

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION If you are in any doubt about the action you should take, you are recommended to seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or, if not, from another appropriately authorised financial adviser. If you have sold or otherwise transferred all your ordinary shares of 25p each in The British Land Company PLC, please forward this document, together with the accompanying documents at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



To all ordinary shareholders and, for information only, holders of the 10½ and 11⅜ per cent. First Mortgage Debenture Stocks 2019/24, 6 per cent. Subordinated Irredeemable Convertible Bonds and participants in the British Land Employee Share Scheme and the British Land Share Incentive Plan.

ANNUAL GENERAL MEETING 2004

NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of The British Land Company PLC will be held at The Landmark London Hotel, 222 Marylebone Road, London, NW1 6JQ, on Friday 16th July 2004, at 11.30 am for the following purposes:

- 1 To receive the Report of the Directors and audited Accounts for the year ended 31st March 2004.
- 2 To declare a Final Dividend for the year ended 31st March 2004.
- 3 To re-elect Nicholas Ritblat as a director.
- 4 To re-elect Robert Bowden as a director.
- 5 To re-elect Sir Derek Higgs as a director.
- 6 To re-elect Lord Burns as a director.
- 7 To re-appoint Deloitte & Touche LLP as auditors.
- 8 To authorise the directors to fix the remuneration of the auditors.
- 9 To approve by ordinary resolution the Remuneration Report on pages 46 to 51 in the Annual Report and Accounts 2004 and the policy set out therein.
- 10 As special business, to renew by ordinary resolution the directors' authority to allot unissued share capital or convertible securities of the Company, granted by shareholders on 18th July 2003 pursuant to Section 80 of the Companies Act 1985.
- 11 As special business, partially to waive by special resolution the pre-emption rights held by existing shareholders which attach to future issues for cash of equity securities of the Company by virtue of Section 89 of the Companies Act 1985.
- 12 As special business, to grant to the Company by special resolution authority to exercise its power to purchase its own shares pursuant to the Articles of Association of the Company.
- 13 As special business, to adopt by ordinary resolution a new Savings-Related Share Option Scheme (the "Scheme").

A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and upon a poll vote instead of him/her. A proxy need not be a member of the Company.

To be valid a form of proxy must be lodged, either in hard copy or electronically, not less than forty-eight hours before the meeting or any adjournment thereof.

Notes

- 1 An explanation of resolutions 10 to 13 is set out in Appendix 1 to this document, and the full text of each resolution to be considered under items 10 to 13 above is attached as Appendix 2 to this document.
- 2 Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 the time by which a person must be entered on the register of members in order to have the right to attend or vote at the Annual General Meeting is 6 pm on 14th July 2004. If the meeting is adjourned, the time by which a person must be entered on the register of members in order to have the right to attend or vote at the adjourned meeting is 6 pm on the second day before the date fixed for the adjourned meeting. Changes to entries on the register of members after the relevant time will be disregarded in determining the rights of any person to attend or vote at the meeting.
- 3 The following documents will be available for inspection at 10 Cornwall Terrace, Regent's Park, London NW1, during usual business hours on any weekday (Saturdays and public holidays excluded) from the date of this notice until 16th July 2004:
 - a the register of directors' interests kept by the Company under section 325 of the Companies Act 1985;
 - b copies of all contracts of service between directors and the Company; and
 - c a copy of the draft rules of the new Savings-Related Share Option Scheme (the "Scheme") proposed under resolution 13.

They will also be available for inspection at the Landmark London Hotel, NW1 for the period of fifteen minutes prior to the Annual General Meeting and during that meeting.

Please note the new venue for the Company's AGM this year is the Landmark London Hotel on Marylebone Road, London, NW1. Full details and directions are printed on your proxy card.

