

**Twigden Homes Limited**  
**("the Company")**  
**(Company No 2205712)**

**Shareholder's Written Resolution**

**Kier Residential Limited**, being the sole member of the Company who, at the date of this resolution, would be entitled to attend and vote at general meetings of the Company, HEREBY PASS the following resolutions and agree that said resolutions shall, for all purposes, be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

1. THAT the capital of the Company be increased from £100 to £10,000 by the creation of 9,900 shares of £1 each to rank pari passu in all respects with the existing shares in the capital of the company.
2. THAT the directors be and they are hereby generally and unconditionally authorised pursuant to s 80 of the Companies Act 1985 to exercise any power of the company to allot and grant rights to subscribe for or to convert securities into shares of the company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless previously renewed or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the company before the expiry of this authority.
3. That the directors be empowered in accordance with section 95 of the Companies Act 1985 ("the Act") to allot equity securities (as defined in section 94 of the Act) for cash, pursuant to the authority conferred on them by the passing of resolution 12 in the Notice convening this meeting to allot relevant securities (as defined in section 80 of the Act), as if sub-section (1) of section 89 and sub-sections (1) – (6) of section 90 of the Act did not apply to any such allotment provided that the power conferred by this resolution shall be limited to (i) the allotment of equity securities in connection with a rights issue or open offer in favour of the holders of Ordinary shares on the register on a date fixed by the directors where the equity securities are issued proportionately (as nearly as practicable) to the respective numbers of Ordinary shares held by them on that date, provided that the directors may make such exclusions or other arrangements as they may deem necessary or expedient in relation to fractional entitlements or legal problems under the laws of or requirements of any recognised regulatory body or stock exchange in any territory; and (ii) (other than pursuant to the foregoing) the allotment for cash of equity





securities up to an aggregate nominal value not exceeding £9,998 and this power, unless renewed, shall expire on 28 September 2011, but shall not prejudice the making, before such expiry, of an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

4. That the Company subscribe for a further 998 shares in Twigden Homes Limited in cash at £1 per share.

Signed

E. B. Groom

For and on behalf of Kier Residential Limited

Dated 28<sup>th</sup> September 2006

Certified a true copy  
of the original  
BARRE J. R. WICKINS

B. J. R. Wickins

SOLICITOR

24/10/06.

