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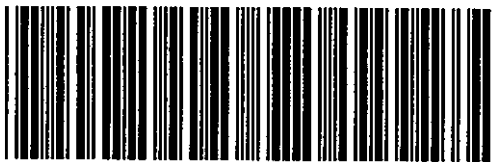
**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

Company No. 3537398

The Registrar of Companies for England and Wales hereby certifies that  
**CROSSWAYS 2000 LIMITED**

is this day incorporated under the Companies Act 1985 as a private  
company and that the company is limited.

Given at Companies House, London, the 25th March 1998



\*N03537398P\*

*L. Barnes*  
MRS. L. BARNES

For The Registrar Of Companies



**C O M P A N I E S H O U S E**



# 12

Please complete in typescript,  
or in bold black capitals.

## Declaration on application for registration

3537398

Company Name in Full

Crossways 2000 Limited



\* F0120D40 \*

I, PENELOPE KIM FOLLOWS

of 59, HIGH STREET, BOVINGTON, HERNS HP3 0HP

† Please delete as appropriate.

*P.K.F.*

do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the company~~] [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985]† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

*Penelope Kim Follows*

Declared at

26, WILFRED STREET, LONDON SW1E 6PL

the

24<sup>th</sup>

day of

MARCH

One thousand nine hundred and ninety

eight

① Please print name.

before me ①

PAUL SAMUEL

Signed

*Paul Samuel*

Date

24.3.1998

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

PENNY FOLLOWS, BLUE CIRCLE INDUSTRIES PLC, 84 ECCLESTON  
SQUARE, LONDON, SW1V 1PX  
Tel 0171 245 8124  
DX number 99903 DX exchange Victoria 3

When you have completed and signed the form please send it to the Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF4 3UZ**  
for companies registered in England and Wales

**DX 33050 Cardiff**

or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland

**DX 235 Edinburgh**



# 10

Please complete in typescript,  
or in bold black capitals.

First directors and secretary and intended situation of  
registered office

Notes on completion appear on final page

3537398

Company Name in full

Crossways 2000 Limited



\* F0100D40 \*

Proposed Registered Office

(PO Box numbers only, are not acceptable)

84 ECCLESTON SQUARE

Post town

LONDON

County / Region

Postcode

SW1V 1PX

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address.

☐

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

0

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

PENNY FOLLOWS, BLUE CIRCLE INDUSTRIES PLC, 84 ECCLESTON

SQUARE, LONDON, SW1V 1PX

Tel 0171 245 8124

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for companies registered in England and Wales  
or  
**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
for companies registered in Scotland

DX 235 Edinburgh

**Company Secretary** (see notes 1-5)

Company name

Crossways 2000 Limited

**NAME** \* Style / Title

MISS

\*Honours etc

Forename(s)

PENELOPE KIM

Surname

FOLLOWS

Previous forename(s)

\* Voluntary details

Previous surname(s)

**Address**

59 HIGH STREET

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

BOVINGDON

HEMEL HEMPSTEAD

County / Region

HERTS

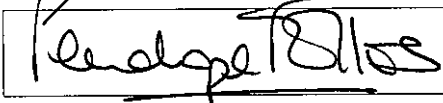
Postcode

HP3 0HP

Country

ENGLAND

I consent to act as secretary of the company named on page 1

**Consent signature**

Date

23.3.98

**Directors** (see notes 1-5)

Please list directors in alphabetical order

**NAME** \* Style / Title

MR

\*Honours etc

Forename(s)

DAVID

Surname

DYE

Previous forename(s)

Previous surname(s)

**Address**

LINTON, HITCHEN HATCH LANE,

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

SEVENOAKS

County / Region

KENT

Postcode

TN13 3AY

Country

ENGLAND

Day Month Year

Date of birth

29

09

1952

Nationality

BRITISH

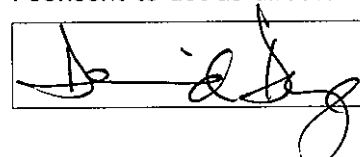
**Business occupation**

DEVELOPMENT DIRECTOR

**Other directorships**

NO OTHER DIRECTORSHIPS

I consent to act as director of the company named on page 1

**Consent signature**

Date

23/3/98

**Directors** (continued) (see notes 1-5)**NAME** \* Style / Title

MR

\*Honours etc

\* Voluntary details

Forename(s)

