

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

Of

STRATHMARTINE (HOLDINGS) LIMITED  
(the "Company")

Circulation Date

28th January 2011


Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose the following Written Resolution as a Special Resolution.

SPECIAL RESOLUTION

To approve the sale by the Company of the entire share capital of its subsidiary, Glademartin Homes Limited, to Gladedale Holdings Limited on terms substantially similar to those set out in the draft share purchase agreement circulated with this resolution.

Please read the Notes overleaf before signifying your agreement to the Written Resolution.

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, I, the undersigned, being the sole eligible member of the Company who would have been entitled to vote on the resolution set out above on the Circulation Date stated above hereby irrevocably agree to the resolution, as a Special Resolution.

  
duly authorised for and  
on behalf of HSDL Nominees Limited

Date of Signature 28/1/11

THURSDAY



SCT 12/05/2011 127  
COMPANIES HOUSE

Notes:

- 1 If you agree to the proposed Written Resolution please sign and date this document overleaf on the dotted line where indicated and return it to the Company in each case by no later than the date 28 days after the Circulation Date stated overleaf by hand or by post to the Company's registered office.
- 2 If you do not agree to the Written Resolution you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 The Written Resolution will lapse if the agreement of the required majority of eligible members is not received by the Company by the date 28 days after the Circulation Date stated overleaf. If the Company does not receive this signed document from you by this date and time it will not be counted in determining whether the Written Resolution is passed.
- 4 The Written Resolution is passed on the date and time that the Company receives the agreement of the required majority of eligible members. The required majority for a Special Resolution is eligible members representing not less than 75% of the total voting rights of eligible members.
- 5 You may not revoke your agreement to the Written Resolution once you have signed and returned this document to the Company.
- 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.