

Company number
04396578

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF

COASTCOURT LIMITED (the Company)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposed that the following resolutions be passed as special resolutions

SPECIAL RESOLUTIONS

- 1 **THAT** the Articles of Association of the Company be amended by inserting the following as a new Article 24A immediately after Article 24

"Notwithstanding anything to the contrary in these Articles of Association (including Articles 24 and 26 of these Articles of Association), the directors of the Company shall not decline to register, nor suspend registration of any transfer of shares where such transfer.

(a) is to

- (i) a bank or financial institution or to a trust, fund or other entity which is regularly engaged in or established for the purpose of making, purchasing or investing in loans, securities or other financial assets or to an affiliate thereof (any such entity a **Financial Institution**) or an agent or trustee for any Financial Institution where a security interest has been or is purported to be granted over those shares (each a **Security**) that benefits a Financial Institution, and/or
- (ii) a company or other entity to whom such shares are transferred at the direction of a Financial Institution and/or any administrative receiver, administrator, receiver or receiver and manager or similar entity (a **Receiver**) pursuant to powers granted to it under the Security; and

(b) is delivered to the Company for registration in order to perfect or protect any Security of a Financial Institution, or

(c) is executed by a Financial Institution or Receiver pursuant to a power of sale or other such power under any Security "

2. **THAT** the Company enters into a debenture granting certain security interests for the benefit of the lenders (the **Debenture**) under a credit agreement (the **Credit Agreement** and together with the Debenture, the **Finance Documents**) between, amongst others, Strandbrook Limited, the Company's indirect parent, as the borrower and Dekabank Deutsche Girozentrale as agent for a facility of £338,000,000 arranged by Dekabank Deutsche Girozentrale and ING Real Estate Finance (UK) B V

THURSDAY



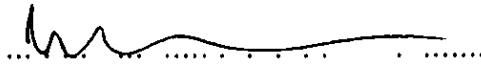
3. **THAT** the Directors have authority to approve the terms of, and the transactions contemplated by the Finance Documents and any related document to which the Company is a party.
- 4 **THAT** the entry by the Company into the proposed transactions substantially on the terms set out in the Finance Documents (including giving the security) is in the best interests of the Company's business and will promote the success of the Company for the benefit of its members as a whole
- 5 **THAT** these resolutions have effect notwithstanding any provision of the Company's articles of association.



AGREEMENT OF ELIGIBLE MEMBERS*

The undersigned, being the sole eligible member on 14 July 2011 (the circulation date), irrevocably agrees to the resolutions set out above

Signed by


.....
for and on behalf of
CAPELLE PROPERTIES LIMITED

Date 14 July 2011

Eligible members must signify their agreement to the proposed resolutions as follows (i) by hand, by delivering a signed copy to David Collard at Berkeley Square House, Berkeley Square, London, W1J 6DD, (ii) by post, by sending a signed copy to David Collard at Berkeley Square House, Berkeley Square, London, W1J 6DD, or (iii) by e-mail, by sending a scanned signed copy of the resolutions to DCollard@WestbrookPartners.com. Eligible members must signify their agreement to the proposed resolutions within the period of 28 days from and including the circulation date. However, eligible members who do not agree with the proposed resolutions do not need to reply. Once eligible members have signified their agreement to the proposed resolutions, their agreement may not be revoked. The proposed resolutions will lapse if they are not passed by the end of that 28 day period.

*Note. "Eligible members" are those members who are or would be entitled to vote on the above resolution on the circulation date (i.e. the date on which copies of the resolution are first sent or submitted to members)

