

**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 26 May 2010 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 2009.

**Resolution 2** To reappoint Peter Anderson, who retires by rotation, as a director.

**Resolution 3** To reappoint Sam Levinson, who retires by rotation, as a director.

**Resolution 4** To reappoint Ahmad Mohamed Al-Sayed, who was appointed during the year, as a director.

**Resolution 5** To appoint Brian Niles as a director of the company.

**Resolution 6** To reappoint Deloitte LLP as auditors of the company for the financial year ending 31 December 2010 to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the company at which accounts are laid.

**Resolution 7** To authorise the directors to fix the remuneration of the auditors.

**SPECIAL BUSINESS**

**Resolution 8 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 political 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 of the company in 2011 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 9 Pre-authorisation of director’s conflicts of interest – Ahmad Mohamed Al-Sayed**

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

THAT:

- a) the roles of Ahmad Mohamed Al-Sayed 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 Al-Sayed 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 Al-Sayed 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 Al-Sayed 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 Al-Sayed 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 Al-Sayed such other terms for the purpose of dealing with the Relevant Situations or such matters as they think fit and Mr Al-Sayed 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.

**Resolution 10 Pre-authorisation of directors’ conflicts of interest – Brian Niles**

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

THAT the roles of Brian Niles outside his position as a director of the company as described in the Explanatory Notes to this resolution be and are hereby authorised on the same terms, mutatis mutandis, as those set out in Resolution 9 above.

For further information see page 3.

By order of the board  
of Canary Wharf Group plc

**JOHN GARWOOD**  
Secretary

30 April 2010

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**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 24 May 2010**. 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 24 May 2010** (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 26 May 2010.
- 5 The articles of association of the company allow a corporate shareholder to appoint a corporate representative and that representative can attend and speak at the meeting.

## EXPLANATORY NOTES

### Notes to resolution 5

Brian Niles is a managing director and deputy head of European Investing – Morgan Stanley Real Estate and a director of Multi Corporation B.V.. Mr Niles is also a director of Songbird Estates plc and two of its wholly owned subsidiaries, Songbird Acquisition Limited and Songbird Finance Limited.

In reaching the decision to propose the resolution, the directors have concluded that the appointment of Mr Niles is in the best interests of the company.

### Notes to resolution 8

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 8 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 2011 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 resolutions 9 and 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. 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.

- Ahmad Mohamed Al-Sayed is CEO and Managing Director of Qatar Holding LLC ('QH'), the strategic and direct investment arm of Qatar Investment Authority ('QIA'). Mr Al-Sayed is also vice-chairman and a board member of the Arab International Bank. In addition, Mr Al-Sayed is vice-chairman of Qatar Exchange and Chairman of the Pavilion fund (Kuala Lumpur).

QH 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 QH, there is a remote possibility potential conflicts may arise. In addition, QH is a minority shareholder in Chelsfield Partners LLP, a small real estate UK development company which may compete with the company for real estate development projects within London. Also, as a wholly owned subsidiary of QIA, there is the potential (again remote) for conflict to arise as a result of QIA being the parent company of Qatari Diar Real Estate Investment Company ('Qatari Diar') which is engaged in real estate development and investment projects around the world, including the UK. The management of Qatari Diar is entirely independent of QIA.

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

- Brian Niles is a managing director and deputy head of European Investing – Morgan Stanley Real Estate ('MSREEI'), part of the Merchant Banking Division of global financial services group Morgan Stanley, and a director of Multi Corporation B.V., a Dutch based development company with activities in over 15 countries throughout Europe. Mr Niles is also a director of Songbird Estates plc ('Songbird'), the majority shareholder of the company, and its wholly owned subsidiaries Songbird Acquisition Limited and Songbird Finance Limited. Mr Niles has been appointed a director of Songbird by various Morgan Stanley Funds which are shareholders of Songbird. Whereas it is not envisaged that the interests of the company and its majority shareholder will diverge or materially conflict, it is possible that the company and its majority shareholder may, from time to time, have different views with regards to a particular matter.

In addition, Morgan Stanley is affiliated with a number of private equity funds investing in real estate (the 'Morgan Stanley Funds') and Mr Niles is (or may in the future be) a member of the Investment Committee of some of these Morgan Stanley Funds. It is possible that additional funds with similar structures and similar purposes to the Morgan Stanley Funds will be established in the future ('Future Funds') and that Mr Niles will act as a member of the Investment Committee of, or as a director of companies owned by, those funds. Certain services are provided to a number of the Morgan Stanley Funds by subsidiaries of Morgan Stanley.

