

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

MEADOWHALL SHOPPING CENTRE LIMITED

Company number: 4276642

(the "Company")

**MEMORANDUM OF CAPITAL MADE IN ACCORDANCE WITH SECTION 644(2) OF
THE COMPANIES ACT 2006 ON 6 FEBRUARY 2009**

Following a reduction of capital approved by a written resolution of the Company passed on
6 February 2009, the Company's share capital is as follows:

AUTHORISED SHARE CAPITAL

Total number of authorised shares: one ordinary share of £1.00.

Aggregate nominal value of authorised share capital: £1.00.

ISSUED SHARE CAPITAL

Total number of issued shares: one ordinary share of £1.00.

Aggregate nominal value of issued share capital: £1.00.

Amount paid up on each issued share £1.00 per ordinary share.

Amount unpaid on each issued share Nil.

The shares in the capital of the Company have the rights ascribed to them by the articles of association of the Company.

