core, 40 St Thomas Street, Bristol, BS1 6JS
- **Fax:** faxing the signed copy to 0117 302 7402 marked "For the attention of Andrew Reid".

- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to [andrew.reid@unite-group.co.uk](mailto:andrew.reid@unite-group.co.uk). Please enter "Written resolutions dated **1 JULY** 2009 in the e-mail subject box.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless, by **29 JULY** 2009, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.