

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to the action you should take, you should immediately consult an independent financial adviser authorised under the Financial Services and Markets Act 2000. If you have recently sold or transferred all your shares in Canary Wharf Group plc, please pass this document and the accompanying form of proxy to the purchaser or transferee or to the agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

**CANARY WHARF**  
**G R O U P P L C**

**NOTICE OF ANNUAL GENERAL MEETING AND RESOLUTIONS TO BE PROPOSED**

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of Canary Wharf Group plc (the “Company”) will be held at 10 Upper Bank Street, Canary Wharf, London, E14 5JJ on Wednesday 23 May 2012 at 11.00am to carry out the following business:

**THE RESOLUTIONS**

All resolutions will be proposed as ordinary resolutions.

The directors of the Company are unanimously of the opinion that the resolutions are in the best interests of you as shareholders and of the Company and, therefore, unanimously recommend that you vote in favour of them.

**ORDINARY BUSINESS**

**Resolution 1: Report and financial statements**

To receive and adopt the annual report and financial statements together with the directors’ report and auditors’ report on those statements for the year ended 31 December 2011.

**Resolution 2: Director appointment**

To reappoint A. Peter Anderson II, who retires by rotation, as a director.

**Resolution 3: Director appointment**

To reappoint Sam Levinson, who retires by rotation, as a director.

**Resolution 4: Director appointment**

To reappoint Brian Niles, who retires by rotation, as a director.

**Resolution 5: Director appointment**

To reappoint Cai Zhiwei, as a director.

**Resolution 6: Auditor appointment**

To reappoint Deloitte LLP as auditors for the financial year ending 31 December 2012 and to hold office from the conclusion of the AGM to the conclusion of the next general meeting at which the report and financial statements are laid before the Company.

**Resolution 7: Auditor remuneration**

To authorise the directors to fix the remuneration of the auditor.

**SPECIAL BUSINESS**

**Resolution 8: Political donations and political expenditure**

THAT the Company and all of its subsidiaries, at any time during the period for which this resolution is effective, be and are hereby authorised to make political donations in aggregate to:

- (a) political parties or independent election candidates not exceeding £90,000;
- (b) to political organisations other than political parties not exceeding £10,000; and
- (c) to incur political expenditure not exceeding £10,000,

during the period beginning with the date of the passing of this resolution and ending on the date of the Company's annual general meeting in 2013, (or if earlier, close of business on 30 June 2013) provided that such donations and expenditure shall not exceed £100,000 in aggregate.

For the purposes of this resolution the terms 'political donations', 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' have the meanings given by sections 363 to 365 of the Companies Act 2006 (the "Act").

For further information see page 3.

#### Resolution 9: Pre-authorisation of Cai Zhiwei conflicts of interest

- (a) the roles of Cai Zhiwei outside his position as director of the Company as described in the Explanatory Notes to this resolution and insofar as they constitute situations in which Cai Zhiwei has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company (the "Relevant Situations") be authorised; and
- (b) where Cai Zhiwei obtains (through a Relevant Situation and otherwise than through his position as a director of the Company) information that is confidential to a third party, Cai Zhiwei will not be required to disclose that information to the Company or to use or apply that information in relation to the Company's affairs where to do so would amount to a breach of that confidence.

PROVIDED THAT the other directors of the Company (excluding any with the same or similar interests) may (i) require that Cai Zhiwei be excluded from the receipt of information, the participation in discussion and/or the making of decisions (whether at the director's meetings or otherwise) in relation to matters arising from the Relevant Situations; and (ii) impose on Cai Zhiwei such other terms for the purpose of dealing with the Relevant Situations or such matters as they think fit and Cai Zhiwei will be obliged to conduct himself in accordance with terms (if any) imposed by the other directors in relation to the Relevant Situations.

For further information see page 3.

