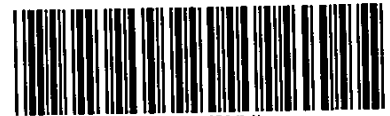


Company Number: 5043352

THE COMPANIES ACT 2006

TUESDAY



A10 *A19XV2NV* 29/05/2012 #384
COMPANIES HOUSE

**ORDINARY AND SPECIAL RESOLUTIONS
OF
SONGBIRD ESTATES PLC**

At the annual general meeting of Songbird Estates plc (the 'Company') duly convened and held on 23 May 2012 at 10 Upper Bank Street, Canary Wharf, London E14 5JJ resolution 7 was duly passed as an ordinary resolution and is being filed with the registrar of companies pursuant to s29(1)(e) of the Companies Act 2006 (the "Act") At the same meeting resolution 8 was duly passed as a special resolution and is being filed with the registrar of companies pursuant to s29(1)(a) of the Act

Resolution 7: Directors' Authority to Allot Shares

THAT the board of directors (the "Board") be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to a nominal amount of £25,497,132 (this equates to 254,971,320 ordinary shares of 10p each, being 1/3 of the issued ordinary share capital of the Company as at 25 April 2012, the last practicable date prior to publication of this notice) such authority to apply until the end of next year's AGM (or, if earlier, until the close of business on 23 August 2013) but during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended

210

Resolution 8: Disapplication of statutory pre-emption rights

THAT, if resolution 7 is passed, the Board be given power to allot equity securities (as defined in the Act) for cash under the authority given by that resolution as if section 561 of the Act did not apply to any such allotment, such power to be limited

- (A) to the allotment of equity securities for cash in connection with an offer of, or invitation to apply for, equity securities
- (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings, and
 - (ii) to holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

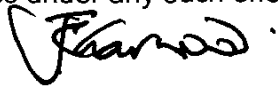
211

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, and

- (B) in the case of the authority granted under resolution 7, to the allotment (otherwise than under paragraph (A) above) of equity securities up to a nominal amount of £3,824,569 81 (this equates to 38,245,698 ordinary shares of 10p each, being 5% of the issued ordinary share capital of the

Company as at 25 April 2012, the last practicable date prior to publication of this notice),
such power to apply until the end of next year's AGM (or, if earlier, until the close of business on 23 August 2012) but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted after the power ends and the Board may allot equity securities under any such offer or agreement as if the power had not ended

Signed



Company Secretary

Date

25.5.12