PETER

Surname

WALICKNOWSKI

Previous forename(s)

Previous surname(s)

**Address**

7 YORK AVENUE, EAST SHEEN,

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town

LONDON

County / Region

Postcode

SW14 7LQ

Country

ENGLAND

Date of birth

Day Month Year

26

01

1955

Nationality

AUSTRALIA

Business occupation

DIRECTOR

Other directorships

See attached list

I consent to act as director of the company named on page 1

Consent signature

Date

23/3/98

**This section must be signed by****Either**an agent on behalf  
of all subscribers

Signed

Date

**Or the subscribers**(i.e those who signed  
as members on the  
memorandum of  
association).

Signed

Date

23/3/98

Signed

Date

23/3/98

Signed

Date

23/3/98

Signed

Date

Signed

Date

Signed

Date

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,

- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.  
**The date of birth must be given for every individual director.**

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was:**

- dormant,

- a parent company which wholly owned the company making the return,

- a wholly owned subsidiary of the company making the return, or

- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

## Other relevant directorships

**Company Number** 00000001

**Company Name** Crossways 2000 Limited

**Directors Name** WALICKNOWSKI PETER

† Directors only. † Other directorships

BLUECO LIMITED

FAREHAM RETAIL PARTNERSHIP (MARKET QUAY) LIMITED

LEND LEASE CLACTON LIMITED

LEND LEASE EUROPE HOLDINGS LIMITED

LEND LEASE EUROPE LIMITED

LEND LEASE FAREHAM LIMITED

LEND LEASE GLOBAL INVESTMENT PLC

LEND LEASE HOMES LIMITED

LEND LEASE INVESTMENTS LIMITED

LEND LEASE PROJECTS LIMITED

LEND LEASE US INVESTMENTS LIMITED

LEND LEASE WHITECO LIMITED

LL CHELV UK LIMITED

THAMESIDE PROJECTS LIMITED

THE YARMOUTH GROUP (UK) LIMITED

THI PLC

WERNCO LIMITED

## NOTES

Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.

Give previous forenames or surname(s) except:  
- for a married woman, the name by which she was known before marriage need not be given.

- for names not used since the age of 18 or for at least 20 years

A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded to it.

## Other directorships.

Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.

You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was

- dormant

- a parent company which wholly owned the company making the return, or

- another wholly owned subsidiary of the same parent company.

THE COMPANIES ACTS 1985 TO 1989  
 COMPANY LIMITED BY SHARES  
 MEMORANDUM OF ASSOCIATION  
 Of  
 CROSSWAYS 2000 LIMITED



1. The name of the Company is CROSSWAYS 2000 LIMITED
2. The registered office of the Company will be situated at 84 Eccleston square London SW1V 1PX

The objects for which the Company is established are as follows:

3. To acquire by purchase, lease, exchange or otherwise, land, buildings and other property of any tenure or an interest therein
4. To carry on any of the businesses of building and civil engineering contractors, civil engineers, land, estate and property developers, surveyors and valuers
5. To develop the same as may be expedient for such purposes either alone or with any individual, company, partnership or as a member of a binding joint venture arrangement
6. To construct streets, squares, roadways with its associated footways and amenity verges and service conduits, sewers, drainage, planting or any other services the Company shall deem appropriate
7. To alter, repair, improve, decorate, furnish and maintain any office, factory, warehouses, wharves, flats, houses, works or buildings howsoever described and all conveniences
8. To collect rents and income and to supply to any owner, occupier, tenants and others all services and all conveniences and amenities commonly required therewith
9. To manage and administer land, buildings and real property either on its own account or as a trustee or nominee or agent of any other company or person
10. To grant easements rights and privileges and containing such covenants provisions and conditions as may be requisite to secure the full enjoyment to any owner, occupier, tenant
11. To provide services of every description in relation to the property and to maintain, repair, renew, clean, construct, alter and add to and improve the services and amenities in respect of the same and to enter into contracts with builders, tenants, contractors and others and to employ appropriate staff and managing or other agents whatsoever in relation thereto
12. To insure any property of the Company or in which it has an interest against damage or destruction and such other risks as may be considered necessary, appropriate or desirable and to insure the Company against public liability and any other risks which it may consider prudent or desirable to insure against

