

AMENDMENT

Company No 5993986

**THE COMPANIES ACT 1985**  
**COMPANY NOT LIMITED BY SHARES**

**WRITTEN RESOLUTION**

- of -

**LODGE ROAD DEVELOPMENTS**

(the "Company")

WEDNESDAY



A59

\*AK1Y5E3F\*

14/10/2009

COMPANIES HOUSE

145

(passed

1<sup>st</sup> December

2006)

We, the undersigned, being all the members of the Company or the authorised representatives of those members 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 (pursuant to s381A of the Companies Act 1985 (the "Act") and in accordance with paragraph 4 of Schedule 15A of the Act) the following written resolution as a special resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held.

**SPECIAL RESOLUTION**

THAT, conditional upon and simultaneously with the completion of the agreement with EDF Energy Plc and EDF Energy Networks (LPN) Plc, pursuant to which the Company would acquire 36-44 Lodge Road and land on the south-west side of Oak Tree Road, St John's Wood, London NW8 (the "Property" and the "Property Agreement" respectively) in accordance with its terms and subject to being indemnified by the members of the Company for the continuing obligations of the Company under the Property Agreement, the Company shall reduce and extinguish (i) ~~14,000,000~~ 17,500,000 ordinary shares of £1 each in the capital of the Company held by 36 St. John's Wood Road Limited and (ii) 2,500,000 ordinary shares of £1 each in the capital of the Company held by 36-44 Lodge Road Limited, such reduction of its share capital to be effected by a distribution of (i) that part of the Property on the west side of Oak Tree Road comprising title numbers NGL569235, 333485, NGL569226 and part of 308670 and shown edged blue on the plan produced to the Meeting to 36 St.

John's Wood Road Limited and (ii) the remainder of the Property on the east side of Oak Tree Road comprising part of title number 308670 and shown edged red on the plan produced to the Meeting to 36-44 Lodge Road Limited together with an assignment of the benefit of the Property Agreement to the members of the Company, and that the Directors of the Company be and are hereby authorised to execute a transfer of the Property and to deliver the same at completion as directed by Schedule 1 of this Special Resolution.

Name of member

Signature

Date of Signature

36 St. John's Wood  
Road Limited

.....  
for and on behalf of 36 St. John's Wood  
Road Limited

1<sup>st</sup> December 2006

36-44 Lodge Road Limited

.....  
for and on behalf of 36-44 Lodge Road Limited

1<sup>st</sup> December 2006

I, Mr. M. Cooper, a Director of the Company confirm that a copy of the above written resolution was sent to the Company's auditors or they were otherwise notified of its contents at or before the time the resolution was supplied to the members for signature.

  
.....  
Mr. M. Cooper

Date ..... 1<sup>st</sup> December ..... 2006

## **SCHEDULE 1**

### **TRANSFER OF PROPERTY**

The "Property": 36-44 Lodge Road and land on the south-west side of Oak Tree Road, St John's Wood, London NW8

The "Transferor": Lodge Road Developments (Company No 5993986)

The "Transferees": 36 St. John's Wood Road Limited (Company No 5619723); and 36-44 Lodge Road Limited (Company No 5578592)

1. The Transferor shall transfer the Property to the Transferees in accordance with the following conditions:
  - 1.1 The part of the Property consisting of 36-44 Lodge Road, London NW8, comprising part of title number 308670 is transferred by the Transferor to 36-44 Lodge Road Limited in its entirety and 36 St. John's Wood Road Limited hereby unconditionally waives any rights in this part of the Property as described in this section 1.1.
  - 1.2 The part of the Property consisting of land on the south-west side of Oak Tree Road, St John's Wood, London NW8, comprising title numbers NGL569235, 333485, NGL569226 and part of 308670, is transferred by the Transferor to 36 St. John's Wood Road Limited in its entirety and 36-44 Lodge Road Limited hereby unconditionally waives any rights in this part of the Property as described in this section 1.2.