


6548082

Company Number ~~03740294~~

**COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
THE SOLE SHAREHOLDER OF
BROADGATE (PHC 8) 2008 LIMITED
(the "Company")**

I, the undersigned, being the sole shareholder of the Company hereby pass the following ordinary resolution which shall for all purposes be as valid and effective as if the resolution had been passed at a general meeting of the Company duly convened and held

- 1 **IT IS RESOLVED THAT** the authorised share capital of the Company be increased from £1,000 to £25,000,000 by the creation of 24,999,000 new Ordinary Shares of £1 each, to rank pari passu in all respects with the existing Ordinary Shares
- 2 **IT IS RESOLVED THAT**
 - (A) for the purposes of section 80 of the Companies Act 1985 (the "Act") the directors be and they are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined by the said section) up to an aggregate nominal amount of £25,000,000 and the authority conferred by this resolution shall expire five years after the passing of this resolution but may be previously revoked or varied from time to time by the Company by ordinary resolution or may in like manner be renewed for a further period not exceeding five years, and
 - (B) the Company make any offer or agreement before the expiry, revocation or variation of this authority which would or might require relevant securities to be allotted after such expiry, revocation or variation and the directors may allot relevant securities in pursuance of any such offer or agreement as if such authority had not expired or been revoked or varied


For and on behalf of
Broadgate Property Holdings Limited

Dated

3 June 2008

MONDAY



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09/06/2008

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COMPANIES HOUSE