

**WRITTEN RESOLUTION OF SHAREHOLDERS**

**Registered No. 04290559**

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY SHARES**

**HERON QUAYS (HQ4) LIMITED**  
(the "**Company**")

MONDAY



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COMPANIES HOUSE

**SPECIAL WRITTEN RESOLUTION OF MEMBERS**

**WE** the undersigned, being the sole member of the Company who would at the date of these resolutions, have been entitled to vote upon them if they had been proposed at a general meeting at which we were present, do hereby in accordance with the provisions of Section 288 of the Companies Act 2006 pass the following resolutions in writing

**IT IS HEREBY UNANIMOUSLY RESOLVED THAT**

- 1 Each of the following documents (each a "**Document**") to which the Company is or is expressed to be party, namely
  - (a) a trustee shareholder share charge over the Company's shares in each of its Subsidiaries to be made by the Company in favour of the Facility Agent,
  - (b) a director's certificate to be issued by the Company to the Facility Agent,
  - (c) any other document from time to time creating, evidencing or entered into as security for, or supporting, any of the Secured Obligations,
  - (d) any document designated as a Finance Document by the Facility Agent and Heron Quays (HQ4) Properties Limited now or at any time in the future, and
  - (e) any document which amends, novates, supplements, restates or replaces any Finance document,

are in the best interests, and to the benefit, of the Company and are hereby approved and the Company be and is hereby authorised to enter into the Documents and the Company may sign or seal any other documents which the Company may at any time enter into or be required to enter into pursuant to or in connection with any Document and do such other acts or things as may be considered by any Director to be necessary

or desirable for the purposes of carrying into effect any transaction contemplated by the Documents

- 2 The execution, delivery and performance by the relevant companies listed below (each of which is a wholly-owned subsidiary of the Company, each a "**Subsidiary**")

<b>Subsidiaries</b>	<b>Registered in England and Wales number</b>
Heron Quays (HQ4) T1 Limited	04290518
Heron Quays (HQ4) T2 Limited	04290517

of

- (a) a credit agreement (the "**Credit Agreement**") to be made between amongst others, Heron Quays (HQ4) Properties Limited as borrower, each of the Subsidiaries and others as chargors, Abbey National Treasury Services Plc, Dekabank Deutsche Girozentrale and Metropolitan Life Insurance Company as mandated lead arrangers, Abbey National Treasury Services Plc and Dekabank Deutsche Girozentrale as original counterparties and Dekabank Deutsche Girozentrale as facility agent (the "**Facility Agent**") which included a guarantee by each of the Subsidiaries of the obligations of Heron Quays (HQ4) Properties Limited as borrower under the Credit Agreement,
- (b) a security agreement to be made between each of the Subsidiaries and others as chargors and the Facility Agent;
- (c) a duty of care agreement to be made between, amongst others, Canary Wharf Management Limited as management company, Heron Quays (HQ4) Properties Limited as borrower, each of the Subsidiaries and the Facility Agent in respect of the management of certain parts of HQ4,
- (d) a duty of care agreement to be made between, amongst others, Canary Wharf Management (HQ3/HQ4) Limited as management company, Heron Quays (HQ4) Properties Limited as borrower, each of the Subsidiaries and the Facility Agent in respect of the management of certain parts of HQ4,
- (e) director's certificates to be issued by the Subsidiaries to the Facility Agent;
- (f) any other document from time to time creating, evidencing or entered into as security for, or supporting, any of the Secured Obligations,
- (g) any document designated as a Finance Document by the Facility Agent and the Company now or at any time in the future, and
- (h) any document which amends, novates, supplements, restates or replaces any Finance document,

(each a "**Subsidiary Document**") are in the best interests, and to the benefit, of the relevant Subsidiary and are hereby approved and each Subsidiary is hereby authorised

to enter into the relevant Subsidiary Documents and each Subsidiary may sign or seal any other documents which that Subsidiary may at any time enter into or be required to enter into pursuant to or in connection with any relevant Subsidiary Document and do such other acts or things as may be considered by any Director to be necessary or desirable for the purposes of carrying into effect any transaction contemplated by the relevant Subsidiary Documents

- 3 The Company's articles of association be and are hereby amended by the insertion of a new paragraph to be added to Clause 35 5, namely

"Notwithstanding anything contained in these articles, the directors may not decline to register any transfer of shares in the company, nor may they suspend any registration thereof, where such transfer is

- (a) executed by a bank or institution to which such shares have been mortgaged or charged by way of security, or by any nominee of such a bank or institution, pursuant to a power of sale under such security, or
- (b) executed by a receiver, administrator or manager appointed by or on behalf of any such bank or institution under any such security; or
- (c) to any such bank or institution, or to any nominee, of such a bank or institution, pursuant to any such security,

and a certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts "

Unless expressly defined in these written resolutions, terms defined in the Credit Agreement have the same meaning in these written resolutions

These written resolutions will come into effect on the date on which the sole member of the Company entitled to vote on the resolution on its circulation date signs these written resolutions



on behalf of Heron Quays Holdings (HQ4) Limited

Date 26 May 2011