

No: 4217312

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

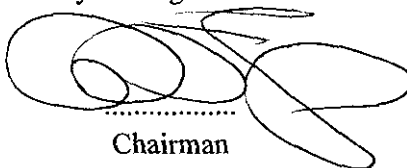
BLS WARWICK LIMITED

The following written resolutions were passed by the Company on [**22 August**] 2001
which would otherwise be required to be passed as special resolutions.

SPECIAL RESOLUTIONS

THAT:

1. the unissued share capital of the Company be and it is hereby redesignated as 499 "A" ordinary shares of £1 each and 499 "B" ordinary shares of £1 each;
2. the issued ordinary share of £1 in the capital of the Company registered in the name of Stanhope plc be immediately redesignated as an "A" ordinary share of £1; and
3. the issued ordinary share of £1 in the capital of the Company registered in the name of Bovis Lend Lease Limited be immediately redesignated as a "B" ordinary share of £1.


Chairman

Presented by: Ashurst Morris Crisp
Broadwalk House
5 Appold Street
London EC2A 2HA
Tel: 020 7638 1111
Ref: CXR/2211584

