

**THE COMPANIES ACTS 1908 TO 1989**

**A PUBLIC COMPANY LIMITED BY SHARES**

**RESOLUTIONS**

**-of-**

**ALLIED LONDON PROPERTIES PUBLIC LIMITED COMPANY**

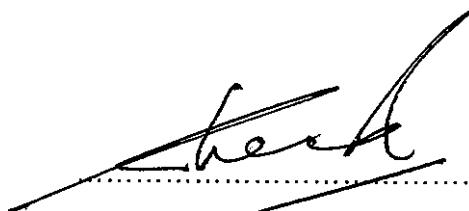
**("the Company")**

**(Passed on 4 December 1997)**

At a Class Meeting of the holders of 5¼% Convertible Cumulative Redeemable Preference Shares of £1 each in the capital of the Company duly convened and held on 4 December 1997, the following resolutions were dully passed as Extraordinary Resolutions of the Company, namely:-

1. That this meeting of the holders of the 5¼% Convertible Cumulative Redeemable Preference Shares of Allied London Properties Plc (the "Company") hereby sanctions the purchase by the Company of its Ordinary Shares in accordance with the authority given by Resolution 7 set out in the Notice convening the Annual General Meeting of the Company for 4 December 1997 a copy of which has been produced to this Meeting and signed by the Chairman thereof for the purpose of identification.
2. That this Meeting of the holders of the 5¼% Convertible Cumulative Redeemable Preference Shares of Allied London Properties Plc (the "Company") hereby sanctions the purchase by the Company of its 5¼% Convertible Cumulative Redeemable Preference Shares in accordance with the authority given by Resolution 8 set out in the Notice convening the Annual General Meeting of the Company for 4 December 1997 a copy of which has been produced to this Meeting and signed by the Chairman thereof for the purpose of identification.



  
CHAIRMAN OF THE MEETING