

Company no. 04459443

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

INVISTA REAL ESTATE INVESTMENT MANAGEMENT LIMITED

("Company")

Written resolutions of the Company pursuant to chapter 2 part 13 of the Companies Act 2006 ("Act") proposed by the directors of the Company, proposed as ordinary and special resolutions

ORDINARY RESOLUTION

1. **That**, for the purposes of section 175 of the Companies Act 2006, the directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a director under that section to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company, provided that authorisation of such a matter shall be effective only if
 - 1 1 any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question and any other interested director (together the "**Interested Directors**"), and
 - 1 2 the matter was agreed to without the Interested Directors voting or would have been agreed to if the votes of the Interested Directors had not been counted

SPECIAL RESOLUTION

- 2 **That** the Company's articles of association be and are hereby amended by the insertion of new articles 21 and 22 with the remaining articles renumbered accordingly in the form attached and initialled by a director for identification purposes

Circulation date *9 December* 2010

Registered office:


**Exchequer Court
33 St Mary Axe
London
EC3A 8AA**

TUESDAY



Agreement to written resolutions

We, the undersigned, being the sole person entitled to vote on the above resolutions, irrevocably agree to such resolutions

Name of corporate member	INVISTA REAL ESTATE INVESTMENT MANAGEMENT HOLDINGS PLC	
Signed by authorised person on behalf of corporate member	 (Director)	Dated 9/12/2010

Invista Real Estate Investment Management Limited - ("Company")

WRITTEN RESOLUTIONS: CIRCULATED ON 9 DEC 2010

Note: This document is important and requires your immediate attention.
Please read the explanatory statement to members before signifying your agreement to the resolutions in this document

EXPLANATORY STATEMENT TO MEMBER

1. Nature of written resolutions

This document contains proposed written resolutions of Invista Real Estate Investment Management Limited for approval by you as a member of the Company. Resolution 1 is proposed as an ordinary resolution and requires members holding a simple majority of the total voting rights of members entitled to vote on the resolution to vote in favour of it to be passed. Resolution 2 is proposed as a special resolution and requires members holding not less than 75 per cent of the total voting rights of members entitled to vote on the resolution to vote in favour of it to be passed.

2. Period to approve written resolutions

If the Company has not received the necessary level of members' agreement to pass the resolutions by the date falling 28 days from the date the resolutions were first circulated to members, the resolutions will lapse.

3. Action required if you wish to approve the resolutions:

Please signify your agreement to the resolutions by completing your details and signing and dating the document in the boxes provided and returning it to the Company. **Once you have signified your agreement to the resolutions, you cannot revoke it.** Please ensure that your agreement reaches us no later than the date falling 28 days from the date of circulation set out above.

4. Action required if you do not wish to agree to the resolutions:

You do not have to do anything. Failure to respond will not be treated as agreement to the resolutions.



COMPANIES HOUSE

AMENDED ARTICLES

21 Transactions or arrangements with the Company

Subject to compliance with the Companies Act 2006 (including sections 177 (*Duty to declare interest in proposed transaction or arrangement*) and 182 (*Declaration of interest in existing transaction or arrangement*) of the Companies Act 2006), a director may be a party to, or otherwise (directly or indirectly) interested in, any transaction or arrangement with the Company

22 Directors' conflicts of interest

22 1 Provided that a director has declared the nature and extent of his interest (other than a non-disclosable interest) to the other directors, he shall be authorised for the purposes of section 175 of the Companies Act 2006

22 1 2 to hold office as a director or other officer of, be employed or engaged by, hold shares or other securities in, or otherwise be interested in, whether directly or indirectly, any group undertaking of the Company or any other undertaking in which the Company is otherwise (directly or indirectly) interested,

22 1 3 to participate in any scheme, transaction or arrangement for the benefit of employees or former employees of the Company or any group undertaking of the Company (including any pension fund or retirement, death or disability scheme or other bonus or employee benefit scheme),

22 1 4 to act as a trustee of any scheme for the benefit of employees or former employees of the Company or any group undertaking of the Company (including any pension, retirement, death or disability scheme or other bonus or employee benefit scheme),

22 1 5 to enter into, or otherwise be interested in, whether directly or indirectly, any transaction or arrangement in which the Company is (directly or indirectly) interested (other than a transaction or arrangement with the Company), and

22 1 6 to be a party to any transaction or arrangement with any group undertaking of the Company or any other undertaking in which the Company is otherwise (directly or indirectly) interested

A "non-disclosable interest" is an interest which cannot reasonably be regarded as likely to give rise to a conflict of interest or one that the other directors are already aware of or ought reasonably to be aware of

22 2 The following provisions of this article apply to any authorisation of a matter by the directors for the purposes of section 175 of the Companies Act 2006

22 2 1 an authorisation may extend to any actual or potential conflict of interest (including a conflict of interest and duty and a conflict of duties) which may reasonably be expected to arise out of the matter so authorised,

22 2 2 an authorisation shall be subject to such conditions or limitations as the directors may determine, whether at the time such authorisation is given or subsequently, and may be terminated by the directors at any time, and

22 2 3 a director must comply with any obligations imposed on him by the directors pursuant to any authorisation

22 3 If a matter, office, employment, engagement, position, transaction or arrangement or interest has been authorised either pursuant to article 22 1 or by the directors in accordance with section 175 of the Companies Act 2006, then the director in question shall not be required to disclose to the Company any confidential information received by him (other than by virtue of his position as a director) relating to such matter, office, employment, engagement, position, transaction or arrangement or interest, or to use such information in relation to the Company's affairs, if to do so would result in a breach of a duty or obligation of confidence owed by him in relation to or in connection with that matter, office, employment, engagement, position, transaction or arrangement or interest