By Order of the Board,

Anthony Braine

Secretary

4th June 2004

10 Cornwall Terrace, Regent's Park, London NW1 4QP

Electronic appointment – CREST members

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCo's CREST Manual. The CREST message must be transmitted so as to be received by the issuer's agent (ID7RA01) by not later than 48 hours before the time appointed for the holding of the meeting or the adjourned meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST message by the CREST Applications Host) from which the issuer's agent is able to retrieve the CREST message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s), should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member(s) is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) is/are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

ANNUAL GENERAL MEETING 2004

APPENDIX 1 – Explanation of Resolutions 10-13

4th June 2004

Resolution 10: ALLOTMENT OF SHARES

Section 80 of the Companies Act 1985 (the "Act") requires shareholders' authority for the directors to allot the unissued share capital of the Company or convertible securities, other than shares which may be allotted under employee share schemes. Such authority may be granted for a period of no more than five years. The existing authority under Section 80, given by shareholders to the directors at last year's Annual General Meeting, is in respect of unissued Ordinary Shares and 6 per cent. preference shares having an aggregate nominal value of £40,865,324, representing one third of the nominal amount of the issued share capital at that time, together with the nominal value of 6 per cent. preference shares that would be required to be issued on the exercise of the Company's right (the "Company Preference Share Exchange Right") to require the exchange of the 6 per cent. Subordinated Irredeemable Convertible Bonds (the "Bonds") for 6 per cent. preference shares. This authority is due for renewal at the Annual General Meeting to be held in 2007 unless previously revoked or varied by an ordinary resolution of the Company. The directors consider that this authority should be renewed in respect of unissued Ordinary Shares and 6 per cent. preference shares having an aggregate nominal value of £40,816,764 representing one third of the nominal issued ordinary share capital, together with the nominal value of 6 per cent. preference shares that would be required to be issued on the exercise of the Company Preference Share Exchange Right, so as to expire at the Annual General Meeting to be held in 2005. The directors have no present intention of exercising this authority. The resolution to be proposed at the Annual General Meeting is shown as item 10 in Appendix 2.

Resolution 11: WAIVER OF PRE-EMPTION RIGHTS

In the case of a new allotment of shares or convertible securities for cash, Section 89 of the Act grants pre-emption rights to existing shareholders. The UK Listing Authority does not require the consent of shareholders to each specific allotment (made other than to existing shareholders on a proportional basis) provided that the authority of shareholders, which may be given under Section 95 of the Act, to disapply generally the provisions of Section 89 is obtained. Accordingly, the directors consider that it is in the best interests of the Company for the existing Section 95 authority granted by shareholders on 18th July 2003 to be renewed for a period expiring at the Annual General Meeting to be held in 2005. The authority will also permit the sale for cash on a non-pre-emptive basis of shares held by the Company in treasury up to the relevant limit. It is proposed that the waiver will be limited by value to 5 per cent. of the issued ordinary share capital and will apply to equity securities having an aggregate nominal value of £6,100,014. The waiver will also disapply Section 89 in respect of the 6 per cent. preference shares issuable on the exercise of the Company Preference Share Exchange Right, and in respect of fractional entitlements arising on rights issues. This proposal is consistent with the current recommendations of the Investment Committees of the Association of British Insurers and the National Association of Pension Funds.

If this approval is granted your directors would, in implementing it, have regard to the provisions of such recommendations which indicate that issues of equity securities for cash (other than by way of rights) should not, in any rolling three-year period, exceed 7½ per cent. of the issued ordinary share capital. The resolution to be proposed at the Annual General Meeting is shown as item 11 in Appendix 2.

Resolution 12: PURCHASE OF OWN SHARES

The Articles of Association of the Company empower the Company to purchase its own shares. The directors consider it desirable and in the Company's interests for shareholders to grant to the Company authority to exercise this power, within certain limits, to enable the Company to purchase its own shares. During the financial year to 31st March 2004 the Company purchased 1,000,000 of its own shares for cancellation. This purchase occurred on 30th September 2003. Further details of this share buy-back can be found on pages 62 and 86 of the Annual Report and Accounts 2004. The authority to purchase shares would only be exercised as and when conditions were favourable, with a view to enhancing earnings per share and/or net asset value per share. Shares purchased under this authority out of distributable profits will become treasury shares which the Company can cancel or hold for sale for cash or transfer for the purposes of or pursuant to an employees' share scheme. In considering any proposed transfer of treasury shares for the purposes of or pursuant to an employees' share scheme, the Company will have regard to the limits relating to such schemes on the use of unissued shares as if the proposed transfer of treasury shares was an issue of unissued shares.

