

20-10-98

No. 3635554

The Companies Act 1985

Private Company Limited by Shares

Written Resolutions of LEND LEASE EUROPE RETAIL INVESTMENTS LIMITED

The following resolutions were passed as written resolutions of the Company on
13 October 1998 in accordance with the Articles of Association of the Company.


Ordinary Resolutions

- 1 THAT the capital of the Company be increased from £100 to £30,000,000 by the creation of a further 29,999,900 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares of £1 each in the capital of the Company.
- 2 THAT:-
 - 2.1 the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise for the period of five years from the date of the passing of this resolution all the powers of the Company to allot relevant securities up to the aggregate nominal amount of £29,999,999;
 - 2.2 by such authority the Directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period; and
 - 2.3 words and expressions defined in or for the purposes of the said Section 80 shall have the same meanings in this resolution.

Special Resolution

- 3 THAT the Articles of Association of the Company be and are hereby altered as follows:-
 - 3.1 by deleting the existing Article 2 and substituting therefor the following new Article 2:-

"2 The share capital of the Company as at 13 October 1998 is £30,000,000 divided into 30,000,000 ordinary shares of £1 each."
 - 3.2 by deleting the existing sub-clause 3.2 and re-numbering sub-clauses 3.3 and 3.4 as 3.2 and 3.3 respectively.


For and on behalf of
Hackwood Secretaries Limited
- Secretary

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