

Registered No 2059194

THE COMPANIES ACT 1985 (AS AMENDED)

---

**PRIVATE COMPANY LIMITED BY SHARES**

---

**WILSON BOWDEN LIMITED**  
(the "Company")

---

**WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER OF  
THE COMPANY MADE PURSUANT TO SECTION 381A  
OF THE COMPANIES ACT 1985 (AS AMENDED)**

---

We, the undersigned, being the sole shareholder of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, hereby resolve, in accordance with section 381A of the Companies Act 1985 (as amended), to pass the following as a written resolution, to the effect that such resolution shall be deemed to be as effectual as if it had been passed at a general meeting of the Company duly convened and held

**WRITTEN RESOLUTION**

THAT the Articles of Association of the Company be and are hereby amended by

- (A) the deletion of existing Article 75 and its replacement with the following new Article 75

*"Quorum*

75 No business shall be transacted at any general meeting unless a quorum is present, but the absence of a quorum shall not preclude the choice or appointment of a chairman, which shall not be treated as part of the business of the meeting Save as otherwise provided by these Articles, two persons present in person or by proxy or a duly authorised representative of a corporation entitled to vote on the business to be transacted shall be a quorum ",

- (B) the insertion of new Article 89A as follows

"89A A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it has been passed at a general meeting duly convened and held and may consist of several instruments in the like form each

SATURDAY



\*AU8VSQ9Y\*  
A21 09/06/2007 502  
COMPANIES HOUSE

executed by or on behalf of one or more members. If a resolution in writing is described as a special resolution or as an extraordinary resolution, it has effect accordingly",

- (C) the deletion of existing Article 113 and its replacement with the following new Article 113

"113 Intentionally left blank",

- (D) the deletion of existing Article 114 and its replacement with the following new Article 114

"114 Intentionally left blank",

- (E) the deletion of existing Article 115 and its replacement with the following new Article 115

"115 Intentionally left blank",

- (F) the deletion of existing Article 116 and its replacement with the following new Article 116

"116 Intentionally left blank",

- (G) the deletion of existing Article 118 and its replacement with the following new Article 118

*"Additional powers of the Company*

118 Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director. The appointment of a person to fill a vacancy or as an additional director shall take effect from the end of the meeting",

- (H) the deletion of existing Article 119 and its replacement with the following new Article 119

*"Appointment by board*

119 The board may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director and in either case whether or not for a fixed term, provided that the appointment does not cause the number of directors to exceed the number, if any, fixed by or in accordance with these Articles as the maximum number of directors",

- (I) the deletion of existing Article 120 and its replacement with the following new Article 120

*"Appointment and removal of directors by majority shareholders*

120 Any member holding, or any members holding in aggregate, at the relevant time a majority in nominal value of such of the issued share capital of the company as carries the right of attending and voting at general meetings of the company may by memorandum in writing signed by or on behalf of him or them and delivered to the office

or tendered at a meeting of the directors or at a general meeting of the company at any time and from time to time appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed) In this article references to in writing include the use of electronic communications ",

- (J) the deletion of existing Article 121 and its replacement with the following new Article 121

"121 Intentionally left blank ",

- (K) the deletion of existing Article 122 and its replacement with the following new Article 122

"122 No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age No shareholding qualification for directors shall be required ",

- (L) the deletion of existing Article 127 and its replacement with the following new Article 127

"Termination of appointment

127 An alternate director shall cease to be an alternate director

- (a) if his appointor ceases to be a director, or
- (b) on the happening of any event which, if he were a director, would cause him to vacate his office as director, or
- (c) if he resigns his office by notice to the Company ",

- (M) the deletion of existing Article 137 and its replacement with the following new Article 137

"137 Intentionally left blank ",

- (N) the deletion of existing Article 138 and its replacement with the following new Article 138

"138 Intentionally left blank ",

- (O) the deletion of existing Article 139 and its replacement with the following new Article 139

"139 Intentionally left blank ",

- (P) the deletion of existing Article 140 and its replacement with the following new Article 140.

"140 Intentionally left blank ",

- (Q) the deletion of existing Article 142 and its replacement with the following new Article 142

*"Power of Company to remove director*

142 The Company may, without prejudice to the provisions of the Companies Acts, by ordinary resolution remove any director from office (notwithstanding any provision of these Articles or of any agreement between the Company and such director, but without prejudice to any claim he may have for damages for breach of any such agreement) No special notice need be given of any resolution to remove a director in accordance with this Article and no director proposed to be removed in accordance with this Article has any special right to protest against his removal The Company may, by ordinary resolution, appoint another person in place of a director removed from office in accordance with this Article In default of such appointment the vacancy arising on the removal of a director from office may be filled as a casual vacancy ",

- (R) the insertion of new Article 142A as follows

"142A Any member holding, or any members holding in aggregate, at the relevant time a majority in nominal value of such of the issued share capital of the company as carries the right of attending and voting at general meetings of the company may by memorandum in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the company at any time and from time to time remove any director from office (no matter how he was appointed) In this article references to in writing include the use of electronic communications ",

- (S) the deletion of existing Article 143 and its replacement with the following new Article 143

*"Ordinary remuneration*

143 The directors shall be entitled to such remuneration as the Company may by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day ",

- (T) the deletion of existing Article 144 and its replacement with the following new Article 144

"144 Intentionally left blank ",

- (U) the deletion of existing Article 150 and its replacement with the following new Article 150

*"Notification of interests*

150 A general notice given to the board that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified and an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his ",

- (V) the deletion of existing Article 191 and its replacement with the following new Article 191

"191 Intentionally left blank ",

- (W) the deletion of existing Article 192 and its replacement with the following new Article 192

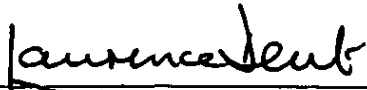
"192 Intentionally left blank ", and

- (X) the insertion of new Article 217 as follows

*"Sole member*

217 If and for so long as the Company only has one member

- (a) in relation to a general meeting, the sole member or a proxy for that member or (if the member is a corporation) a duly authorised representative of that member is a quorum and Article 75 is modified accordingly,
- (b) a proxy for the sole member or, if such member is a corporation, its duly authorised representative, may vote on a show of hands and Article 90 is amended accordingly,
- (c) the sole member may agree that any general meeting, other than a meeting called for the passing of an elective resolution, be called by shorter notice than that provided by the Articles, and
- (d) all other provisions of the Articles apply with any necessary modification (unless the provision expressly provides otherwise) "



---

For and on behalf of

**BARRATT DEVELOPMENTS PLC**

Date **30/5/07**

CE071220113