

THE COMPANIES ACT 1985



ORDINARY AND SPECIAL RESOLUTIONS

OF

CANARY WHARF GROUP PLC

At the Annual General Meeting of the Members of the above named Company duly convened and held on 13 November, 2002 at the Museum in Docklands, Number 1 Warehouse, West India Quay, Hertsmere Road, London, E14 4AL resolutions numbered 1, 2 and 5 were duly passed as Ordinary Resolutions and resolutions numbered 3 and 4 were duly passed as Special Resolutions:

IT WAS RESOLVED:

Political Parties, Elections and Referendums Act 2000

1. THAT the company is hereby authorised to make donations to EU Political Organisations and to incur EU Political Expenditure in an aggregate amount not exceeding £100,000 during the period ending on the date of the annual general meeting in 2003. For the purposes of this resolution "donations", "EU Political Organisations" and "EU Political Expenditure" have the meanings ascribed to them in section 347A of the Companies Act 1985 (as amended by the Political Parties, Elections and Referendums Act 2000).

Directors' Authority to Allot Shares

2. THAT the authority conferred on the directors by article 4(B) of the articles of association of the company be and is hereby renewed for the period expiring at the conclusion of the company's next annual general meeting and for that period the 'section 80 amount' is £1,955,000.
3. THAT the power conferred on the directors by article 4(C) of the articles of association of the company be and is hereby renewed for the period expiring on the conclusion of the company's next annual general meeting and for that period the 'section 89 amount' is £293,000.

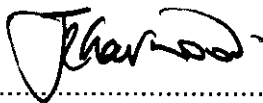
Share Buy-Back

4. THAT the company be and is hereby generally and unconditionally authorised to make one or more market purchases (within the meaning of the Companies Act 1985 Section 163(3)) of ordinary shares provided that:

- (a) the company does not purchase under this authority more than 86.9 million ordinary shares;
- (b) the minimum price which may be paid for an ordinary share of the company is its nominal value;
- (c) the maximum price that may be paid for an ordinary share of the company is an amount equal to 105 percent of the average of the middle market quotations for an ordinary share as derived from the London Stock Exchange Daily Official List for the five days immediately preceding the day on which the ordinary share is purchased;
- (d) the authority expires at the conclusion of the next annual general meeting of the company or eighteen months from the date of passing of this resolution, whichever is the earlier; and
- (e) the company may make a contract to purchase ordinary shares under this authority before the expiry of the authority which will or may be executed wholly or partially after the expiry of the authority, and may make a purchase of ordinary shares in pursuance of such contract.

5. **Employee Share Plans**

THAT the proposed amendments the rules of the Canary Wharf Group plc 1997 Executive Share Option Plan, the Canary Wharf Group plc Long Term Incentive Plan, the Canary Wharf Group plc 2001 Executive Share Option Plan and the Canary Wharf Group plc 2001 Long Term Incentive Plan which are summarised on page 4 of this document, be and are hereby approved and the directors be and are hereby authorised to carry such amendments into effect.



J Garwood – Secretary

Group Company Secretarial
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