MSREEI and the Morgan Stanley Funds are involved in all aspects of investing in and managing real estate, shares in entities investing in real estate and other real estate related investments (either on their own account or in partnership with others). The activities of MSREEI and the Morgan Stanley Funds are such that they may, from time to time, be placed in a position where their interests conflict (or may conflict) with the overall interests of the company. For example, it is possible that both a Morgan Stanley Fund, or an entity in which a Morgan Stanley Fund owns an interest, and the company may compete to acquire the same real estate asset or may seek to let office space to the same potential tenant. The same situation may arise in relation to any Future Fund. Also, from time to time, Morgan Stanley and/or its subsidiaries provide financial advice to the company and investment banking advisory services to clients who may be business competitors of the company, or subsidiaries of the company, or may be competitors in relation to specific transactions.

Shareholder authority is sought in relation to these potential conflicts 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 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

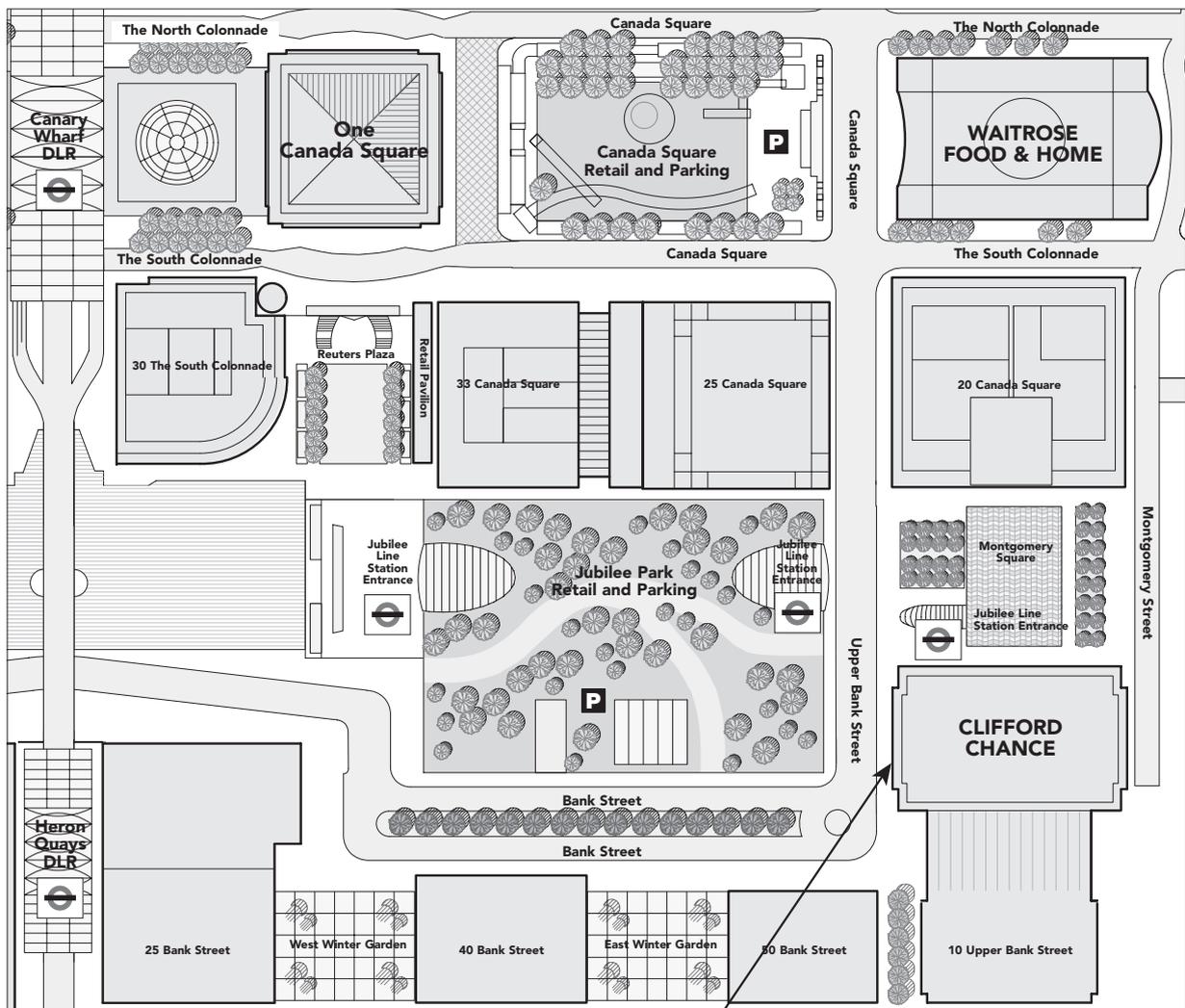
The annual general meeting will start at 11.00am on Wednesday 26 May 2010, with registration available from 10.30am.

### 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 5591/5396.



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