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Company No. 1917312

THE COMPANIES ACTS 1985 AND 1989

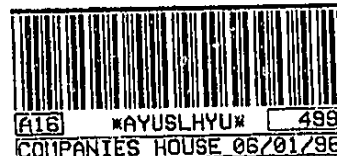
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS  
of  
CANARY WHARF LIMITED

At an extraordinary general meeting of the Company held at 200 Aldersgate Street, London EC1A 4JJ on 22 December 1995 the following resolutions were passed as special resolutions:

SPECIAL RESOLUTIONS

1. That the authorised share capital of the Company be increased to £2,516,278,674 by the creation of 500,000,000 redeemable preferred ordinary shares of £1.00 each with the rights set out in the new Articles of Association.
2. That, subject to the passing of Resolution 1 above, that the Company adopt the new memorandum of association in the form of the annexed draft, initialled by the chairman for the purposes of identification.
3. That, subject to the passing of Resolutions 1 and 2 above, the Company adopt the new articles of association in the form of the annexed draft, initialled by the chairman for the purposes of identification.
4. That the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of up to the present authorised but unissued share capital for a period expiring (unless previously renewed, varied or revoked by the Company in General Meeting) on 31 December 1995, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement.
5. That subject to compliance with sections 155 to 158 of the Companies Act 1985, the matters set out in paragraph 6 of the draft minutes of the Meeting of the Board of Directors held today relating to the giving of financial assistance by the Company and Cabot Place Limited, Canary Cannon Limited, Canary Wharf Management Limited, Hazelway Limited and Seven Westferry Circus (No. 2) Limited (the "Subsidiaries") under Sections 151-158 of the Companies Act 1985 (the "Minutes", an extract of which is attached and initialled for the purposes of identification and terms defined in the Minutes having the same meaning when used in the text of the Special Resolutions) be and are hereby approved and that the Directors be and are hereby authorised to pass each of the resolutions contained in the Minutes and that for the purposes of section 157 of the Companies Act 1985 the giving of financial assistance as recorded in the Minutes be approved.



6. That the Assistance Documents referred to in the Minutes be and are hereby approved and that the execution, delivery and performance by the Company of each of such Assistance Documents in the best interests of and for the benefit of the Company and that there is full and fair consideration to the Company for the obligations it is undertaking in respect thereof.
7. That each of the Subsidiary Documents referred to in the Minutes be and is hereby approved and that the execution, delivery and performance by the Subsidiaries of each of the Subsidiary Documents is in the best interests of and for the benefit of the relevant Subsidiary and the Company and that there is full and fair consideration to the Subsidiary for the obligations it is undertaking in respect thereof
8. That the giving of financial assistance by the Company by the execution of, and the subsequent exercise of rights under, the Assistance Documents be and is hereby approved.
9. That the giving of financial assistance by the Subsidiaries by the execution of, and the subsequent exercise of rights under, the Subsidiary Documents be and is hereby approved.
10. That approval for the Company to enter into the Assistance Documents be and is given, notwithstanding that the Company might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Companies Act 1985.
11. That approval for the Subsidiaries to enter into the Subsidiary Documents be and is given, notwithstanding that the Subsidiaries might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Companies Act 1985.
12. That the Company (acting by any of its directors or by any duly authorised representative appointed by its directors) is hereby authorised to enter into all agreements, deeds and other documents (to which it is proposed that the Company be a party) contemplated by or referred to in or which are in the opinion of the directors required or desirable as a consequence of or in relation to the documents described in the Canary Wharf Acquisition Agenda for Completion dated 20th December 1995 and initialed by any officer of the Company for the purposes of identification and each director of the Company is accordingly authorised to procure that such agreements, deeds and other documents are duly executed on behalf of the Company.
13. That all acts done or taken by any director, secretary or duly authorised representative of the Company and all agreements, deeds and other documents executed or to be executed by or on behalf of the Company contemplated by or referred to in or which are in the opinion of the directors required or desirable as a consequence of or in relation to agreements, deeds and other documents referred to in the preceding resolution, are hereby ratified and approved.

A. PETER ANDERSON

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CHAIRMAN