

Company No 05701925

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

WEST ONE SHOPPING CENTRE GENERAL PARTNER LIMITED

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the resolution below is passed as a special resolution (the "Special Resolution")

Special Resolution

THAT the issued share capital of the Company be and is hereby reduced from £10,002 divided into 10,002 ordinary shares of £1 00 each to £1 00 comprised of 1 ordinary share of £1 00 by the cancellation of 10,001 ordinary shares and the capital derived from the cancellation will be applied

- (A) to create a distributable reserve of the Company in order to support a proposed in-specie distribution of property held by the Company the holder of the ordinary shares whose name is on the register of members on 23 November 2015 (being NBIM James GP Limited) to be made in connection with the Restructuring (the "In-Specie Distribution Reserve"), and
- (B) by the Company paying to the holder of the ordinary shares whose name is on the register of members on 23 November 2015 an amount of £1 00 (being the balance of such capital following the creation of the In-Specie Distribution Reserve)

Statutory Statement regarding signifying agreement and date by which resolution must be passed

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

The undersigned, a person entitled to vote on the above resolution on 23 November 2015, hereby irrevocably agrees to the Special Resolution

Signed by
and by
duly authorised for and on behalf of
NBIM JAMES GP LIMITED

G. Mayfield
Brian Parker

Date

23 November 2015

MONDAY



LD1

L4KSCDM3
23/11/2015
COMPANIES HOUSE

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Notes

- 2 If you agree to the resolution, please indicate your agreement by signing and dating this document where indicated and returning it to the Company using one of the following methods
- **By Hand:** delivering the signed copy to Patrick Boyd, Simmons & Simmons LLP, CityPoint, One Ropemaker Street, London EC2Y 9SS
 - **Post:** returning the signed copy by post to Patrick Boyd, Simmons & Simmons LLP, CityPoint, One Ropemaker Street, London EC2Y 9SS
 - **Fax:** faxing the signed copy to 020 7628 2070 marked "For the attention of Patrick Boyd"
 - **Email:** by attaching a scanned copy of the signed document to an e-mail and sending it to patrick.boyd@simmons-simmons.com Please enter "Written resolution dated 23 November 2015" in the e-mail subject box

If you do not agree to the resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

- 3 Once you have indicated your agreement to the resolution, you may not revoke your agreement
- 4 Pursuant to the Companies Act 2006, unless, by 20 December 2015, sufficient agreement has been received for the resolution to pass, it will lapse If you agree to the resolution, please ensure that your agreement reaches us before or during this date The agreement of a member to a written resolution proposed under the Companies Act 2006 is ineffective if signified after this date
- 5 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
- 6 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