

SIMON GROUP PENSION FUND LIMITED (the "Company")

(Company number 03729094)

Special Resolution

We, being all the eligible members of the Company, irrevocably agree that the resolution below is passed as a special resolution of the Company (the "Resolution"):

Special Resolution

To authorise an amendment to the articles of the association of the Company (the "Articles") attached at Annex A as follows:

(a) That Article 12 be deleted and replaced as follows:

"The Member Nominated Director will be selected in accordance with the procedure adopted by the Trustee from time to time pursuant to section 242 of the Pensions Act 2004"

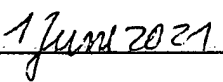
(b) That Article 15 (a) be deleted and replaced as follows:

"The date on which the Director's period of office expires, being the fourth anniversary of the date of the Director's appointment, or earlier in accordance with the procedures adopted by the Trustee from time to time."

(c) Accordingly, the adoption of a new version of the articles incorporating that amendment, in the form at Annex B (the "New Articles").



Dirk Hooybergs (Representing Simon Group Limited)



Date of Signature

Simon Group Limited

Registered address: 130 Shaftesbury Avenue, 2nd Floor, London, W1D 5EU
Company number: 00052665

