

**WRITTEN STATEMENT OF SOLE MEMBER'S AGREEMENT TO
SUBSIDIARY COMPANY ADOPTION OF EXEMPTIONS
IN ACCORDANCE WITH SECTIONS 394C(1), 448A(2)(a) and 448C
OF THE COMPANIES ACT 2006**

ABP Southampton Properties Limited, a dormant, private limited company registered in England and Wales with registered number 1921515 (the "Company"), hereby confirms that Grosvenor Waterside (Holdings) Limited (registered in England and Wales with registered number 1463558), the sole member of the Company, has unanimously agreed to the Company taking advantage of the exemption from the obligation to prepare and file accounts for the year ending 31 December 2013 in accordance with sections 394C(1), 448A(2)(a) and 448C of the Companies Act 2006

25 March 2014

