

**THE COMPANIES ACTS 1985 AND 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**

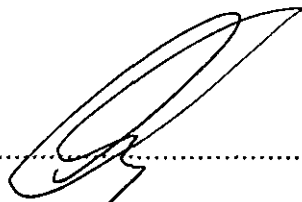
**RESOLUTION IN WRITING**  
(pursuant to Section 381A of the Companies Act 1985)

- of -

**CANARY WHARF LIMITED**  
(the "Company")

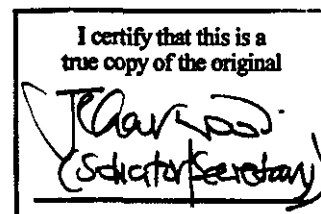
We being the sole Member of the Company for the time being entitled to attend and vote at general meetings of the Company hereby pass the following resolution as a resolution in writing:

"**THAT** the share capital of the Company be reduced from £2,516,278,674 divided into 1,000,000,000 ordinary shares of £1 each, 500,000,000 preferred redeemable ordinary shares of £1 each and 1,016,278,674 deferred ordinary shares of £1 each to £1,247,516,350 divided into 747,516,350 ordinary shares of £1 each and 500,000,000 preferred redeemable ordinary shares of £1 each by cancelling and extinguishing 252,483,650 ordinary shares of £1 each and all the deferred ordinary shares of £1 each which are registered in the name of Canary Wharf Holdings Limited."



a duly authorised representative  
for and on behalf of  
**Canary Wharf Holdings Limited.**

Dated: 19 October 2001



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COMPANIES HOUSE

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08/11/01