

Lend Lease Construction Holdings (EMEA) Limited (the "Company")
(Registered Number 00231889)

Written Resolution
of the Members of the Company

Circulation date 24 September 2014

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "**Act**"), the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**")

SPECIAL RESOLUTION

THAT the following be hereby authorised and ratified

The directors of the Company having on 24 September 2014 made a solvency statement in accordance with section 643 of the Companies Act 2006, (i) the Company's share premium account be reduced from £104,781,103 to £0, (ii) the Company's share capital account be reduced from £55,218,992 to £1,000 by the cancellation of 55,217,992 ordinary shares, and (iii) an amount equal to £159,999,095 be credited to the distributable reserves of the Company

AGREEMENT

The undersigned, a person entitled to vote on the Resolution on 24 September 2014, hereby irrevocably agrees to the Resolution

Signed by 
on behalf of Lend Lease Europe Holdings Limited

Date 24.09.2014

