

Notice of meeting

Notice

Notice is hereby given that the fifty-second Annual General Meeting of Great Portland Estates plc will be held at 50 Stratton Street, London W1, on Thursday 9 July 2009 at 11.30am, for the purposes set out below, with the Board available from 11.00am to meet shareholders and answer questions:

1. To receive and adopt the audited financial statements together with the directors' and auditors' reports for the year ended 31 March 2009.
2. To authorise the payment of a final dividend for the year ended 31 March 2009.
3. To approve the Directors' remuneration report.
4. To re-elect Toby Courtauld as a director of the Company.
5. To elect Martin Scicluna as a director of the Company.
6. To reappoint Deloitte LLP as auditors.
7. To authorise the directors to agree the remuneration of the auditors.

As special business, to consider and, if thought fit, to pass the following resolutions which will be proposed as to those numbered 8 and 9 as ordinary resolutions, and those numbered 10 to 12 inclusive as special resolutions. The items of special business are explained in more detail in the Directors' Report on pages 48 and 49.

Ordinary resolution

8. That the authorised share capital of the Company be increased from £68,762,594 to £75,000,000 by the creation of 49,899,248 additional ordinary shares of 12.5 pence each in the capital of the Company ranking *pari passu* in all respects with the existing ordinary shares of 12.5 pence each in the capital of the Company.
9. That:
 - (a) the directors be and are generally and unconditionally authorised, in accordance with section 80 of the Companies Act 1985 (the "Act"), to exercise all the powers of the Company to:
 - (i) allot relevant securities (as defined for the purposes of that section) up to a maximum nominal amount of £12,897,891; and further
 - (ii) allot equity securities (as defined in section 94 of the Act) in connection with a rights issue in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of all those holders are proportionate (as nearly as practicable) to the respective number of ordinary shares held by them up to an additional maximum nominal amount of £12,897,891;
 - (b) this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or, if earlier, on 1 October 2010;
 - (c) the Company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted after it expires; and
 - (d) all previous unutilised authorities under section 80 of the Act shall cease to have effect (save to the extent that the same are exercisable pursuant to section 80(7) of the Act by reason of any offer or agreement made prior to the date of this resolution which would or might require relevant securities to be allotted on or after that date).

Special resolutions

10. That the directors be and are hereby empowered pursuant to section 95 of the Act (i) subject to Resolution 9 being passed, to allot equity securities (as defined in section 94(2) of the Act) for cash; and (ii) to allot equity securities (as defined in section 94(3A) of the Act), in either case as if section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited:
 - (a) to the allotment of equity securities in connection with a rights issue or other pre-emptive issue in favour of shareholders (notwithstanding that by reason of such exclusions as the directors may deem necessary to deal with problems arising in any overseas territory, in connection with fractional entitlements or otherwise howsoever the equity securities to be issued are not offered to all of such persons in proportion to the number of shares held by each of them); and
 - (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £1,954,225,

and shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or on 1 October 2010, whichever is the earlier and all previous authorities under section 95 of the Act shall cease to have effect, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.