

WRITTEN RESOLUTION

(Pursuant to sections 281 and 288 of the Companies Act 2006)

OF Menezes Properties

Company Number 7423514

To be PROPOSED AS A SPECIAL PROPOSITION

We, the undersigned members of the Company, being all the members who at this date are entitled to attend and vote at a general meeting of the Company, resolve as follows

SPECIAL RESOLUTION

That, conditional upon and simultaneously with the completion of the agreement (the "Property Agreement") relating to the acquisition of the property 18 Eriswell Road, Burwood Park, Walton-on-Thames, Surrey KT12 5DH, ("The Property") in accordance with its terms and subject to being indemnified by the transferee for the continuing obligations of the Company under the Property Agreement (in the form of the draft deed accompanying this resolution) the Company shall reduce its issued share capital from £1,770,002 (represented by 1,770,002 ordinary shares of £1 each) to £2 (represented by 2 ordinary shares of £1 each) to be effected by way of a distribution in specie of the Property 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 deliver the same at completion accordingly

Information statement in accordance with section 291 of the Companies Act 2006

- 1 The date of circulation of this resolution is 26 November 2010 Unless this resolution is passed within 28 days of this date, it will lapse
- 2 Please indicate your agreement to the resolution by signing and dating this document where indicated below and returning it to the Company

Signed by Director

[Signature]

Dated

26 November 2010

Signed by Subscriber

[Signature]

Dated

26 November 2010

DATE upon which SPECIAL RESOLUTION IS PASSED:

26 November 2010

WEDNESDAY



A4VRBPRR

A11

08/12/2010

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COMPANIES HOUSE