

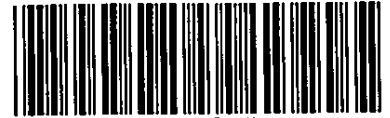
**Lovell Partnerships Limited**

Company No  
2387333

Companies Act 2006

Written Resolutions of the Members  
(Proposed by the Directors)

SATURDAY



\*A0031Q15\*

A04

18/12/2010

209

COMPANIES HOUSE

In accordance with Part 13, Chapter 2 of the Companies Act 2006, the board of directors propose that the resolutions set out below be submitted to the eligible members of the Company as written resolutions and passed, Resolutions 1 and 2 as Ordinary Resolutions and Resolution 3 as a Special Resolution

**Ordinary Resolutions**

- 1 *"That the capital of the Company be increased from £42,000,000 00 to £70,000,000 00 by the creation of 28,000,000 ORDINARY £1 shares of £1 00 each ranking pari passu in all respects with the existing ORDINARY £1 shares in the capital of the Company "*
- 2 *"That the directors be and they are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution Provided that the authority hereby given shall expire 5 years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company before the expiry of this authority "*

**Special Resolution**

- 3 *"That the articles of association of the Company be amended by inserting a new Article 3A*

**SHARE CAPITAL**

*The capital of the Company is £70,000,000 00 divided into 70,000,000 Ordinary Shares of £1 each "*

We being the eligible members of the Company hereby signify our irrevocable agreement to the Resolutions in accordance with the acceptance procedure set out below

The Members

**£1 00 ORDINARY £1 shareholders:**

  
On behalf of Morgan Sindall Group plc

Date of Signature

16/12/10

## **Written Resolution - Acceptance Procedure**

**Members who agree to the Resolution(s), MUST notify the Company of their approval using one of the methods specified below by 16 December 2010. Failure to do so will render all such approvals invalid.**

To signify consent to the Resolution(s), members should indicate their agreement by signing and dating this document where shown above, and thereafter deliver it to Clare Sheridan at Morgan Sindall plc, Kent House, 14-17 Market Place, London, W1W 8AJ by means of

delivering the document by hand, or

sending the document by post, or

sending an e-mail to [clare.sheridan@morgansindall.com](mailto:clare.sheridan@morgansindall.com), attaching a scanned copy of the signed and dated document

If Members return the document by post, their agreement to the Resolution(s) will not be accepted by the Company if the person to whom the document has been addressed has not received it by the date specified above

Members do not need to take any action if they do not agree to the Resolution(s)