

**Lend Lease Bluewater Limited (the "Company")**  
**(Registered Number 06551840)**

**Written Resolution**  
of the Members of the Company

**Circulation date. 24 September 2014**

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

**SPECIAL RESOLUTION**

**THAT** the following be hereby authorised and ratified

The directors of the Company having on 24 September 2014 made a solvency statement in accordance with section 643 of the Companies Act 2006, (i) the Company's share premium account be reduced from £7,935,000 to £0, (ii) the Company's share capital account be reduced from £300,000,001 to £1 by the cancellation of 300,000,000 redeemable shares, and (iii) an amount equal to £307,935,000 be credited to the distributable reserves of the Company

**AGREEMENT**

The undersigned, a person entitled to vote on the Resolution on 24 September 2014, hereby irrevocably agrees to the Resolution

Signed by



on behalf of Lend Lease Europe Limited

Date 24 09.2014