N/INC £100  
 023578  
 S/047



13. To establish and maintain capital reserves, management funds and any form of sinking fund in order to pay or contribute towards all fees, costs and other expenses incurred in the implementation of the Company's objects and to require the Members of the Company to contribute toward such reserves or funds at such times, in such amounts and in such manner as the Company may think fit and to invest and deal in and with such moneys not immediately required in such manner as may from time to time be determined
14. To execute and do all such other instruments acts and things as may be requisite for the purpose of ensuring the efficient management of the property
15. To carry on all or any business which may seem to the Company capable of being conveniently carried on in connection with or as ancillary to any of the above objects or which may be advisable to undertake for the purposes thereof
16. To apply for purchase or by other means acquire and protect any licences protections and concessions or other rights which may appear likely to be advantageous or useful to the Company
17. To sell let lease grant licences easements and other rights over the whole or any part of the undertaking property assets rights effects and business of the Company for such consideration as may be thought fit and in particular for a rent or rents or stocks shares debentures debenture stock or other obligations of any other company with or without consideration
18. To acquire and undertake on any terms and subject to any conditions the whole or any part of the business property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company
19. To subscribe for or underwrite purchase or otherwise acquire and to hold dispose of and deal with the shares stocks securities and evidences of indebtedness or the right to participate in profits or other similar documents issued by any government authority corporation or body or by any company or body of persons any options or rights in respect thereof
20. To borrow and raise money in any manner and on any terms
21. For any purpose and in any manner and from time to time to mortgage or charge the whole or any part of the undertaking property and rights (including property and rights to be subsequently acquired) of the Company and any money uncalled on any shares of the capital original or increased of the Company and whether at the time issued or created or not and to create issue make and give debentures stock bonds or other obligations perpetual or otherwise with or without any mortgage or charge on all or any part of such undertaking property rights and uncalled money
22. To pay all preliminary expenses of the Company and any company promoted by the Company or any company in which the Company is or may contemplate being interested including in such preliminary expenses all or any part of the costs and expenses of the owners of any business or property acquired by the Company

23. To enter into any arrangements with any company that may seem conducive to the Company's objects or any of them and to obtain from any such company any contracts rights grants loans privileges or concessions which the Company may think it desirable to obtain and to carry out exercise and comply with the same
24. To undertake and execute any trust or agency business (whether gratuitously or otherwise) the undertaking whereof may seem desirable whether as being convenient for or conducive to any of the objects of the company or as being a convenience or amenity for the occupiers or lessees of the Estate or any of them
25. To draw make accept endorse discount execute and issue promissory notes bills of exchange bills of lading warrants debentures and other negotiable or transferable instruments
26. To carry on all or any of the following businesses namely builders and contractors decorators merchants and dealers in stone sand lime and bricks timber iron steel hardware paint and other building or decorating requisites and insurance agents
27. To do all or any of the things hereinbefore authorised either alone or in conjunction with or as trustee or agent for others or by or through trustees or agents and either with or without the intention or object of profit and whether gratuitously or otherwise
28. To carry on any and all such other activities or business as the company shall consider to be appropriate either alone or in conjunction with any other company agent individual or trustee
29. To do all such other things as are incidental to or conducive to the attainment of the above objects or any of them **PROVIDED ALWAYS** that the objects set forth in any sub-clause of this clause shall not except where the context expressly so requires be in any way limited or restricted by reference or inference from the terms of any other sub-clause or by the name or by the name of the Company and none of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary to the objects mentioned in the first sub-clause of this clause but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause notwithstanding that the business undertaking property or acts proposed to be transacted acquired dealt with or performed do not fall within the objects of the first sub-clause of this clause

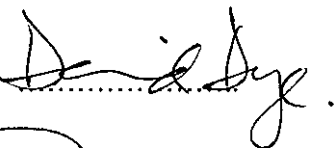
The liability of the members is limited

The Share Capital of the Company is £100 divided into one hundred shares of £1 each

