

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

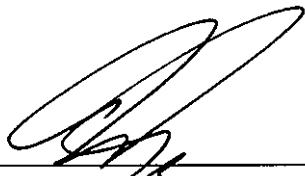
of

CANARY WHARF LIMITED

At an extraordinary general meeting of the Company held at One Canada Square, London E14 5AB on 24 June 1996 the following resolution was passed:

SPECIAL RESOLUTION

THAT, 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 reducing or discharging liability incurred in relation to the acquisition of the entire issued share capital of Canary Wharf Holdings Limited, a holding company of the Company, in December 1995 as set out in the statutory declaration produced to the meeting be and is hereby approved and that all matters set out in the draft minutes of the board of directors of the Company produced to the meeting be and are hereby approved and that the directors be and are hereby authorised to pass all resolutions contained in those draft minutes.



Chairman

