

SPECIAL RESOLUTION

of

CWE SPVb LIMITED

At an extraordinary general meeting of the Company held at Level 30 One Canada Square Canary Wharf E14 5AB on 25th March 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:
 - (a) reducing or discharging the liabilities incurred in relation to:
 - (i) 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
 - (ii) the acquisition by Canary Wharf Investments Limited and CWE SPV Super HCo Limited of the entire issued share capital of CWE SPV HCo Limited, a holding company of 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;

- (2) the execution 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.


Chairman

