

## WRITTEN RESOLUTIONS OF SHAREHOLDERS

Registered No. 06311926

THE COMPANIES ACT 1985, 1989 AND 2006

COMPANY LIMITED BY SHARES

GREENWICH PENINSULA N0204 BLOCK A GP LIMITED  
(the "Company")

## ORDINARY WRITTEN RESOLUTIONS OF MEMBERS

WE the undersigned, being at least 50 per cent. of the members the Company and who would at the date of these resolutions, have been entitled to vote upon them if they had been proposed at a general meeting at which we were present, do hereby in accordance with the provisions of Section 288 of the Companies Act 2006 pass the following resolutions in writing:

### IT IS HEREBY UNANIMOUSLY RESOLVED THAT:

- (1) Each of the following documents (each a "**Document**") to which the Company is or is expressed to be a party, namely:
  - (a) an amendment agreement to the Facility Agreement to be entered into by, amongst others, the Borrower, Holdings A, Holdings B and Lloyds (the "**Amendment Agreement**");
  - (b) a shareholders' agreement to be entered into by Quintain, Lend Lease, Holdings A and the Company (the "**Shareholders' Agreement**");
  - (c) a security and guarantee confirmation to be entered into by, amongst others, the Borrower, Lend Lease, Quintain, Lend Lease Corporation Limited, the Nominees, GPRL and Lloyds (the "**Security and Guarantee Confirmation**");
  - (d) a subordination agreement accession to be entered into by the Borrower, Lend Lease, Quintain, Lend Lease Corporation Limited, the Nominees, GPRL, Lend Lease N0204 Block A Limited, Lend Lease N0204 Block B Limited, Quintain (N0204 A) Investor Limited and Quintain (N0204 B) Investor Limited, Meridian Delta Limited, Holdings A, Holdings B and Lloyds in relation to a subordination agreement dated 7 October 2008 (the "**Subordination Agreement Accession**");

- (e) any other document from time to time creating, evidencing or entered into as security for, or supporting, any of the Secured Obligations;
- (f) any document designated as a Finance Document by the Agent and the Borrower now or at any time in the future; and
- (g) any document which amends, novates, supplements, restates or replaces any Finance Document.

are in the best interests, and to the benefit, of the Company acting (a) in its own corporate capacity and in its capacity as general partner of the Limited Partnership; or (b) in its own capacity and are hereby approved and the Company be and is hereby authorised to enter into the Documents acting either in its own corporate capacity or as general partner of the Limited Partnership, and the Company may sign or seal any other documents which the Company may at any time enter into or be required to enter into pursuant to or in connection with any Document and do such other acts or things as may be considered by any Director to be necessary or desirable for the purposes of carrying into effect any transaction contemplated by the Documents;

- (2) The Company's Articles of Association be and are hereby amended by the removal of the existing paragraph 25 and the insertion of the following:

"The holder or holders of more than half in nominal value of the shares giving the right to attend and vote at general meetings of the Company may remove a director from office and appoint a person to be a director (provided that the shareholders may agree amongst themselves from time to time that the holder or holders of a lesser amount of shares may remove a director from office and appoint a person to be a director in certain specified circumstances as agreed between the shareholders), but only if the appointment does not cause the number of directors to exceed a number fixed by or in accordance with the articles as the maximum number of directors. The removal or appointment is effected by notice to the Company signed by or on behalf of the holder or holders. The notice may consist of several documents in similar form each signed by or on behalf of one or more holders and shall be left at or sent by post or facsimile transmission to the office or such other place designated by the directors for the purpose. The removal or appointment takes effect immediately on deposit of the notice in accordance with the articles or on such later date (if any) specified in the notice."

Unless expressly defined in this written resolution, terms defined in the Facility Agreement have the same meaning in this written resolution.

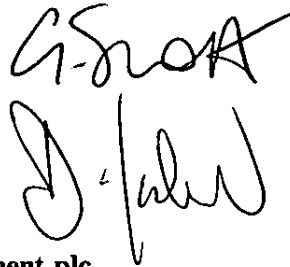
This written resolution will come into effect on the date on which the requisite majority members of the Company entitled to vote on the resolution on its circulation date sign this written resolution.

This written resolution may be executed in any number of counterparts, and this shall have the same effect as if the signatures on the counterparts were on a single copy of this written resolution.

on behalf of **Lend Lease Europe Limited**

Date:

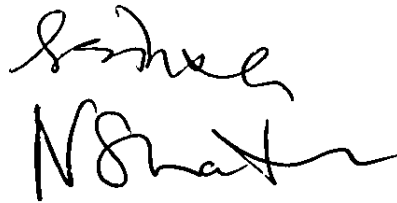
6/3/09

Two handwritten signatures in black ink, one above the other, representing the signatories for Lend Lease Europe Limited.

on behalf of **Quintain Estates and Development plc**

Date:

6/3/09

Two handwritten signatures in black ink, one above the other, representing the signatories for Quintain Estates and Development plc.