

Company Number : 4345340

THE COMPANIES ACT 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

MITRE BUILDING PROJECTS LIMITED

THAT pursuant to Regulations 53 of Table A Companies (Table A to F) Regulations 1985 (S.I.1985 No. 805) as amended, which is embodied in the Articles of Association of the Company, we being all the Members of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company **HEREBY RESOLVE** as follows:

SPECIAL RESOLUTIONS

THAT the Articles of Association of the Company be amended in the manner following that is to say:

- (a) By deleting the present Article 15.
- (b) By adopting a new Article 15 namely:

"B" DIRECTOR AND ALTERNATE DIRECTORS

15. (1) Mitre Investments Limited, for so long as it is acting as Project Manager pursuant to a Project Management Agreement entered into with the Company, shall be entitled by notice in writing addressed to the Company from time to time to appoint a non-voting, non-executive director of the Company ("the B Director") and may remove from office any person so appointed and appoint another person in its place by such written notice.
- (2) Any B Director appointed pursuant to Article 15(1) above shall be entitled to receive all notices of all meetings of the Company. The Company shall reimburse all proper expenses of a B Director properly incurred in performance of his functions.
- (3) If so required by Mitre Investments Limited, a B Director shall be appointed a director of any or all subsidiaries of the Company and the provisions of these Articles relating to the conduct of the business of the Company and the holding of meetings of Board of Directors of the Company shall be deemed to apply mutatis mutandis to such subsidiaries for which a B Director is appointed. The Company shall procure such appointment and observance of this Article 15.
- (4) Any B Director shall be entitled to report back to Mitre Investments Limited upon the affairs of the Company and its subsidiaries and disclose such information as he shall reasonably consider appropriate.
- (5) For so long as Mitre Investments Limited is entitled to appoint a B Director but has not exercised such right, Mitre Investments Limited shall be entitled from time to time to appoint any person ("an Observer") to attend meetings of the Board of Directors of the Company, including committees thereof and meetings of the Boards of Directors of subsidiaries of the Company and committees of such Boards. An Observer shall be given (at



the same time as the Directors) notice of all such meetings of the Directors and all agendas, minutes and other papers relating to such meetings. An Observer shall be entitled to speak at such meetings and require that business be upon the agenda for any such meeting but shall not in any circumstances be entitled to vote. The Company shall reimburse all expenses of an Observer properly incurred in performance of his function whether such functions are performed in respect of the Company or one of its subsidiaries.

(6) No amendment to this Article 15 shall be made without the prior written consent of the B Director.

(7) An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.

FOR D & P MANAGEMENT LTD



Date:

28th June 2002

the same time as the Directors) notice of all such meetings of the Directors and all agendas, minutes and other papers relating to such meetings. An Observer shall be entitled to speak at such meetings and require that business be upon the agenda for any such meeting but shall not in any circumstances be entitled to vote. The Company shall reimburse all expenses of an Observer properly incurred in performance of his function whether such functions are performed in respect of the Company or one of its subsidiaries.

(6) No amendment to this Article 15 shall be made without the prior written consent of the B Director.

(7) An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director.

FOR D & P MANAGEMENT LTD



Date:

28th June 2002