

**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 otherwise transferred all of your shares in Songbird Estates plc, please pass this document and the accompanying proxy form 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 ANNUAL GENERAL MEETING AND RESOLUTIONS TO BE PROPOSED**

NOTICE IS HEREBY GIVEN that the annual general meeting of Songbird Estates plc (the 'company') will be held at 10 Upper Bank Street, Canary Wharf, London E14 5JJ on Wednesday 10 June 2009 at 2.00pm to carry out the business detailed below.

Resolutions 1 to 5 inclusive will be proposed as ordinary resolutions. Resolution 6 will be proposed as a special resolution.

Your directors are unanimously of the opinion that the resolutions are in the best interests of the shareholders and the company and, therefore, recommend you vote in favour of the resolutions. In accordance with article 73 of the articles of association of the company, all voting at the meeting shall be conducted by way of a poll.

**ORDINARY RESOLUTIONS**

**Resolution 1:** To receive and adopt the Report & Financial Statements for the year ended 31 December 2008.

**Resolution 2:** To re-appoint Deloitte LLP as auditors of the company for the financial year ending 31 December 2009.

**Resolution 3:** To authorise the directors to fix the remuneration of the auditors.

**Resolution 4: Political donations and political expenditure**

THAT the company and all companies that are its subsidiaries at any time during the period for which this resolution is effective are authorised, in aggregate:

- (a) to make political donations to political parties and/or independent election candidates not exceeding £90,000 in total;
- (b) to make political donations to political organisations other than political parties not exceeding £10,000 in total; and
- (c) to incur political expenditure not exceeding £10,000 in total,

during the period beginning with the date of the passing of this resolution and ending on the date of the annual general meeting in 2010, provided that such donations and expenditure shall not exceed £100,000 in aggregate. For the purposes of this resolution the terms 'political donation', 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' have the meanings given by sections 363 to 365 of the Companies Act 2006.

For further information see page 3.

## Resolution 5: Directors' authority to allot shares

THAT pursuant to article 10 of the company's articles of association, the directors be and are hereby authorised to exercise all the powers of the company to allot relevant securities (as defined by the Companies Act 1985) up to an aggregate nominal amount not exceeding £73,740,419 in aggregate (the 'section 80 amount') for the period expiring at the conclusion of the company's annual general meeting in 2010.

For further information see page 3.

## SPECIAL RESOLUTION

### Resolution 6: Disapplication of statutory pre-emption rights

THAT subject to the passing of resolution 5 and pursuant to article 11 of the company's articles of association, the directors be and are hereby generally empowered to allot equity securities (as defined by the Companies Act 1985) for cash up to a nominal amount not exceeding the 'section 80 amount' specified in resolution 5 for the period expiring at the conclusion of the company's annual general meeting in 2010.

For further information see page 3.

By order of the board

**JOHN GARWOOD**

Secretary

15 May 2009

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#### Notes:

- 1 Members are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the annual general meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.
- 2 To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand by the Registrars at the address shown on the proxy form by **no later than 2.00pm on Monday 8 June 2009**. The return of a completed proxy form will not prevent a shareholder from attending the annual general meeting and voting in person if he/she wishes to do so.
- 3 To be entitled to attend and vote at the annual general meeting (and for the purpose of the determination by the company of the votes they may cast), shareholders must be registered in the register of members of the company at **6.00pm on Monday 8 June 2009** (or, in the event of any adjournment, 6.00pm on the date which is two days before the time of the adjourned meeting). Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 4 Copies of the directors' letters of appointment, which are available for inspection from 9.00am to 5.00pm at the registered office of the company on any weekday (Saturdays, Sundays and public holidays excepted), will also be available for inspection at the place of the annual general meeting from 15 minutes before the meeting until the conclusion of the meeting.
- 5 In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, 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; and (ii) 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 will be nominated (being the first corporate representative to arrive at the meeting), from those corporate representatives who attend, who will vote on a poll 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](http://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 in (i) above.
6. The Companies Act 2006 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 doubt as to whether multiple corporate representatives are able to use their powers to vote in different ways. In light of the provisions of the Companies Act 2006, 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.

## FURTHER INFORMATION

### Notes to resolution 4

The Companies Act 2006 (the "Act"), amongst other things, prohibits the company and its subsidiaries from making donations to an EU political party or other EU political organisation or to an independent election candidate in the EU of more than £5,000 in any 12 month period unless they have been authorised to make donations by the company's shareholders.

The Act includes very broad definitions of political donations and expenditure which may extend to normal business activities that, in light of the specific nature of the group's business, might not be thought to be political expenditure in the more usual sense. Examples of such donations/expenditure could include forum/conference sponsorship and participation or involvement in seminars, conferences or functions at which politicians may be present.

The company is seeking shareholder approval for the company and its subsidiaries in respect of expenditure on these activities and any other donations/expenditure which may fall within the definitions of the Act. Resolution 4 seeks authority:

- (a) to make political donations to political parties and/or independent election candidates not exceeding £90,000 in total;
- (b) to make political donations to political organisations other than political parties not exceeding £10,000 in total; and
- (c) to incur political expenditure not exceeding £10,000 in total,

during the period ending on the date of the annual general meeting in 2010, subject to an overall maximum of £100,000.

### Notes to resolutions 5 and 6

The company's articles of association permit the directors to allot shares and other securities in accordance with sections 80 and 89 of the Companies Act 1985 up to an amount authorised by the shareholders in general meeting.

