

We hereby certify this to be a true
and complete copy of the original

COMPANY NUMBER: 05428184

Davies Arnold Cooper LLP
DAVIES ARNOLD COOPER LLP

WATES LINDEN (CUCKFIELD) LIMITED (the "Company")

TUESDAY



WRITTEN RESOLUTIONS

DATE: 8.4.11

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution numbered 1 is passed as an ordinary resolution and the resolution numbered 2 is passed as a special resolution (the "Resolutions")

RESOLUTION 1

ORDINARY RESOLUTION – TO AUTHORISE POTENTIAL CONFLICTS OF INTEREST OF DIRECTORS

That the conflicts or potential conflicts as listed below, of the following directors or proposed directors listed below -

- i) David Brocklebank,
- ii) Huw Davies,
- iii) John Jarrett,
- iv) Paul Cooper, and
- v) any directors appointed in the future by a shareholder of the Company

which would, if not so authorised, involve a breach of duty of a director under section 175 Companies Act 2006 to avoid a situation in which he or she has, or can have, a direct or indirect interest that conflicts or may possibly conflict, with the interests of the Company be approved and their appointment as directors of the Company be confirmed and/or approved notwithstanding such conflicts or potential conflicts

- i) David Brocklebank – is a director of Wates Developments Limited,
- ii) Huw Davies – is a director of Wates Developments Limited,
- iii) John Jarrett – is a director of Wates Developments Limited,
- iv) Paul Cooper – is a director of Linden Limited, and
- v) any directors appointed in the future – any conflict that they may have by reason that they are an employee or director of any shareholder or any company in the shareholder's group and/or have any interest in any shares or securities of a shareholder or any member of such shareholder's group

RESOLUTION 2

SPECIAL RESOLUTION – CHANGE OF COMPANY NAME

That the name of the Company be changed to Linden Wates (Fulham) Limited

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions

The undersigned, a person entitled to vote on the Resolutions on **8.4.11**, hereby irrevocably agrees to the Resolutions

Signed by

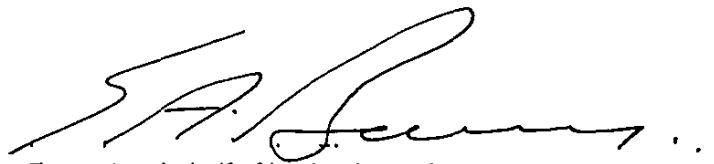


For and on behalf of Wates Developments
Limited

Date

8.4.11

Signed by



For and on behalf of Linden Limited

Date

NOTES

- 1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning the signed version to the Company using one of the following methods by hand or by post to the Company Secretary at Cowley Business Park, Cowley, Uxbridge, Middlesex, UB8 2AL

If you do not agree to the Resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply
- 2 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement
- 3 Unless, by 2011 (being 28 days after the date the Resolutions were first circulated to members), sufficient agreement has been received for the Resolutions to pass, they will lapse If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document