

Company number 4118530

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

WIMPEY HOMES WEST MIDLANDS LIMITED

Passed on 2 July 2001

Pursuant to Section 381A of the Companies Act 1985 and the articles of association of Wimpey Homes West Midlands Limited (the "Company"), the following resolutions were passed and signed by the sole member of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company and shall for all purposes be as valid and effective as if the same had been passed as ELECTIVE RESOLUTIONS at a General Meeting of the Company duly convened and held.

ELECTIVE RESOLUTIONS

- 1 That, pursuant to Section 366A of the Companies Act 1985, the Company hereby elects to dispense with the holding of an annual general meeting in 2001 and in each subsequent year.
- 2 That, pursuant to Section 252 of the Companies Act 1985, the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meetings in respect of the financial year ending 31 December 2001 and subsequent years.
- 3 That, pursuant to Section 386 of the Companies Act 1985, the Company hereby elects to dispense with the obligations to appoint auditors annually.
- 4 That, pursuant to Section 80A of the Companies Act 1985, the Company hereby elects that the provisions of Section 80A shall apply to the Company and the directors' authority to allot relevant securities shall extend to all relevant securities of the Company which are at the time of the passing of this resolution unissued. The general authority is given for an indefinite period.

.....*K. M. Rush*.....  
Director

Dated: 2 July 2001

