



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

CWE SPVd LIMITED

At an extraordinary general meeting of the Company held at Level 30 One Canada Square Canary Wharf E14 5AB on *19.11.97* the following special resolution was passed:

SPECIAL RESOLUTION

THAT:

- (1) subject to compliance with sections 155 to 158 of the Companies Act, the giving by the Company and each relevant subsidiary of financial assistance for the purpose of reducing or discharging the liabilities incurred in relation to 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 and/or certain subsidiaries of Canary Wharf Holdings Limited as set out in the statutory declaration annexed to this notice be and is hereby unanimously approved;
- (2) the execution and/or ratification by the Company of the agreements and documents (the "Agreements") to be executed by it as summarised in the memorandum annexed to this notice (the "Memorandum") (incorporating such amendments as may be approved by or on behalf of the Company) are in the best interests of, and to the future benefit of the Company, and are hereby unanimously approved;
- (3) the Company be and is hereby authorised and directed to enter into those Agreements to which it is expressed to be a party in the Memorandum into such other documents as, under the terms of such Agreements, 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.

A handwritten signature in black ink, consisting of a large, stylized 'S' or 'C' shape followed by a series of loops and a final horizontal stroke, positioned above a solid horizontal line.

CHAIRMAN