

Company number: 5491806

**THE COMPANIES ACTS 1985 TO 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**of**  
**THE SOLE MEMBER OF**  
**MEPC MILTON PARK NO. 2 LIMITED**  
**(the "Company")**

Date: 19 July 2011

We, the undersigned being the holder of the entire issued share capital of the Company and, as such, the only member entitled to attend and vote at general meetings of the Company acting pursuant to the powers contained in the Articles of Association of the Company passes the following resolutions each as a special resolution to take immediate effect as if each had been passed as a special resolution at a general meeting duly convened and held

**SPECIAL RESOLUTIONS**

- 1 THAT the terms of the Documents to which the Company is to be a party contained in the attached schedule (the "**Document**") and their execution and performance by the Company be approved
- 2 The directors of the Company be authorised to cause the execution of the Documents with such amendments as they may approve at their discretion
- 3 The execution, delivery and performance of the Documents (together with that of any ancillary documents referred to in the Documents) is for the benefit of and in the best commercial interests of the Company and for the purposes of carrying on its business
- 4 Any acts or documents executed pursuant to any of the forgoing paragraphs of this resolution shall be valid, effective and binding upon the Company, notwithstanding any limitation on the borrowing or other powers of the directors of the Company contained in or incorporated by reference in the Company's Articles of Association (any such limitation being hereby suspended, waived, relaxed or abrogated to the extent required to give effect to the forgoing resolutions).
- 5 That the Articles of Association of the Company be amended by deleting article 6 and replacing article 2 with the following provision as a new article 2:



"Regulations 8,24,26,35,41,46,48,64,67,73 to 77 inclusive and 94 to 97 inclusive of Table A shall not apply to the Company."

The undersigned, being a person entitled to vote on the above resolutions hereby irrevocably agrees to the above resolutions.

Members Name

MEPC Milton GP Limited

Signature

A handwritten signature in black ink, appearing to be 'R. G.', written over a dotted line.

Dated 19 July 2011

Note: Your agreement to a resolution, once signed by you and received by the Company, may not be revoked

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## Schedule

### **The Documents**

- 1 a debenture between (amongst others) the Company (1) and Deutsche Bank AG, London Branch as agent (the "**Agent**") (2) including fixed charges over assets of the Company and a floating charge over present and future property and assets of the Company to secure the liabilities of the Company under the Facility Agreement,
- 2 a deed of subordination between (amongst others) the Company (1) and the Agent (2), and
- 3 an accession deed between (amongst others) the Company (1) and the Agent (2)