

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you should immediately consult an independent financial adviser authorised under the Financial Services and Markets Act 2000. If you have recently sold or transferred all your ordinary class B shares in Songbird Estates plc, please pass this document and the accompanying form of proxy to the purchaser or transferee or to the agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.



NOTICE OF CLASS MEETING FOR HOLDERS OF ORDINARY CLASS B SHARES

NOTICE IS HEREBY GIVEN that a class meeting for the ordinary class B shareholders (the 'B Shareholders') of Songbird Estates plc (the 'company') will be held at 10 Upper Bank Street, Canary Wharf, London E14 5JJ on Wednesday 28 May 2008 at 2.45pm (or as soon thereafter as the annual general meeting of the company convened for 2.30pm on the same day, and at the same place, has concluded or been adjourned) for the purpose of considering and, if thought fit, passing the following resolutions in accordance with the company's articles of association:

Resolution 1: Ratification of Appointment of Independent Director

THAT pursuant to article 87(E) of the articles of association of the company, the appointment of David Pritchard as Independent Director of the company be and is hereby ratified and shall remain so until the conclusion of the 2009 annual general meeting of the company.

Please refer to the 2007 Report & Financial Statements for a brief biography of Mr Pritchard.

For further information see notes 1 to 7 overleaf.

Resolution 2: Variation of Class Rights

THAT any variation or abrogation of the rights attaching to the ordinary class B shares of the company occasioned by the adoption of new articles of association of the company pursuant to resolutions 7 and 8 at the annual general meeting of the company convened for the same date as this meeting, be and are hereby approved.

For further information see note 8 overleaf.

By order of the board

JOHN GARWOOD

Secretary

24 April 2008

Notes:

- 1 In accordance with article 87(E) of the company's articles of association, a Nomination Form is enclosed to enable any B Shareholder to nominate a person other than Mr Pritchard (whose appointment was ratified by the B Shareholders on 5 June 2007) for appointment as the Independent Director.
- 2 If shareholders holding 20% or more of the aggregate nominal value of the issued class B ordinary shares nominate a person other than Mr Pritchard for appointment as the Independent Director, the board will procure that a resolution for such other person's appointment is put to the class meeting in addition to the ordinary resolution set out above.
- 3 The enclosed Nomination Form must be delivered to Capita Registrars, in the reply paid envelope provided, no later than **2.45pm on Wednesday 21 May 2008** for it to be valid.
- 4 Resolution 1 will be proposed as an ordinary resolution, requiring to be passed by B Shareholders holding a simple majority of the aggregate voting rights held by those B Shareholders present and voting at the meeting. In the event that resolution 1 is passed at the class meeting of the B Shareholders, no other person nominated by the B Shareholders shall be appointed as the Independent Director.
- 5 In the event that resolution 1 is not passed at the class meeting of the B Shareholders, subject to the passing of an additional resolution (see note 2 above), the person nominated by the B Shareholders shall be appointed.
- 6 If more than one person is validly nominated by the B Shareholders in accordance with article 87(E) of the company's articles of association, and each such nomination is validly approved by the B Shareholders, the person for whom the most votes are cast shall be appointed as the Independent Director or, if an equal number of votes are cast, the first resolution passed shall take effect.
- 7 In the event the resolution set out above for the ratification of Mr Pritchard's appointment is not passed at the class meeting of the B Shareholders and no other person nominated by the B Shareholders is appointed by ordinary resolution, then the board (including Glick shareholder approval) shall appoint a replacement Independent Director, whose appointment shall be ratified at a class meeting of the B Shareholders to be held on the same date as the 2009 annual general meeting.
- 8 The adoption of new articles of association at the annual general meeting of the company convened for the same date as this meeting may constitute a variation of the rights of the B Shareholders. In accordance with the company's existing articles of association, resolution 2 seeks the consent of B Shareholders to any variation or abrogation of rights attaching to the ordinary class B shares occasioned by the adoption of those new articles. To be effective, resolution 2 must be passed by B Shareholders holding shares representing not less than two-thirds of the aggregate voting rights held by those B Shareholders present and voting at the meeting.
- 9 Any B Shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the company.
- 10 To be valid, any form of proxy must be completed in accordance with the instructions printed on it and deposited with the Registrars at the address shown on the form of proxy **no later than 2.45pm on Monday 26 May 2008**. Completion of a form of proxy will not prevent a member from attending and voting at the meeting.
- 11 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the company specifies that only those members registered in the register of members as at **no later than 6.00pm on Monday 26 May 2008** shall be entitled to attend and/or vote at the meeting. Changes to the register of members after **6.00pm on Monday 26 May 2008** shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.
- 12 As per the arrangements in place for the earlier annual general meeting if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote in accordance with the directions of all of the other corporate representatives for that shareholder, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions or; if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative (being the first corporate representative to register his attendance at the meeting) will be nominated from those corporate representatives who attend, to vote and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure. The guidance includes a sample form of appointment letter if the chairman is being appointed as described above.
- 13 The Companies Act 2006 (the 'Act') allows a corporate shareholder to appoint more than one corporate representative and all of those representatives can attend and speak at the meeting. However, there is real doubt under the Act as to whether multiple corporate representatives are able to use their powers to vote in different ways. In light of the provisions of the Act and potential for confusion in relation to the appointment of corporate representatives, the most effective method of ensuring full representation of all shareholders is by the appointment of proxies rather than corporate representatives.