

**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 of Canary Wharf Group plc (the 'company') will be held at 10 Upper Bank Street, Canary Wharf, London E14 5JJ on Wednesday 10 June 2009 at 11.00am to carry out the following business:

**THE RESOLUTIONS**

All resolutions will be proposed as ordinary resolutions.

Your directors are unanimously of the opinion that the resolutions are in the best interests of the shareholders and the company and, therefore, recommend you vote in favour of the resolutions.

**ORDINARY BUSINESS**

- Resolution 1** To receive and adopt the Report & Financial Statements for the year ended 31 December 2008.
- Resolution 2** To reappoint Sir Martin Jacomb, who retires by rotation, as a director.
- Resolution 3** To reappoint Robert Falls, who retires by rotation, as a director.
- Resolution 4** To reappoint Alex Midgen, who retires by rotation, as a director.
- Resolution 5** To reappoint Deloitte LLP as auditors of the company for the financial year ending 31 December 2009.
- Resolution 6** To authorise the directors to fix the remuneration of the auditors.

**SPECIAL BUSINESS**

**Resolution 7 Political donations and political expenditure**

To consider and, if thought fit, to pass the following as an ordinary resolution:

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 donations in aggregate to:

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

during the period ending on the date of the annual general meeting in 2010 provided that such donations and expenditure shall not exceed £100,000 in aggregate.

For the purposes of this resolution, 'political donation', 'political parties', 'independent election candidates', 'political organisations' and 'political expenditure' have the meanings ascribed to them in sections 363 to 365 of the Companies Act 2006 (the 'Act').

**For further information see page 3.**

## Resolution 8 Directors' authority to allot shares

To consider and, if thought fit, to pass the following as an ordinary resolution:

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 £2,130,052.

For further information see page 3.

## Resolution 9 Pre-authorisation of director's conflicts of interest – Peter Anderson

To consider and, if thought fit, to pass the following as an ordinary resolution:

THAT:

- a) the roles of Peter Anderson outside his position as a director of the company as described in the Explanatory Notes to this resolution and insofar as they constitute situations in which Mr Anderson 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 and are hereby authorised; and
- b) where Mr Anderson 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, Mr Anderson 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 Mr Anderson be excluded from the receipt of information, the participation in discussion and/or the making of decisions (whether at directors' meetings or otherwise) in relation to matters arising from the Relevant Situations; and (ii) impose upon Mr Anderson such other terms for the purpose of dealing with the Relevant Situations or such matters as they think fit and Mr Anderson 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

**JOHN GARWOOD**

Secretary

27 April 2009

### Notes

- 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.
- 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 **no later than 11.00am on Monday 8 June 2009**. Completion of a form of proxy will not prevent a member from attending and voting at the meeting.
- 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 **no later than 6.00pm on Monday 8 June 2009** (or, in the event of any adjournment, on the date which is two days before the date of 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.
- 4 Copies of the directors' service contracts are available for inspection at the registered office of the company on each business day between 9.00am and 5.00pm, and will also be available for inspection at the annual general meeting of the company on Wednesday 10 June 2009.
- 5 The Companies Act 2006 (the 'Act') allows a corporate shareholder to appoint more than one corporate representative and all of those representatives can attend and speak at the meeting. However, there is doubt under the Act as to whether multiple corporate representatives are able to use their powers to vote in different ways. In light of the provisions of the Act and potential for confusion in relation to the appointment of corporate representatives, the most effective method of ensuring full representation of all shareholders is by the appointment of proxies rather than corporate representatives.
- 6 In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative (normally being the first corporate representative to register at the meeting, unless otherwise decided at the meeting) will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives ([www.icsa.org.uk](http://www.icsa.org.uk)) for further details of this procedure.

## EXPLANATORY NOTES

### Notes to resolution 7

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 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.

Accordingly, the company is seeking shareholder approval for the company and its subsidiaries in respect of expenditure on these activities and on any other donations/expenditure which may fall within the definitions of the Act. Resolution 7 seeks authority:

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

during the period ending on the date of the 2010 annual general meeting. However, the company does not intend to make political donations/expenditure beyond the amount authorised for previous years (i.e. £100,000 in aggregate). The company does not, as a matter of policy, intend to incur any political expenditure.

### Notes to resolution 8

The company's articles of association permit the directors to allot shares and other securities in accordance with section 80 of the Companies Act 1985 up to an amount authorised by the shareholders in general meeting. At the last annual general meeting directors were given the authority to allot shares up to a maximum of one-third of the company's issued share capital (the section 80 amount).

The authority given in 2008 expires at the conclusion of this year's annual general meeting and resolution 8 renews the authority on similar terms.

