

Company No. 03540670

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

LENDLEASE EUROPE GP LIMITED

(the "Company")

(passed on 28 January 2020)

WEDNESDAY



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29/01/2020


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COMPANIES HOUSE

At a class meeting of the holders of the class D shares of the Company held at 20 Triton Street, Regent's Place, London, NW1 3BF on 28 January 2020 at 9.30 am. the following resolution was passed as a special resolution.

SPECIAL RESOLUTION

1. THAT, with effect from the conclusion of the meeting, and subject to the passing of a resolution in identical terms by the holders of the D Shares at a class meeting of such holders, the articles of association of the Company be amended as follows:
  - a. by the deletion of the existing Article 14 and the insertion of following as a new Article 14 in its place:  
*"Subject to Articles 13 and 16, a majority of the holders of the issued D Shares shall be entitled to appoint and remove from office, by a resolution passed at a class meeting of the holders of the D Shares, any D Director."*
  - b. by the deletion of the existing Article 15;
  - c. by the deletion of the words "other than a D Director retiring at a Retirement Meeting pursuant to Article 14" in the first line of Article 16;
  - d. by the deletion of the words "or Article 19" in the second line of Article 17 and the words "(other than, in the case of a Retirement Meeting, D Directors retiring at that meeting)" in the third and fourth lines of Article 17;
  - e. by the deletion of the existing Articles 18 and 19;
  - f. the words "Error! Reference source not found" in the definition of "D Directors" in Article 35 shall be replaced with "14"; and
  - g. the remaining Articles, and any corresponding cross-references, in the articles of association of the Company shall be re-numbered and construed accordingly.

  
 Director

Company No. 03540670

**THE COMPANIES ACT 2006**

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**COMPANY LIMITED BY SHARES**

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**RESOLUTIONS**

**of**

**LENDLEASE EUROPE GP LIMITED**

**(the "Company")**

**(passed on 28 January 2020)**

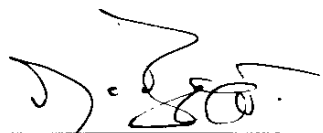
At a general meeting of the Company held at 20 Triton Street, Regent's Place, London, NW1 3BF on 28 January 2020 at 9.45 am. the following resolutions were passed of which number 1 is a special resolution and number 2 is an ordinary resolution.

**SPECIAL RESOLUTION**

1. THAT, with effect from the conclusion of the meeting, and subject to the passing of a resolution in identical terms by the holders of the D Shares at a class meeting of such holders, the articles of association of the Company be amended as follows:
  - a. by the deletion of the existing Article 14 and the insertion of following as a new Article 14 in its place:  
*"Subject to Articles 13 and 16, a majority of the holders of the issued D Shares shall be entitled to appoint and remove from office, by a resolution passed at a class meeting of the holders of the D Shares, any D Director."*
  - b. by the deletion of the existing Article 15;
  - c. by the deletion of the words "*other than a D Director retiring at a Retirement Meeting pursuant to Article 14*" in the first line of Article 16;
  - d. by the deletion of the words "*or Article 19*" in the second line of Article 17 and the words "*(other than, in the case of a Retirement Meeting, D Directors retiring at that meeting)*" in the third and fourth lines of Article 17;
  - e. by the deletion of the existing Articles 18 and 19;
  - f. the words "*Error! Reference source not found*" in the definition of "**D Directors**" in Article 35 shall be replaced with "*14*"; and
  - g. the remaining Articles, and any corresponding cross-references, in the articles of association of the Company shall be re-numbered and construed accordingly.

**ORDINARY RESOLUTION**

2. THAT, the continued appointment of the existing D Directors and any decisions made or purported to be made by them in the proper performance of their duties as directors of the Company prior to the passing of this resolution, be approved, confirmed and ratified as an act and deed of the Company, notwithstanding whether the appointment of any such D Director was in breach of the maximum consecutive term limits in the existing articles of association of the Company and/or notwithstanding any failure to hold Retirement Meetings (as defined in the existing articles of association of the Company) at which any such D Director should have retired.

  
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Director