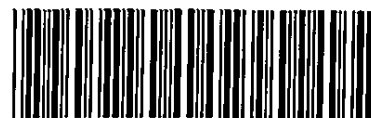


Company No: 06641265

THE COMPANIES ACT 2006

THURSDAY



LD3 *L7LQD8VJ* 09/04/2009 213
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

LDC (MARGARET RULE FREEHOLD) LIMITED

(the "Company") passed on 30 March 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 deed of confirmation and accession in relation to a Facility Agreement dated 6 May 2008 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**") to be made between the Borrower, UFO, UFOH, the Company and LDC (Margaret Rule Leasehold) ("**MRH LH**") Limited, The UNITE Group plc, UNITE Finance One (Nominee) Limited and the Agent;
 - 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 Facility Agreement and related documents;
 - 1.3 a debenture to be made between the Company and the Agent;
 - 1.4 a deed of subordination to be made between the Company, the Borrower, UFO, UNITE Finance One (Holdings) Limited, MRH LH, LDC (Holdings) Plc and the Agent;
 - 1.5 a declaration of trust to be made between the Company, MRH LH, and UNITE Rent Collection Limited;

- 1.6 a declaration of trust to be made between the Company, MRH LH and UNITE Integrated Solutions Plc ("UIS");
 - 1.7 a form TR1 transfer relating to the sale and purchase of Margaret Rule Hall, Isambard Brunel Road, Portsmouth PO1 2DR, England and registered at the Land Registry with freehold title number HP231553 to be made between the Borrower and the Company;
 - 1.8 a management lease between the Company and MRH LH;
 - 1.9 a property management agreement between the Company, MRH LH and UIS relating to Margaret Rule Hall;
 - 1.10 a duty of care agreement between UIS, the Company, MRH LH and the Agent;
 - 1.11 a duty of care agreement between URC, the Company, MRH LH and the Agent; and
 - 1.12 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 (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.
3. THAT the Articles of Association of the Company be amended by inserting the following as Article 13.3:

"Where any mortgage, charge or other security interest ("**Security**") has been granted to any person (a "**Mortgagee**") by any member then, despite any other provision of these Articles, the directors shall not decline to register any duly stamped transfer of shares registered in the name of that member if that duly stamped transfer:

 - A. is executed by any member in favour of any person; or
 - B. is executed by the Mortgagee or any receiver or nominee appointed by the Mortgagee pursuant to the Security in favour of any person,

and that duly stamped transfer is presented with a certificate signed by a duly appointed officer of the Mortgagee or such receiver or nominee stating that the shares are to be transferred in accordance with rights granted under the Security."

4. THAT the Articles of Association of the Company be amended by the deletion of Article 3.1.

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 30 March 2009 hereby irrevocably agrees to the Resolution:



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

Dated: 30 March 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. Please enter "Written resolutions dated 30 March 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.