### Notes 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. In circumstances where the articles of association of a company do not contain the appropriate enabling provisions, the shareholders of the company in general meeting are able to grant authorisation by way of an ordinary resolution.

In addition to his position as Managing Director, Finance of the company, Peter Anderson is a board member of the local authority entity, Transport for London ("TfL") and has been appointed Chairman of the Finance Committee of TfL. Mr Anderson may face a conflict of interest in relation to his roles as a director of the company and his positions within TfL as, amongst other things, it is possible that the policies and actions of TfL may not always align with the interests of the company. Shareholder authority is sought in relation to this potential conflict of interest.

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

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

## ATTENDING THE ANNUAL GENERAL MEETING

### Venue

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

### Date and time

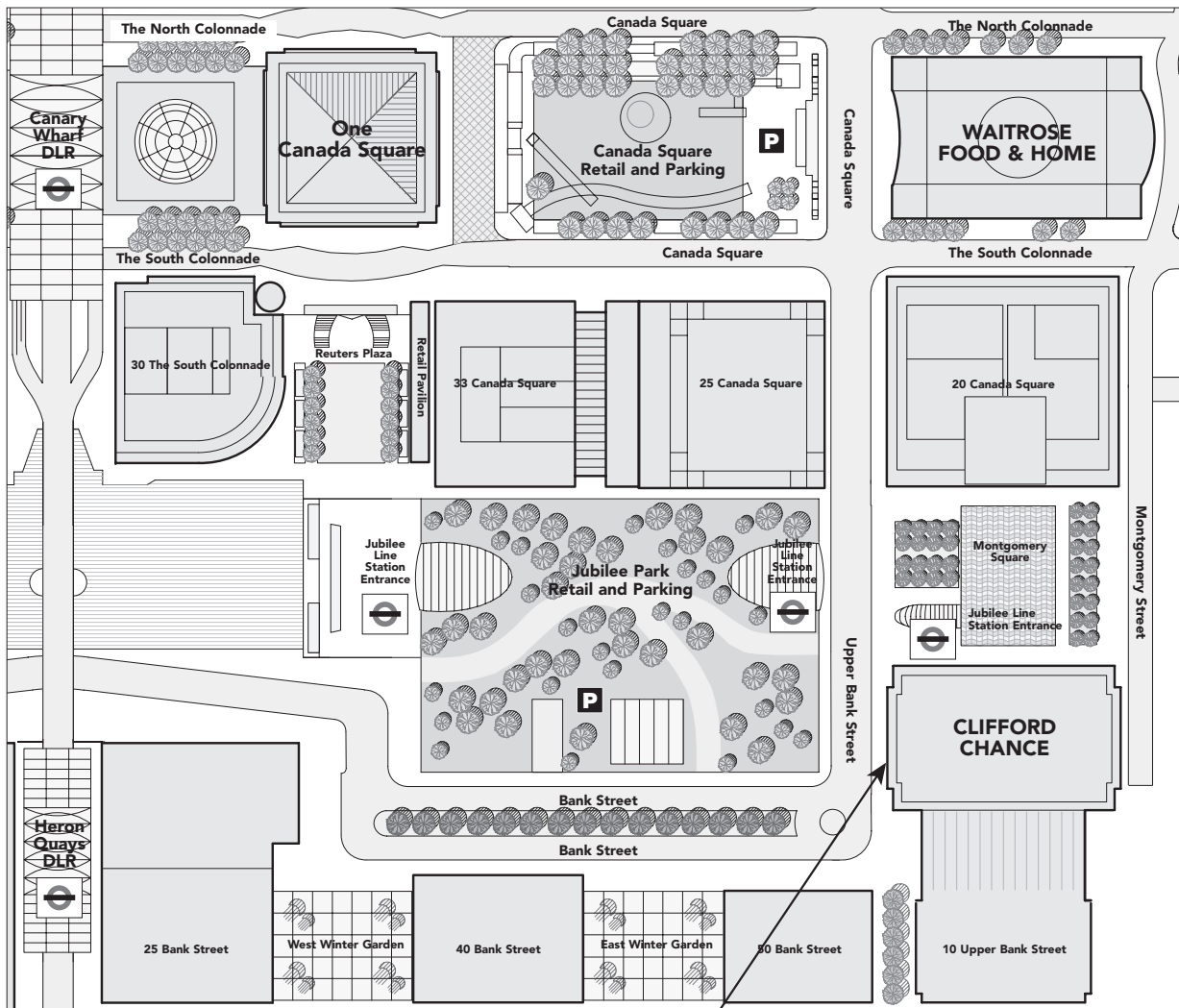
The annual general meeting will start at 11.00am on Wednesday 10 June 2009, with registration available from 10.15am.

### 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 5591/5396.



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