

COMPANY NO. 1655420

SHAREHOLDERS' RESOLUTIONS IN WRITING

Knights Property Company Limited

We the undersigned, all the shareholders for the time being of Knights Property Company Limited, hereby :-

1. RESOLVE that the Company's Articles of Association be amended as follows:-

In Article 2 (regulations of Table A which do not apply to the Company) there shall be inserted, after "88", "89-92 inclusive"

Article 19 shall be deleted and replaced by " The Directors shall not be required to retire by rotation."

2. ELECTIVELY RESOLVE:-


a) pursuant to Section 252 of the Companies Act 1985, to dispense with the laying of accounts and reports before the company in general meeting

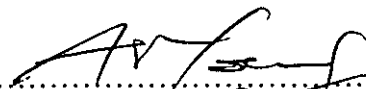
b) pursuant to section 366A of the Companies Act 1985, to dispense with the holding of annual general meetings


c) pursuant to Section 386 of the Companies Act 1985, to dispense with the obligation to appoint auditors annually.

Dated: 21st August, 2000

Signed


..... W.E.COOPER
Secretary for and on behalf of
NFU Mutual Management Co Limited


..... A S YOUNG


..... N CARTER

shreskp

