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C. R. Chapman
SECRETARY

Company Number 00780367

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

OF

GEORGE WIMPEY SOUTH MIDLANDS LIMITED (the "Company")

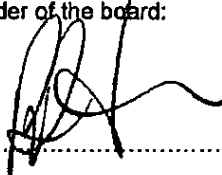
**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

ORDINARY RESOLUTIONS

The directors of the Company propose that the following ordinary resolutions be passed:

1. THAT the authorised share capital of the Company be increased to £13,000,000 by the creation of 1,000,000 additional Ordinary Shares of £1 each.
2. THAT the Board be and it is hereby generally and unconditionally authorised in substitution for all subsisting authorities to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to an aggregate nominal amount of £300,000, which authority shall expire on the date five years from the date on which this resolution is passed (unless previously revoked or varied by the Company in general meeting) save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

By order of the board:



Director

26.6.09

Date

MONDAY



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13/07/2009

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COMPANIES HOUSE

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**INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) OF THE COMPANIES ACT
2006**

1. Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.
2. The circulation date of the written resolutions is 26 June 2009 (the "Circulation Date")
3. The procedure for signifying agreement by eligible members to written resolutions is as follows:
 - (A) A member signifies his agreement to proposed written resolutions when the company receives from him (or someone acting on his behalf) an authenticated document –
 - (i) identifying the resolutions to which it relates, and
 - (ii) indicating his agreement to the resolutions.
 - (B) The document must be sent to the company in hard copy form or in electronic form.
 - (C) A member's agreement to written resolutions, once signified, may not be revoked.
 - (D) Written resolutions are passed when the required majority of eligible members have signified their agreement to them.
4. The period for agreeing to the written resolutions is the period of 28 days beginning with the Circulation Date (see Section 297 Companies Act 2006).

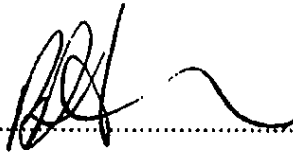
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AGREEMENT BY ELIGIBLE MEMBERS TO WRITTEN RESOLUTION

We, being together all the eligible members of the Company:

1. confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006; and
2. hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006 and that such resolutions shall take effect as ordinary resolutions.

Executed on behalf of Taylor
Wimpey UK Limited


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By: P R Andrew.

Capacity: Director

Date: 26 June 2009