

**Songbird Estates plc ('the Company')**

**Ordinary Class B Shares of 10 pence each ('Class B Shares')**

**ISIN code GB00B00V4F53**

**NOTIFICATION OF MAJOR INTEREST IN SHARES**

The following notification is made by the Company, which was notified after close of business on 2 February 2007 by Morgan Stanley ('the Notifying Shareholder') on behalf of the entities listed in Schedule 1 ('the MS Shareholders'), as follows:

On 27 January 2007 the Notifying Shareholder became aware that, due to the issue of shares in the Company, the percentage of voting rights which the Notifying Shareholder holds indirectly in the Company had risen as set out in Rule 5.1.2(1) of the Disclosure and Transparency Rules ('the Rules'). As at 26 January 2007, the Notifying Shareholder indirectly held 31,708,138 Class B Shares, representing 16.43% of the total voting rights attaching to the Company's issued Class B Shares pursuant to the Rules. This is broken down into:

1. Shares indirectly held by Morgan Stanley

Immediately after the time when the obligation of disclosure arose pursuant to Rule 5 of the Rules, the Notifying Shareholder, as the ultimate parent of those entities listed in Schedule 2 (being the entities which manage the limited partners which hold the beneficial ownership of the Class B Shares), indirectly held 11,343,815 Class B Shares, representing 5.87% of the voting rights attached to the Class B Shares.

In addition to the holdings listed in Schedule 1 (but comprised within the 11,343,815 Class B Shares referred to above) PG Investors III, Inc. (being an entity of which the Notifying Shareholder is the ultimate parent) held:

- (A) 141,193 Class B Shares by virtue of the power of attorney it holds for Hasso Plattner, who is a party to the Shareholder's Agreement (as defined below); and
- (B) 338,863 Class B Shares by virtue of the power of attorney it holds for BPEF 2 Princes G III Partners, L.P., which is a party to the Shareholder's Agreement.

2. Shareholders Agreement

The MS Shareholders and the persons listed in Schedule 3 are all parties to a Shareholders Agreement dated 16 April 2004 (as amended) ('the Shareholders Agreement'), which is an agreement to which case (a) of Rule 5.2.1 applies.

The only party to such agreement which also owns Class B Shares (and in which the Notifying Shareholder is indirectly interested by virtue of the

Shareholders Agreement (as the ultimate parent of the MS shareholders which are party thereto) is British Land (Joint Ventures) Limited, which is the registered and beneficial owner of 20,364,323 Class B Shares (being 10.55% of the voting rights attached to the Class B Shares).

## Schedule 1

### MS Shareholders

Name and Address of Registered Shareholder	Name and Address of Beneficial Shareholder	Direct Interest in Shares
Morstan Nominees Limited 25 Cabot Square, Canary Wharf, London E14 4QA	Morgan Stanley Real Estate Fund IV International-T L.P. Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, U.S.A.	1,788,305 Class B Shares
Morstan Nominees Limited 25 Cabot Square, Canary Wharf, London E14 4QA	Morgan Stanley Real Estate Fund IV Special International, L.P. Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, U.S.A.	1,086,526 Class B Shares
Morstan Nominees Limited 25 Cabot Square, Canary Wharf, London E14 4QA	Morgan Stanley Real Estate Investors IV International, L.P.  Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, U.S.A.	191,366 Class B Shares
Morstan Nominees Limited 25 Cabot Square, Canary Wharf, London E14 4QA	MSREF IV TE Holding, L.P. c/o Maples & Calder, PO Box 309 GT, George Town, Grand Cayman, Cayman Islands	2,392,826 Class B Shares
Morstan Nominees Limited 25 Cabot Square, Canary Wharf, London E14 4QA	Morgan Stanley European Real Estate Special Situations II Investors, L.P.  Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, U.S.A.	315,828 Class B Shares
Morstan Nominees Limited 25 Cabot Square, Canary Wharf, London E14 4QA	Morgan Stanley European Real Estate Special Situations II Investors, L.P. Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, U.S.A.	275,722 Class B Shares
Morstan Nominees Limited 25 Cabot Square, Canary Wharf, London E14 4QA	Morgan Stanley European Real Estate Special Situations Fund II, L.P.  Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, U.S.A.	698,786 Class B Shares
Morstan Nominees Limited 25 Cabot Square, Canary Wharf, London E14 4QA	MSDW Real Estate Special Situations II- A C.V. Locatellikade 1, 1076 AZ Amsterdam, The Netherlands	1,270,535 Class B Shares

