

Statement to comply with Section 644(5) Companies Act 2006
HAMMERSON INTERNATIONAL HOLDINGS LIMITED
Company number 666151
(the "Company")

18 December 2008

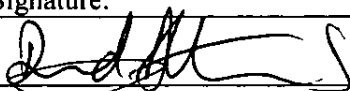


Introduction

We refer to the written resolution of the sole shareholder of the Company dated 18 December 2008 (a copy of which resolution accompanies this statement) (the "**Written Resolution**") which approved the reduction of the amount standing to the credit of the Share Premium Account by the sum of £352,800,000 down to zero (the "**Reduction of Share Premium Account**").

Statement by the directors

We,
Mr David John Atkins;
Mr Peter William Beaumont Cole;
Mr Simon Richard Melliss; and
Mr Robert John Godwin Richards,

being all the directors of the Company as at the date of this statement confirm that the statement of solvency made by each of us on 18 December 2008 in relation to the Reduction of Share Premium Account (a copy of which accompanies this statement) (i) was made less than 15 days before the date on which the Written Resolution was passed and (ii) was provided in accordance with section 642(2) of the Companies Act 2006 to the Company's sole shareholder at the same time as the proposed Written Resolution was sent to the sole shareholder.

Name of Director:	Signature:
Mr David John Atkins	
Mr Peter William Beaumont Cole	
Mr Simon Richard Melliss	
Mr Robert John Godwin Richards	