

**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 Level39, One Canada Square, Canary Wharf, London, E14 5AB on Wednesday 11 June 2014 at 9.30am 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 accounts**

To receive and adopt the Company's annual accounts, together with the directors' report and auditors' report on those accounts for the year ended 31 December 2013.

**Resolution 2: Director appointment**

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

**Resolution 3: Director appointment**

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

**Resolution 4: Director appointment**

To reappoint Alex Midgen who retires by rotation, as a non executive director.

**Resolution 5: Director appointment**

To reappoint Olivier de Poulpiquet who was appointed during the year as a non executive director.

**Resolution 6: Auditor appointment**

To reappoint Deloitte LLP as auditor (the 'Auditor') for the financial year ending 31 December 2014 and to hold office from the conclusion of the AGM to the conclusion of the next general meeting at which the Company's annual accounts are laid before the Company.

**Resolution 7: Auditor remuneration**

To authorise the board of directors to fix the remuneration of the Auditor.

## **SPECIAL BUSINESS**

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

THAT:

- (i) the political donations to political parties or independent election candidates made by the Company or its subsidiaries during the Relevant Period which exceeded the limit of £90,000 set out in Resolution 7 of the notice of AGM of the Company in 2013 ('2013 AGM Notice') (excess amounting to £53,007 in total) (the 'Excess Expenditure'); and
- (ii) the total amount of political donations made by the Company or its subsidiaries during the Relevant Period having exceeded the aggregate limit of £100,000 set out in Resolution 7 of the 2013 AGM Notice (the 'Aggregate Limit') be and is hereby ratified and approved; and
- (iii) all conduct of the members of the board of directors of the Company relating to:
  - (a) the Excess Expenditure; and
  - (b) the total amount of political donations made by the Company or its subsidiaries during the Relevant Period having exceeded the Aggregate Limit,be and is hereby ratified and approved.

For the purposes of this resolution: (a) 'Relevant Period' shall mean the period from the AGM of the Company in 2013 until the AGM of the Company in 2014; (b) 'Excess Expenditure' shall mean the aggregate of the excess amounts referred to in (i) above; and (c) the terms 'political donations', 'political parties', 'independent election candidates', 'political organisation' and 'political expenditure' shall have the meanings given by sections 363 to 365 of the Companies Act 2006 (the 'Act').

For further information see Explanatory Note on page 3.

### **Resolution 9: 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:

- (a) make political donations to political parties or independent election candidates not exceeding £165,000 in aggregate;
- (b) make political donations to political organisations other than political parties not exceeding £10,000 in aggregate; and
- (c) to incur political expenditure not exceeding £10,000 in aggregate,

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 2015 (or, if earlier, close of business on 30 June 2014), provided that such donations and expenditure shall not exceed £175,000 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 Act.

For further information see Explanatory Note on page 3.

### **Resolution 10: Pre authorisation of Olivier de Poulpique conflicts of interest**

THAT:

- (a) the roles of Olivier de Poulpique 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 Olivier de Poulpique 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 Olivier de Poulpique 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, Olivier de Poulpique 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 Olivier de Poulpiquet 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 Olivier de Poulpiquet such other terms for the purpose of dealing with the Relevant Situations or such matters as they think fit and Olivier de Poulpiquet 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 Explanatory Note on page 3.

By order of the board  
Canary Wharf Group plc



JOHN GARWOOD  
Secretary  
17 April 2014

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#### 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 9.30am on Monday 9 June 2014</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 9 June 2014</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 11 June 2014</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 and 9

The Act, amongst other things, prohibits the Company and its subsidiaries from making donations to an EU political party or other 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 shareholders of the Company.

The Act also includes very broad definitions of political donations and expenditure which may extend to normal business activities that, in light of the specific nature of the Company's business, might not be thought to be a political expenditure in the more usual sense. 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. The Company is therefore proposing these resolutions which incorporates an increased limit to ensure it does not commit a technical breach when carrying out normal business activities.

The excess amount of political donations to political donations is attributable to an unusually busy period with local and European elections due in 2014, a general election in 2015 followed by London elections in 2016 as a result of which the Group is increasingly being approached to host party political events for all the major political parties.

### Note to Resolution 10

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 Olivier de Poulpiquet is sought following the resignation of Robert Falls and the subsequent appointment of Olivier de Poulpiquet as director by the board on 11 September 2013. Olivier de Poulpiquet is managing director at Morgan Stanley and co chief executive officer globally of Morgan Stanley Real Estate. Olivier de Poulpiquet has been appointed a director of the Company by various Morgan Stanley Funds which are shareholders of Songbird Estates plc, the ultimate parent company of the Company. Although it is not envisaged that the interests of the company and its majority shareholder will diverge or materially conflict, 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 the Morgan Stanley Group, 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 Olivier de Poulpiquet) have, in each case, concluded that the continued service of Olivier de Poulpiquet 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

Level39, One Canada Square, Canary Wharf, London E14 5AB. 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 One Canada Square please report to the ground floor east reception desk, where you will be directed to the meeting venue.

### Date and time

The AGM will start at 9.30am on Wednesday 11 June 2014, with registration available from 9.00am.

### 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

One Canada Square is a wheelchair accessible building. If you have any special requirements, please contact us in advance on 020 7537 5396/5591.

