

No: 420575

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

Special Resolution

of

MEPC Limited



At an Extraordinary General Meeting of the Company duly convened and held at 103 Wigmore Street, London W1U 1AH on 30 October 2000 the following Resolution was duly passed as a Special Resolution:

Special Resolution

That:

- a) it is in the commercial interests of the Company and for the purpose of carrying on the Company's business, and therefore also in the best interests of, and to the further benefit and advantage of, the Company to enter into the Loan Agreement to be dated 28 November 2000 relating to the Facility of up to £1 billion between the Company and Leconport Estates, a substantially final form of which was produced to the Meeting initialled for the purposes of identification by the Chairman (the "**Financial Assistance**"); and
- b) the Financial Assistance to be given by the Company for the purpose of reducing or discharging a liability incurred in connection with the acquisition of shares in itself, to take the form of the Loan Agreement, be and is hereby approved;
- c) the execution of the Statutory Declaration by all the Directors of the Company in respect of the Financial Assistance, be and is hereby approved; and
- d) the Directors are instructed to take any action in connection with the negotiation, execution, delivery and performance of the Loan Agreement (and/or any other documents related thereto) as they shall deem necessary or appropriate.

A handwritten signature in black ink, appearing to be 'V. B.', is written over a series of horizontal lines.

Chairman