

328020

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

RESOLUTIONS
of
MOUNTVIEW ESTATES P.L.C

Passed 12 November 2001

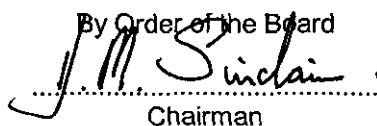
At an Extraordinary General Meeting of the Company duly convened and held on 12 November 2001 the following Special Resolution was duly passed:

SPECIAL RESOLUTION

"THAT the terms of the proposed contract between the Company and BPT plc for the purchase by the Company of 688,061 ordinary shares of 5p each in the capital of the Company (representing 14.99 per cent. of the Company's existing issued share capital), which are more particularly described in the circular to shareholders dated 18 October 2001 accompanying the Notice convening this meeting and which are set out in the draft contract (a copy of which is produced to this meeting and signed for the purposes of identification by the Chairman of the meeting) and the purchase by the Company of such shares on the terms set out in such contract be and they are hereby approved and authorised generally (including, without limitation, for the purposes of section 164 of the Companies Act 1985) provided that the authority conferred by this Resolution shall (unless renewed or revoked) expire on 31 October 2002."

Registered Office:
16/20 High Road
Wood Green
London
N22 6DB

By Order of the Board


Chairman



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COMPANIES HOUSE 16/11/01
COMPANIES HOUSE 13/11/01