By order of the board  
of Canary Wharf Group plc



**JOHN GARWOOD**  
Secretary

22 April 2012

#### Notes

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| <p>1 Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to exercise all or any of his rights to attend, speak and vote instead of him provided that each proxy is appointed to exercise rights attached to a different share or shares held by him. A proxy need not be a member of the Company.</p> <p>2 To be valid, any form of proxy must be completed in accordance with the instructions printed on it and deposited with the registrars at the address shown on the form of proxy <b>no later than 11.00am on Monday 21 May 2012</b>. Completion of a form of proxy will not prevent a member from attending and voting at the meeting.</p> <p>3 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered in the register of members as at <b>no later than 6.00pm on Monday 21 May 2012</b> (or, in the event of any adjournment, on the date which is two days before the date of</p> | <p>the adjourned meeting) shall be entitled to attend and/or vote at the meeting. Changes to the register of members after the relevant date shall be disregarded in determining the rights of any person to attend and/or vote at the meeting.</p> <p>4 A copy of the articles of association of the Company as at the date of this notice and copies of the directors' service contracts are available for inspection at the registered office of the Company on each business day between 09.00am and 5.00pm, and will also be available for inspection at the AGM of the Company on <b>Wednesday 23 May 2012</b>.</p> <p>5 The articles of association of the Company allow any corporation which is a shareholder to appoint one or more corporate representatives who may attend, speak and vote at the meeting. If multiple representatives are appointed and they purport to exercise the power in different ways in respect of the same share, the power will be treated as not exercised.</p> |
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## **EXPLANATORY NOTE**

### **Note to Resolution 8**

The Act, amongst other things, prohibits the Company and its subsidiaries from making donations to an EU political organisation or to an independent election candidate in the EU of more than £5,000 in any 12 month period unless they have been authorised to make donations by the Company's shareholders.

The Act includes very broad definitions of political donations and expenditure which may, in light of the specific nature of the business of the Company and its subsidiaries extend to normal business activities. Examples of such donations/expenditure could include forum/conference sponsorship and participation or involvement in seminars, conferences or functions at which politicians may be present.

### **Note to Resolution 9**

Under the Act, a director must avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the Company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The Act allows directors of public companies to authorise conflicts and potential conflicts where appropriate and where the articles of association contain appropriate enabling provisions, the shareholders of the Company in general meeting are able to grant authorisation by way of an ordinary resolution.

The reappointment of Cai Zhiwei is sought following the resignation of Collin Lau and the subsequent reappointment of Cai Zhiwei as director by the board on 28 March 2012. Cai Zhiwei is a director of real estate and investment for China Investment Corporation ("CIC"). CIC is a significant shareholder in Songbird Estates plc, the majority shareholder of the Company and, although remote, it is possible that there may be occasions whereby the interests of the Company and its majority shareholder may differ and by reason of his employment with CIC, there is a remote possibility conflicts may arise.

In reaching the decision to propose the resolution, the independent directors (i.e. those directors who do not have the same interests as Cai Zhiwei) have, in each case, concluded that the continued service of Cai Zhiwei on the terms proposed is in the best interests of the Company.

Shareholder authority is sought in relation to this potential conflict of interest.

The board manages any conflicts of interest which do arise in accordance with procedures agreed by the board from time to time.

## ATTENDING THE AGM

### Venue

10 Upper Bank Street, Canary Wharf, London E14 5JJ. A map is reproduced below. The nearest DLR and underground stations are Canary Wharf. If you intend to travel by car, please telephone 020 7537 5396/5591 for car park information. On arrival at 10 Upper Bank Street please report to the reception desk, where you will be directed to the meeting venue which is on the second floor.

