

THE COMPANIES ACT 2006

BERKELEY HOMES (FESTIVAL WATERFRONT COMPANY) LIMITED

WRITTEN RESOLUTION

I, the undersigned, being the sole member of the Company who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby agree pursuant to section 288 of the Companies Act 2006 to the passing of the following resolutions, proposed as special resolutions, by way of written resolution:

SPECIAL RESOLUTIONS

1. **THAT:**

- (a) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
- (b) the Articles of Association produced to the meeting and initialled by the chairman for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

2. **THAT**, in accordance with paragraph 47(3), Schedule 4, Companies Act 2006 (Commencement No 5, Transitional Provisions and Savings) Order 2007, authorisation may be given by the directors in accordance with section 175(5)(a) of the Companies Act 2006 of any matters.

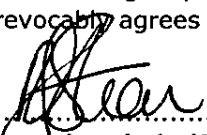
3. **THAT** in accordance with paragraph 43(1), Schedule 2, Companies Act 2006 (Commencement No. 8 Transitional Provisions and Savings) Order 2008, the directors be given authority to allot shares in accordance with section 550 of the Companies Act 2006.



AGREEMENT:

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the above resolutions on 9/11/ 2009 hereby irrevocably agrees to the Special Resolutions.


.....
for and on behalf of
BERKELEY HOMES PLC

Date: 9/11/ 2009

NOTES:

1. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivery to Ashurst LLP acting on behalf of the Company.

If you do not agree to all of the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the resolutions you may not revoke your agreement.
3. Unless by 6 December 2009 sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.