The directors propose an authority, to expire at the Annual General Meeting in 2005, for the Company to purchase its own shares up to a total of 48,800,116 Ordinary Shares having an aggregate nominal value of £12,200,029, being 10 per cent. of the current issued nominal ordinary share capital. At 4th June 2004, there were options outstanding to subscribe for 4,437,810 ordinary shares in British Land, representing 0.9% of the current issued share capital. In the event that the full authority to buy back shares being sought at the AGM were used, these options would represent 1% of the then issued share capital. The resolution to be proposed at the Annual General Meeting is shown as item 12 in Appendix 2.

Resolution 13: SHARESAVE SCHEME

Your Company has always sought to incentivise its employees, and align their interests with those of shareholders, by utilising a full range of employee share schemes. Details of the present position under the Company's existing schemes are set out in the Directors' Report on pages 62 and 63 of the Annual Report and Accounts 2004.

The Company has been successfully operating its Sharesave Scheme for a number of years, and this Scheme is available to all employees with more than two years service. In accordance with good corporate governance practice, the Company is proposing to update the rules of the Sharesave Scheme. Accordingly, your directors have decided to seek your approval in implementing a new updated scheme, The British Land Company PLC Savings-Related Share Option Scheme (the "Scheme").

The resolution to be proposed at the Annual General Meeting is shown as item 13 in Appendix 2, and the principal features of the Scheme are summarised in Appendix 3.

RECOMMENDATIONS

Your directors consider that the passing of Resolutions 1 to 13 is in the best interests of the Company and its shareholders as a whole and accordingly recommend that you vote in favour of all the resolutions to be proposed at the Annual General Meeting. Your directors intend to vote in favour of these resolutions in respect of their own share interests, which amount to 4,021,331 Ordinary Shares, representing in aggregate 0.8 per cent. of the issued ordinary share capital of the Company.

APPENDIX 2

THE FOLLOWING RESOLUTIONS NUMBERED 10 – 13 WILL BE PROPOSED AS SPECIAL BUSINESS AT THE ANNUAL GENERAL MEETING

The resolutions constituting the ordinary business of the Annual General Meeting are shown as items 1 to 9 in the Notice of meeting set out on page 1 of this document.

10 As an ordinary resolution:

THAT the directors be generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, to allot relevant securities of the Company PROVIDED THAT:

- (a) the maximum amount of relevant securities that may be allotted pursuant to the authority given by this resolution shall be an aggregate nominal amount of £40,816,764;
- (b) subject as provided in paragraph (c) of this resolution, such authority shall expire on the date of the Company's Annual General Meeting to be held in 2005 but may be previously revoked or varied by an ordinary resolution of the Company;
- (c) such authority shall permit and enable the directors to make an offer or an agreement, before the expiry of such authority, which would or might require relevant securities to be allotted after such expiry;
- (d) words and expressions defined in or for the purposes of Part IV of the Companies Act 1985 shall bear the same meanings in this resolution; and
- (e) the authority granted by this resolution is in substitution for the authority granted by the relevant ordinary resolution passed on 18th July 2003.

11 As a special resolution:

THAT:

- (a) the directors be empowered during the period expiring on the date of the Company's Annual General Meeting to be held in 2005, to allot equity securities of the Company, pursuant to the authority given to them by the preceding ordinary resolution and to sell equity securities which immediately before the sale are held by the Company as treasury shares (as defined in Section 162A of the Companies Act 1985), as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment or sale, provided that such power shall be limited to the allotment or sale of equity securities:
 - (i) in connection with a rights issue of such securities to the holders of relevant shares and relevant employee shares of the Company (not being treasury shares), or in connection with any other form of issue of such securities in which such holders are offered the right to participate, in proportion (as nearly as may be) to their respective holdings and, if the terms of any other equity securities so provide, in favour of the holders of those equity securities in accordance with the terms thereof, subject to such exclusions or other arrangements as the directors consider necessary or expedient in connection with shares representing fractional entitlements or on account of either legal or practical problems arising in connection with the laws of any territory or of the requirements of any relevant regulatory body or stock exchange in any territory;
 - (ii) in connection with the issue of 6 per cent. Cumulative Redeemable Convertible Preference Shares of £1 each on conversion of the 6 per cent. Subordinated Irredeemable Convertible Bonds of the Company; and
 - (iii) (otherwise than under sub-paragraphs (a) (i) and (ii) above) having an aggregate nominal value of £6,100,014;
- (b) such power shall permit and enable the directors to make an offer or agreement, before the expiry of such power, which would or might require equity securities to be allotted or sold after such expiry;
- (c) words and expressions defined in or for the purposes of Part IV of the Companies Act 1985 shall bear the same meanings in this resolution; and
- (d) the authority granted by this resolution is in substitution for the authority granted by the relevant special resolution passed on 18th July 2003.

