

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

BOVIS GROUP PLC

At an extraordinary general meeting of the Company held at Liscartan House, 127 Sloane Street, London SW1X 9BA on 15th December 1999, the following resolutions were duly passed as special resolutions AS FOLLOWS:

SPECIAL RESOLUTIONS

1. THAT, pursuant to section 53(1)(a) of the Companies Act 1985, the Company be re-registered as a private company.
2. THAT, the name of the Company be changed to BOVIS LEND LEASE HOLDINGS LIMITED.
3. THAT, the memorandum of association of the Company be altered by the deletion of Clauses 1 and 2, the re-numbering of existing Clauses 3, 4, 5 and 6 as Clauses 2, 3, 4 and 5 respectively and the insertion of a new Clause 1 as follows:

"1. The name of the Company is "Bovis Lend Lease Holdings Limited".".

4. THAT, the memorandum of association of the Company be altered by the insertion of a new Clause 3(BB) as follows:

"3 (BB) Subject to the Act, to give (whether directly or indirectly) any kind of financial assistance (as defined in section 152(1)(a) of the Act) for any purpose specified in section 151(1) or section 151(2) of the Act.";

and that the existing Clauses 3(BB) to 3(KK) be re-numbered as 3(CC) to 3(LL) accordingly.

5. THAT, the articles of association of the Company be replaced by the articles of association annexed to this resolution and initialled by the Chairman for the purposes of identification.

Swanley

SECRETARY