### Date and time

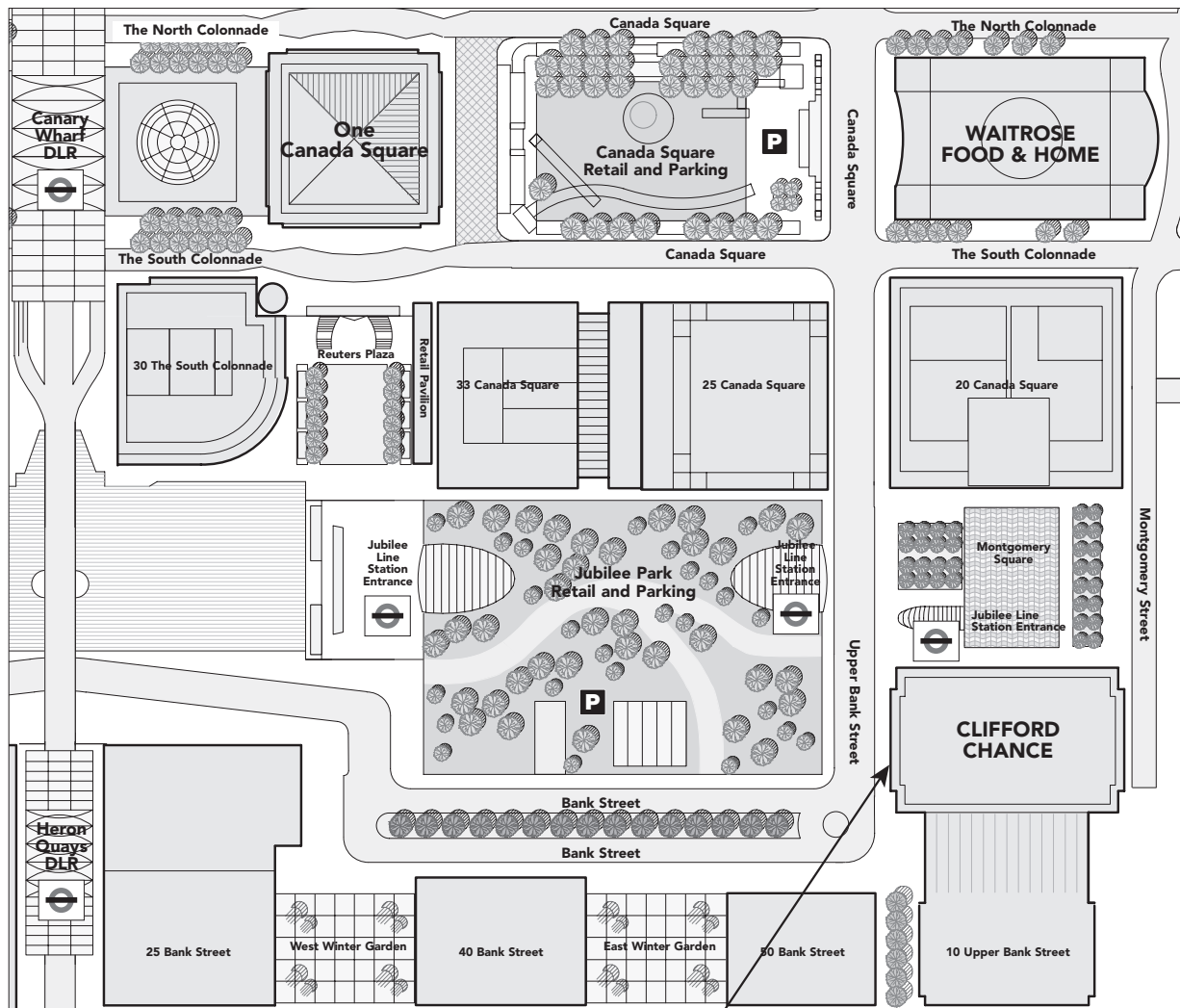
The AGM will start at 11.00am on Wednesday 23 May 2012, with registration available from 10.30am.

### Security

For your personal safety and security, random security checks will be carried out. To assist with security, please do not bring excess baggage to the meeting. Recording equipment, cameras and other items, as well as behaviour that might interfere with the good order of the meeting, will not be permitted. You will be asked to switch off mobile telephones and pagers during the meeting.

### Shareholders with disabilities

10 Upper Bank Street is a wheelchair accessible building. If you have any special requirements, please contact us in advance on 020 7537 5396/5591.



AGM