Special resolutions were passed by the company on 20 May 2004 giving the directors authority to allot shares up to a maximum nominal value of £136,800,000 (the 'section 80 amount') and to allot shares for cash, other than by way of a pre-emptive offer, subject to article 11(B). Article 11(B) restricts the nominal value of shares that may be allotted on a non pre-emptive basis in any one calendar year to 5% of the aggregate nominal value of the company's shares in issue (calculated as at the start of the calendar year).

At each annual general meeting since May 2004, the section 80 and section 89 authorities given to the directors have been renewed in respect of the balance then outstanding (the original 'section 80 amount' reduced by the nominal value of shares allotted since 20 May 2004). The authorities given in 2008 expire at the conclusion of this year's annual general meeting and, therefore, pursuant to articles 10 and 11 of the articles of association of the company, the board seeks renewal of these annual authorities.

## ATTENDING THE ANNUAL GENERAL MEETING

### Venue

10 Upper Bank Street, Canary Wharf, London E14 5JJ. A map is reproduced below. The nearest DLR and underground stations are Canary Wharf. If you intend to travel by car, please telephone 020 7537 5396/5591 for car park information. On arrival at 10 Upper Bank Street, please report to the reception desk, where you will be directed to the meeting venue.

### Date and time

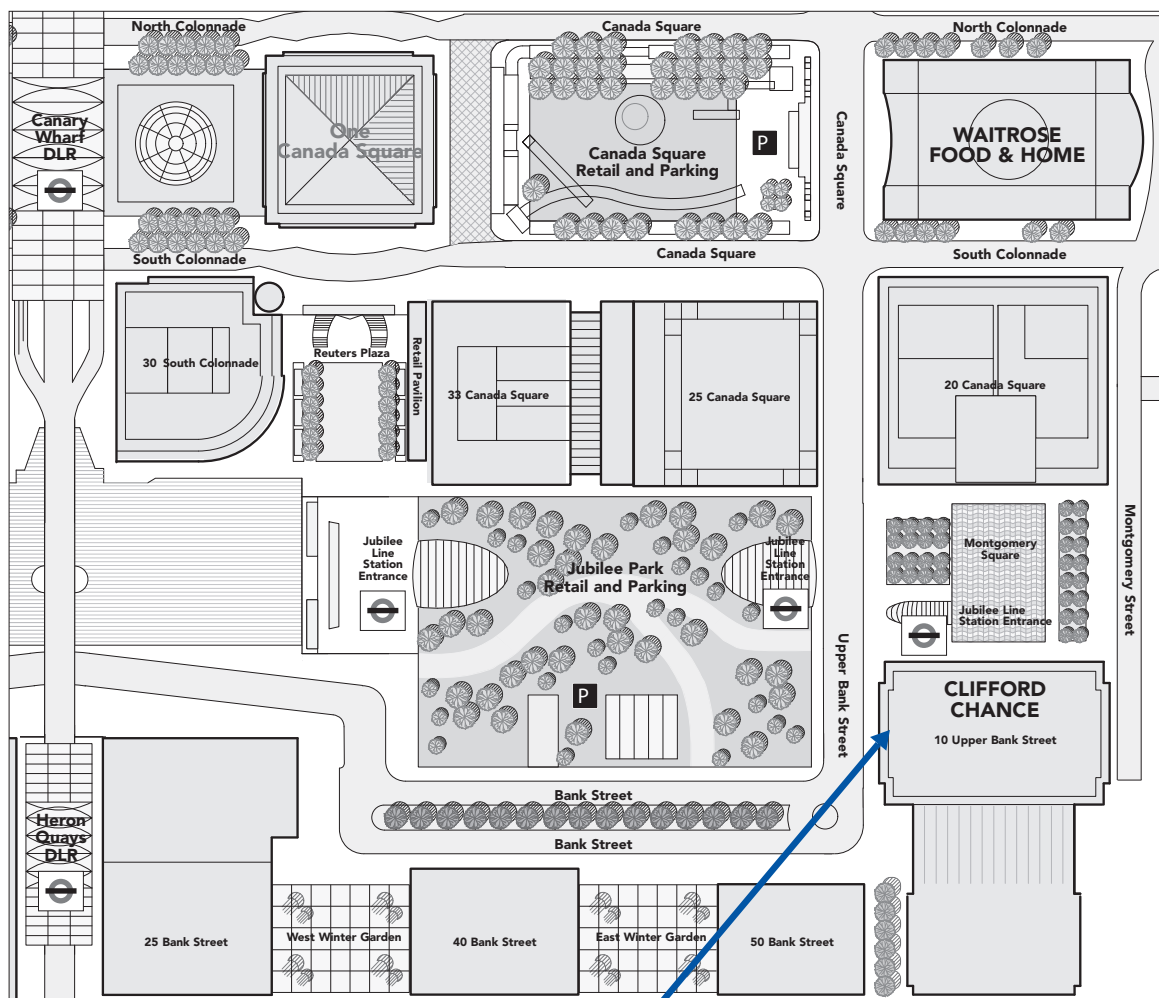
The annual general meeting will start at 2.00pm on Wednesday 10 June 2009, with registration available from 1.15pm. The annual general meeting will be followed immediately by a class meeting for the holders of class B ordinary shares, as required by the articles of association of the company.

### Security

For your personal safety and security, random security checks will be carried out. To assist with security, please do not bring excess baggage to the meeting. Recording equipment, cameras and other items, as well as behavior that might interfere with the good order of the meeting, will not be permitted. You will be asked to switch off mobile telephones and pagers during the meeting.

### Shareholders with disabilities

10 Upper Bank Street is a wheelchair accessible building. If you have any special requirements, please contact us in advance on 020 7537 5396/5591.



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