

**HAMMERSON INVESTMENTS (NO.28) LIMITED**

(Company number: 5839393)
(the "Company")

RESOLUTIONS IN WRITING OF THE SOLE DIRECTOR

Resolutions in writing of the sole director

dated: 12 APR 2011

1. APPLICATION

It was noted that the Company has no material assets or liabilities and has not in the previous three months

- (a) changed its name,
- (b) traded or otherwise carried on business,
- (c) made a disposal for value of property or rights, which immediately before it ceased to trade or otherwise carry on business, it held for the purpose of disposal or gain in the normal course of trading or otherwise carrying on business, or
- (d) engaged in any other activity, except one which was
 - (i) necessary or expedient for the purpose of making an application under section 1003 of the Companies Act 2006, or deciding whether to do so,
 - (ii) necessary or expedient for the purpose of concluding the affairs of the Company,
 - (iii) necessary or expedient for the purpose of complying with any statutory requirement, or
 - (iv) specified by the Secretary of State by order for the purposes of subparagraph 1004(d) of the Companies Act 2006

IT WAS RESOLVED THAT, subject to the necessary shareholder's approval, an application be submitted to the Registrar of Companies requesting that, pursuant to section 1003 of the Companies Act 2006, the Company be struck off the register. It is

further noted the clearance would be obtained from the Inland Revenue for this course of action

2 WRITTEN RESOLUTION

IT WAS RESOLVED THAT the following proposed written resolution be presented to the sole member of the Company for consideration, and if thought fit, approve

"THAT the sole director of the Company be authorised to request that the Register of Companies remove the Company from the register of companies pursuant to Section 1003 of the Companies Act 2006 "

3. REMOVAL OF COMPANY FROM REGISTER

IT WAS NOTED THAT the written resolution authorising the sole director to arrange for the Company to be struck off has been signed on behalf of the sole member

IT WAS RESOLVED THAT the sole director of the Company be and is hereby authorised to send a copy of a duly completed statutory form DS01 within seven days from the day on which the application is made to each of the following as applicable

- (a) the sole member of the Company,
- (b) any creditors of the Company,
- (c) any employees of the Company,
- (d) any managers or trustees of any employee pension fund established for the benefit of employees of the Company,
- (e) any directors not a party to the application

and to arrange for the original statutory form DS01 to be filed with the Registrar of Companies together with the requisite filing fee


Sole Director

HAMMERSON INVESTMENTS (NO 28) LIMITED

**(Company number 5839393)
(the "Company")**

**WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY IN
ACCORDANCE WITH THE COMPANY'S ARTICLES OF ASSOCIATION**

Dated 12 APR 2011

We, the undersigned, being the sole member of the Company for the time being entitled to receive notice and to attend and vote at general meetings (being a corporation by our duly authorised representative) hereby resolve, pursuant to section 288 of the Companies Act 2006 (which is embodied in the articles of association of the Company by article 1 thereof), that the following resolutions be passed and agree that the same shall have effect as if passed as special resolutions at a general meeting of the Company duly convened and held

THAT the sole director of the Company be authorised to request that the Register of Companies remove the Company from the Register of Companies pursuant to section 1003 of the Companies Act 2006

For and on behalf of Hammerson UK Properties plc

Handwritten signature