

COMPANIES ACT 1985

SPECIAL RESOLUTIONS

(Passed pursuant to Sections 4 and 9 and delivered pursuant to Section 380 of the Companies Act 1985)

of

COMMERCIAL UNION PROPERTIES LIMITED

Passed on 31 December 1987

At an Extraordinary General Meeting of the members of the above-named Company, duly convened and held on 31 December 1987 at Schomberg House, 80/82 Pall Mall, London SW1X 5HF, the following resolutions were duly passed as SPECIAL RESOLUTIONS :-

1. THAT the Memorandum of Association of the Company be altered as follows:-
 - (a) by re-designating the present Clauses 3(P) to 3(W) both inclusive thereof, as Clauses 3(Q) to 3(X) respectively; and
 - (b) by inserting after Clause 3(O) thereof the following new Clause, to be designated Clause 3(P):-

"(P) To act as surveyors but so that any business of surveying for the time being carried on by the Company shall at all times be conducted in accordance with the Rules of Conduct for the time being of The Royal Institution of Chartered Surveyors."
2. THAT the Articles of Association of the Company be altered by inserting after the present Article 17.08, the following new Article, to be numbered 17.09:-

"17.09 It shall be the duty of the directors to ensure that any business of surveying for the time being carried on by the Company shall at all times be conducted in accordance with the Rules of Conduct for the time being of The Royal Institution of Chartered Surveyors."

CERTIFIED TO BE A TRUE EXTRACT


SECRETARY