

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

CANARY WHARF LIMITED

At an extraordinary general meeting of the Company held at Level 30 One Canada Square Canary Wharf E14 5AB on *6th October 1997* the following special resolution was passed:

SPECIAL RESOLUTION

THAT:

- (1) subject to compliance with sections 155 to 158 of the Companies Act 1985, the giving by the Company of financial assistance for the purpose of reducing or discharging the liabilities incurred in relation to:
- (a) the acquisition by CWI Holdings plc of the entire issued share capital of Canary Wharf Holdings Limited, a holding company of the Company, on 27 December 1995;
 - (b) the acquisition by Canary Wharf Holding Limited of 1,000 ordinary shares and 405,000,000 redeemable preferred ordinary shares in the Company, on 27 December 1995;

in each case, as set out in the statutory declaration annexed to this notice be and is hereby unanimously approved;

- [Signature]* (2) the execution by the Company of the loan letter between the Company and CWE SPV HCo Limited ("CWE SPV HCo") pursuant to which the Company will lend CWE SPV HCo the sum of ~~£17,266,000~~ (approx) for the purpose of being applied in part satisfaction of loan (and accrued interest and fees) owed by CWE SPV HCo to the European Investment Bank ("EIB") under a Loan Agreement dated 27 December 1995 between CWE SPV HCo as borrower and EIB as lender (the "Agreement") is in the best interests of, and to the future benefit of the Company, and the Agreement is hereby unanimously approved;
- £17,465,536.22
- (3) the Company be and is hereby authorised and directed to enter into the Agreement and into such other documents as, under the terms of such Agreement, it is required or obliged to be a party to and/or any documents in connection therewith; and
- (4) all matters set out in the draft minutes of the board of directors of the Company annexed to this notice be and are hereby unanimously approved and that the directors be and are hereby authorised to pass all resolutions contained in those draft minutes.

[Signature]
Chairman