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| L | - | L | - | L | - |

1131658⁸⁵



The assistance is to be given to: (note 2) 6th Duke of Westminster and Others, being the present
trustees of the Will of the Most Noble the 2nd Duke of Westminster deceased

Please do not
write in this
margin

Please complete
legibly, preferably
in black type, or
bold block
lettering

The assistance will take the form of:

1. An Agreement for lease of parts of the Grosvenor Mayfair Estate and relating to the Mayfair and Belgravia Management Schemes to be entered into by (1) Grosvenor (Belgravia) Estate ("GBE"), (2) the Company, (3) Grosvenor West End Properties ("GWEP"), (4) Grosvenor Properties ("GP"), (5) Grosvenor Commercial Properties ("GCP") and (6) 6th Duke of Westminster and Others, being the present trustees of the Will of the Most Noble the 2nd Duke of Westminster deceased;
2. the Deed of Variation relating to the waiver of certain restrictions attaching to the leases of certain properties forming part of the Grosvenor Mayfair Estate and the Grosvenor Belgravia Estate, to be entered into between (1) the Company, (2) GBE, (3) GWEP, (4) GP and (5) GCP;
3. leases of each of (a) 100 Park Lane and 32/34 Culross Street, London W1, (b) 88 Brook Street, London W1 and (c) 36 South Street, London W1 to be entered into between (1) the Company and (2) GWEP;
4. lease of part of West One Shopping Centre, Oxford Street, London W1 to be entered into by (1) the Company and (2) GP; and
5. Loan Agreement between (1) Grosvenor Estate Holdings and (2) the Company.

The person who ~~XXXXXXX~~ [will acquire] † the shares is:

† delete as
appropriate

The 6th Duke of Westminster and others being the present trustees of the Will of the Most Noble The 2nd Duke of Westminster deceased.

The principal terms on which the assistance will be given are:

The entry into each of the agreements referred to in the preceding box by the Company without the payment of consideration being made to the Company.

The amount of cash to be transferred to the person assisted is £ Nil

The value of any asset to be transferred to the person assisted is £ Nil

The date on which the assistance is to be given is The date of this Statutory Declaration

delete either (a) or
(b) as appropriate

[illegible]

70 Grosvenor Street, London W1K 3JP

on

| Day | Month | Year |
|-----|-------|------|
| 03 | 02 | 2006 |

MARTIN ET BUCHNER

~~the Peace or a Solicitor~~ having the powers conferred on
a Commissioner for Oaths.

Blum
Sarah Jane Curtis
~~XXXXXXXXXX~~
D. J.
Curtis

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

INDEPENDENT AUDITORS' REPORT TO THE DIRECTORS OF GROSVENOR (MAYFAIR) ESTATE ("THE COMPANY") PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors of the Company dated 3 February 2006 in connection with the proposal that the Company should give financial assistance for the purchase of 100 (one hundred) of the Company's ordinary shares.

This report is made solely to the directors of the Company for the purpose of section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors of the Company those matters that we are required to state to them in an auditors' report under that section and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company, for our work, for this report, or for the opinions that we have formed.

Basis of opinion

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act is unreasonable in all the circumstances.

Deloitte & Touche LLP

Deloitte & Touche LLP
London
Chartered Accountants and Registered Auditors
3 February 2006

I CERTIFY THIS TO BE A TRUE COPY
OF THE ORIGINAL IN MY POSSESSION

SIGNED

N.P. Stone

DATE

6.2.06

Bosch Haffield