



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
of
FIRST TOWER LP(11) LIMITED

At an extraordinary general meeting of the Company held at 200 Aldersgate Street, London EC1A 4JJ on 22 December 1995 the following resolutions were passed as special resolutions:

SPECIAL RESOLUTIONS

1. That clause 3 of the memorandum of association of the Company be altered by the replacement of sub-clause (V) with the new sub-clause (V) in the form of the annexed draft and the insertion, at the end of clause 3, of sub-clauses (W), (X) and (Y) in the form of the annexed draft, initialled by the chairman for the purposes of identification.
2. That subject to compliance with sections 155 to 158 of the Companies Act 1985, the matters set out in paragraph 6 of the draft minutes of the Meeting of the Board of Directors held today relating to the giving of financial assistance by the Company under Sections 151-158 of the Companies Act 1985 (the "Minutes", an extract of which is attached and initialled for the purposes of identification and terms defined in the Minutes having the same meaning when used in the text of the Special Resolutions) be and are hereby approved and that the Directors be and are hereby authorised to pass each of the resolutions contained in the Minutes and that for the purposes of section 157 of the Companies Act 1985 the giving of financial assistance as recorded in the Minutes be approved.
3. That the Assistance Documents referred to in the Minutes be and are hereby approved and that the execution, delivery and performance by the Company of each of such Assistance Documents in the best interests of and for the benefit of the Company and that there is full and fair consideration to the Company for the obligations it is undertaking in respect thereof.
4. That the giving of financial assistance by the Company by the execution of, and the subsequent exercise of rights under, the Assistance Documents be and is hereby approved.
5. That approval for the Company to enter into the Assistance Documents be and is given, notwithstanding that the Company might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Companies Act 1985.
6. That the Company (acting by any of its directors or by any duly authorised representative appointed by its directors) is hereby authorised to enter into all agreements, deeds and other documents (to which it is proposed that the Company be a party) contemplated by or referred to in or which are in the opinion of the directors required or desirable as a consequence of or in relation to the documents described in the Canary Wharf Acquisition Agenda for Completion dated 20th December 1995 and initialled by any officer of the Company for the

purposes of identification and each director of the Company is accordingly authorised to procure that such agreements, deeds and other documents are duly executed on behalf of the Company.

7. That all acts done or taken by any director, secretary or duly authorised representative of the Company and all agreements, deeds and other documents executed or to be executed by or on behalf of the Company contemplated by or referred to in or which are in the opinion of the directors required or desirable as a consequence of or in relation to agreements, deeds other documents referred to the preceding resolution, are hereby ratified and approved.

A. PETER ANDERSON

CHAIRMAN

Amendment to memorandum



3. (V) Either with or without the Company receiving any consideration or advantage direct or indirect from giving any such guarantee and so as to be an independent object of the Company, to guarantee the performance of the obligations of others including the payment of capital or principal together with any premium, dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual and contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's holding company as defined by Section 736 of the Companies Act 11285 due, owing or incurred to bankers or any other company, firm or person, and in particular (but not by way of limitation) of the Company's holding company, of any company which is contemplated to become the Company's holding company or a subsidiary as defined by Section 736 of the Companies Act 11285 of the Company or of the Company's holding company, or of any company, firm or person which the directors of the Company shall think appropriate, and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or otherwise as security for any such obligations and liabilities of others. A guarantee shall also include any other obligation (whatever called) to pay, purchase, provide funds (whether by advance of money, the purchase of or the subscription of shares or other securities, the purchase of assets or services, or otherwise) for the payment of or to indemnify against the consequences of default in the payment of or otherwise be responsible for any indebtedness of any other company, firm or person.
- (W) To give financial assistance (subject to and where permitted by the Companies Act 11285) directly or indirectly to any person for the purpose of acquiring the issued share capital of the Company or any part thereof or for the purpose of reducing or discharging any liability incurred by any person for the purpose of acquiring the issued share capital of the Company (or any holding company or subsidiary of the Company) or any part thereof.

- (X) To further and promote all or any of the objects and interests of any associated company being any body corporate which is or is about to become or shall have been a holding company or subsidiary of the Company or a subsidiary of any such holding company or any company with which the Company or any such associated company is or is about to be or shall have been associated as part of its business and other activities.
- (Y) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them.