

Company Number: 4292545

The Companies Acts 1985

Elective Resolutions

of

Heron Quays Holdings (HQ4) Limited

At an Extraordinary General Meeting of the Members of the above named Company duly convened and held on 22 May, 2002 at One Canada Square, Canary Wharf, London, E14 5AB, the following resolutions were duly passed as Elective Resolutions in accordance with Section 379A of the Companies Act 1985 ("the Act"):

That:

"(A) The provisions of Section 80A of the Act shall apply, instead of the provisions of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of the resolution of an authority under the said Section 80;"

"(B) The Company hereby elects:

- (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting;
- (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings;
- (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually; and
- (iv) pursuant to Sections 369(4) and 378(3) of the Act, that the provisions of those Sections shall have effect in relation to the Company as if for the references to 95 per cent in those provisions there were substituted to 90 per cent."



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J Garwood – Secretary

Group Company Secretarial
Canary Wharf plc
30TH Floor
One Canada Square
Canary Wharf London E14 5AB