Morstan Nominees Limited 25 Cabot Square, Canary Wharf, London E14 4QA	MSDW Real Estate Special Situations II- B C.V. Locatellikade 1, 1076 AZ Amsterdam, The Netherlands	570,757 Class B Shares
Morstan Nominees Limited 25 Cabot Square, Canary Wharf, London E14 4QA	MSDW Real Estate Special Situations II- C C.V.  Locatellikade 1, 1076 AZ Amsterdam, The Netherlands	635,273 Class B Shares
Princes Gate Investors III, L.P. (acting by its general partner, PG Investors III, Inc.)  35 <sup>th</sup> Floor, 1585 Broadway, New York, NY 10036, U.S.A.	Princes Gate Investors III, L.P. (acting by its general partner, PG Investors III, Inc.)  35 <sup>th</sup> Floor, 1585 Broadway, New York, NY 10036, U.S.A.	1,625,449 Class B Shares
Originators Investment Plan, L.P. (acting by its general partner, MSDW OIP Investors, Inc.)  35 <sup>th</sup> Floor, 1585 Broadway, New York, NY 10036, U.S.A.	Originators Investment Plan, L.P. (acting by its general partner, MSDW OIP Investors, Inc.)  35 <sup>th</sup> Floor, 1585 Broadway, New York, NY 10036, U.S.A.	12,386 Class B Shares

## Schedule 2

### Managing Entities of MS Shareholders

Name	Address
Morgan Stanley	Avenue of Americas, New York, NY 10020, U.S.A.
MSREF IV Inc.	Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 9801, U.S.A.
MSREF IV LLC.	Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 9801, U.S.A.
MSDW Real Estate Special Situations II Holdings Inc.	Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 9801, U.S.A.
MSDW Real Estate Special Situations II Holdings L.L.C.	Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 9801, U.S.A.
MSREF IV International-GP, L.L.C.	Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 9801, U.S.A.
Morgan Stanley Real Estate Fund IV International-TE, L.P.	Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 9801, U.S.A.
MSREF IV TE Holding-GP, L.L.C.	Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 9801, U.S.A.
MSDW Real Estate Special Situations II Manager LLC	Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 9801, U.S.A.
MSDW OIP Investors, Inc.	1585 Broadway, New York, New York 10036, U.S.A.
PG Investors III, Inc.	1585 Broadway, New York, New York 10036, U.S.A.
MSQ GP L.L.C.	Corporation Trust Center, 1209 Orange Street, Wilmington,

	Delaware 9801, U.S.A.
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### Schedule 3

#### Parties to the Shareholders Agreement

Name of current registered shareholder	Address
Hasso Plattner	Roschbacherhof 2, 69198 Schriesheim, Germany
BPEF 2 Princes G III Partners, L.P.	Boite Postale 459, L-2014 Luxembourg
Whitehall Street Global Real Estate Limited Partnership 2001	85 Broad Street, New York, New York 10004, U.S.A.
Whitehall Parallel Global Real Estate Limited Partnership 2001	85 Broad Street, New York, New York 10004, U.S.A.
Whitehall Street International Real Estate Limited Partnership 2001	85 Broad Street, New York, New York 10004, U.S.A.
Whitehall Street Global Employee Fund 2001, L.P.	85 Broad Street, New York, New York 10004, U.S.A.
Whitehall Street International Employee Fund 2001 (Delaware), L.P.	85 Broad Street, New York, New York 10004, U.S.A.
British Land (Joint Ventures) Limited	10 Cornwall Terrace, Regent's Park, London NW1 4QP
GF Investments II, LLC	1271 Avenue of the Americas, 48 <sup>th</sup> Floor, New York, New York 10020, U.S.A.
Daniel Sklarin A/c No.1	683 Rutland Street, Teaneck, New Jersey 07666, U.S.A.
Daniel Sklarin A/c No. 2	683 Rutland Street, Teaneck, New Jersey 07666, U.S.A.
Chichester Offshore Limited	C/o HWR Services Limited, Cragmuir Chambers, PO Box 71, Road Town, Tortola, British Virgin Islands
Songbird Estates plc	One Canada Square, Canary Wharf, London E14 5AB

Dated: 6 February 2007

Contact for queries: Caroline Higgins (tel: 020 7537 5396)

Company official making announcement:  
Caroline Higgins, Acting Assistant Company Secretary, Songbird Estates plc