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Notice is hereby given that an Extraordinary General Meeting of District & Urban Investments Limited (the "Company")

will be held at 28 Hereford Road, London W2 5AJ on the 5th day of December 2001 at 2.15 o'clock for the purpose of considering and if thought fit passing the following Resolution which will be proposed as a Special Resolution:-

Special Resolution

That the Memorandum of Association of the Company be amended by the deletion of Clause 3 (k) thereof and the substitution thereof of the following:-

"To borrow and raise money and secure any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages or charges upon the undertaking and all or any of the real and personal property and assets (present or future), and all or any of the uncalled capital for the time being of the Company, or by the creation and issue (at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit) of debentures, debenture stock or other obligations or securities of any description, and whether with or without the Company receiving any consideration to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future and the uncalled capital, for the time being of the Company) the performance of the obligations, and the payment of the principal of, and dividends, interest and premiums on, any stocks, shares, debentures, debenture stock or other securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary of the Company (as defined by Section 736 of the Companies Act 1985) or the holding company (as defined by the said Section) or another subsidiary (as so defined) of the Company's holding company or otherwise associated with the Company in business and (without prejudice to the generality of the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Company."

I hereby certify that the above Special Resolution was passed at an Extraordinary General Meeting

held on

5th December 2001

Secretary

[Signature]

We being the holders of all the issued shares in the capital of District & Urban Investments Limited entitled to attend and vote at General Meetings of the Company hereby consent to the convening and holding of the above mentioned Extraordinary General Meeting of the Company today and the passing thereof of the Resolution above set forth notwithstanding that less than 21 days notice has been given of the said Meeting and that the Resolution to be proposed thereat will be so proposed as a Special Resolution.

Dated this

5th day of December 2001

[Signature]
[Signature]

Directors

District & Urban Group Plc



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