12 As a special resolution:

THAT pursuant to the Articles of Association of the Company and in accordance with Section 166 of the Companies Act 1985, the Company be generally and unconditionally authorised, during the period expiring on the date of the Company's Annual General Meeting to be held in 2005, to make market purchases (as defined in Section 163 of the said Act) of the Company's Ordinary Shares on such terms and in such a manner as the directors may determine, PROVIDED THAT this authority shall:

- (a) be limited to a maximum of 48,800,116 Ordinary Shares having a nominal value of £12,200,029;
- (b) not permit the payment by the Company of less than 25p per Ordinary Share nor more than 105 per cent. of the average of the middle market quotations of the Company's Ordinary Shares as derived from the UK Listing Authority Daily Official List on the five business days immediately preceding the date of any proposed purchase; and
- (c) permit the Company to complete a purchase of Ordinary Shares after the expiry of this authority if the contract for such purchase was concluded before such expiry.

13 As an ordinary resolution:

- (a) THAT the adoption of The British Land Company PLC Savings-Related Share Option Scheme (the "Scheme"), the main features of which are summarised in Appendix 3 and the draft rules of which have been produced to the Meeting and signed by the Chairman for the purposes of identification, be and is hereby approved; and
- (b) THAT the directors of the Company be and are hereby authorised to do all such acts and things as they may consider necessary or expedient to carry the Scheme into effect, including *inter alia* to make modifications to comply with the requirements of the Inland Revenue, provided that such modifications do not materially alter the Scheme as so described.

APPENDIX 3

Summary of the principal features of The British Land Company PLC Savings-Related Share Option Scheme (the "Scheme").

1. Constitution

The Scheme will be constituted by rules which will be submitted to the UK Inland Revenue for approval in accordance with the provisions of the Income Tax (Earnings and Pensions) Act 2003.

2. Eligibility

All employees of The British Land Company PLC (the "Company") and of such subsidiaries of the Company as are designated participating subsidiaries by the directors, who, as of the date of invitation, have completed two or more years of continuous service and whose earnings are subject to PAYE deductions in any year immediately before the grant of the option, are eligible to participate. The Directors have power to extend participation to employees who do not fulfil these requirements. Benefits under the Scheme are not pensionable.

3. SAYE contracts

All eligible employees who wish to participate will enter into a Save-As-You-Earn contract ("SAYE Contract") with an approved savings authority to make 36 or 60 monthly contributions of not less than £5 nor more than £250 or such lesser amount as the directors may specify. Under current regulations, tax-free bonuses are paid on completion of saving in respect of SAYE Contracts to make 36 monthly contributions after three years and 60 monthly contributions after five years.

4. Option price

Each employee joining the Scheme will be granted an option to acquire The British Land Company PLC ordinary shares ("Shares") whether by subscription or purchase, at a price per Share (the "Option Price") fixed by the directors. The Option Price will be the nominal value per Share or the average of the middle-market quotations of the Shares derived from the London Stock Exchange Daily Official List for the three dealing days immediately preceding the date of the invitation to take up options, discounted by up to 20 per cent, whichever is the greater. Each option granted will be over such number of Shares as have an aggregate Option Price not exceeding the total monthly contributions under, plus the bonus payable on maturity of, the relevant SAYE Contract.

5. Grant of options

Applications for the grant of an option may only be invited within the period of 42 days commencing on the dealing day following any of:

- the announcement by the Company of its results for any period;
- the issue by the Company of a prospectus, listing particulars or other documents containing equivalent information relating to its Shares;
- the approval of the Scheme or any amendments to it by the Inland Revenue;
- the announcement or introduction of changes to legislation or regulations affecting savings-related share option schemes or the announcement of a new SAYE prospectus or the day on which such prospectus takes effect; or
- any other date when the directors resolve that the circumstances so warrant.

If applications are scaled down, the period of 42 days may be extended to 54 days. Where the grant of options is prohibited under the provisions of the Model Code, the periods stated above shall commence on the first day on which such restrictions cease to apply.

6. Scaling down

In the event that applications for options exceed the number of Shares available, the directors shall scale down the applications by reducing the proposed monthly contributions and, if necessary, selecting by lot or by using such other method of scaling down as may be agreed in advance with the Inland Revenue.

7. Exercise of options

An option may only be exercised by the person to whom it was granted, or his personal representative(s), and is not transferable.

Options may normally only be exercised within six months following the third, fifth or seventh anniversary of the starting date of the SAYE Contract (depending on the period determined at the time of the grant). Any option not so exercised will normally lapse. A former employee may exercise an option within a limited period, which may fall before the maturity of his SAYE Contract, where the employment ceased on account of injury or disability, redundancy, retirement by an option holder reaching age 60 or early retirement after the third anniversary of the date of grant or the employee leaving after third anniversary of the date of grant on account of pregnancy.

Options may also be exercised within six months of the disposal of the participating subsidiary company or business in which the employee is employed or, where later, for injury, disability, redundancy, retirement on reaching age 60 following the transfer of the business in which the employee is employed to a company which is not a participating company for the purposes of the Scheme.

The personal representative(s) of a deceased option holder may exercise an option within a limited period of his death.

Options will lapse if an option holder leaves the service of the Company or a participating subsidiary, other than in the circumstances referred to above or, where the circumstances referred to above apply, if the options are not exercised within the prescribed periods.

Options are also exercisable within a limited period in the event of a takeover, reconstruction, amalgamation or winding up of the Company, but may alternatively, with the agreement of an acquiring company following a takeover or reconstruction, be rolled over to become options over the acquiring company's shares. In the absence of exercise or roll-over, options will lapse at the end of the exercise period.

8. Issue or transfer of shares

Within 28 days of the exercise of an option, the relevant number of Shares will be allotted and issued (or transferred) to the option holder concerned. Shares allotted will rank *pari passu* with the Shares then in issue other than in respect of the dividend and other entitlements arising by reference to a date prior to the date of exercise. Applications will be made to the London Stock Exchange for the admission of the Shares to the Official List.

9. Repayment of savings

When repayment is due under a matured SAYE Contract, a participant may exercise his option in whole or in part or take the cash proceeds on the termination of his SAYE Contract. An option holder can cancel his SAYE Contract at any time but, except in the circumstances referred to in 7 above, early termination of an SAYE Contract will normally cause the option holder's options to lapse.

10. Issues and reorganisations

The rights of option holders following any rights issue, capitalisation issues, sub division, consolidation of shares or reduction of capital will be adjusted in such manner as the directors may determine (subject to the prior approval of the Inland Revenue).

11. Amendments

Subject to the approval of the Inland Revenue, the Scheme may be amended by the directors in any way, provided that the amendments which are to the advantage of option holders (present and future) may be made only by or with the prior approval of an ordinary resolution of the shareholders of the Company in general meeting unless they are minor amendments which the directors consider necessary or desirable in order to benefit the administration of the Scheme or to obtain or maintain favourable tax treatment of any Shares or rights to acquire such Shares.

12. Termination

The Scheme will terminate on the tenth anniversary of its approval by shareholders and the directors may at any time terminate it, but the rights of existing option holders will not thereby be affected. In the event of termination no further options will be granted.

13. Limits on the use of unissued shares

The Scheme is subject to limits on the number of Shares which may be subscribed for. In any period of ten years not more than 10 per cent of the issued share capital of the Company from time to time may be issued or become issuable pursuant to the grant of options or subscription of shares for appropriation under all employees' share schemes established by the Company.