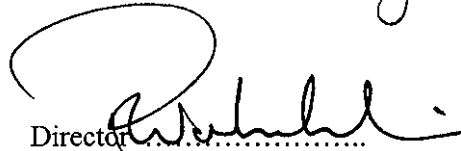
Whenever the Share Capital of the Company is divided into several classes of shares the special rights and privileges attaching to any class may at any time as well before as during liquidation be affected altered modified or abrogated in manner provided by the articles of Association of the Company for the time being but not otherwise

We the persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree that the number of shares in the capital of the Company shall be owned by the companies set out opposite their respective names

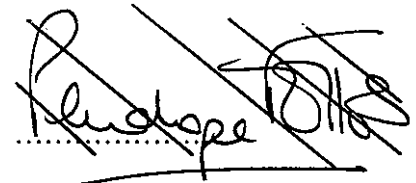
(A) David Dye  
Linton  
Hitchen Hatch Lane  
Sevenoaks  
Kent TN13 3AY

Director 

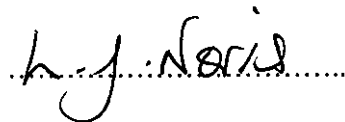
(B) Peter Walicknowski  
7 York Avenue  
East Sheen  
London SW14 7LQ

Director 

~~Penelope Kim Follows  
59 High Street  
Bovingdon  
Hertfordshire HP3 6HP~~

~~Secretary ~~

Witness to the above signatures



SUBSCRIBERS TO THE SHARES

(A) ON BEHALF OF:  
Whitecliff Properties Limited  
84 Eccleston Square  
London SW1V 1PX

One Share

Company Number: 3249898

(B) ON BEHALF OF:  
Lend Lease Whiteco Limited  
7<sup>th</sup> Floor  
York House  
23 Kingsway  
London WC2B 6UJ

One Share

Company Number: 3277816

## **ARTICLES OF ASSOCIATION**

**of**

## **CROSSWAYS 2000 LIMITED**

### **Adoption of Table A**

1. In these articles "Table A" means Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended prior to the date of adoption of these articles. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the Company and, together with these articles, shall constitute the articles of the Company. No other regulations set out in any statute concerning companies, or in any statutory instrument or other subordinate legislation made under any statute, shall apply as the regulations or articles of the Company.

### **Interpretation**

2. Words and expressions which bear particular meanings in Table A shall bear the same meanings in these articles. References in these articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form. Headings are for convenience only and shall not affect construction. If, and for so long as, the Company has only one member, these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to such a company.

### **Rights attached to shares**

3. Subject to the provisions of the Act and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and restrictions as the Company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the Directors may decide. Regulation 2 of Table A shall not apply.

### **Unissued shares**

4. Subject to the provisions of the Act and to these articles, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as they may determine.

#### **Authority to issue relevant securities**

5. Subject to any direction to the contrary which may be given by the Company in general meeting, the Directors are unconditionally authorised to exercise all powers of the Company to allot relevant securities. The maximum nominal amount of relevant securities that may be allotted under this authority shall be the nominal amount of the unissued share capital at the date of adoption of this article or such other amount as may from time to time be authorised by the Company in general meeting. The authority conferred on the Directors by this article shall remain in force for an indefinite period but may be revoked varied or renewed from time to time by the Company in general meeting in accordance with the Act.

#### **Exclusion of rights to offers on a pre-emptive basis**

6. Section 89(1) of the Act shall not apply to the allotment by the Company of any equity security.

#### **Transfer of shares**

7. The Directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.

#### **Notice of general meetings**

- 8(1) Notice of every general meeting shall be given to all members other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, and also to the auditors or, if more than one, each of them. The last sentence of regulation 38 of Table A shall not apply.
- 8(2) A Director shall be entitled to receive notice of and to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company notwithstanding that he is neither a member nor a proxy for a member, Table A, Regulation 44, shall not apply.

#### **Proceedings at general meetings**

9. For all purposes of these articles apart from when the Company has only one member, a general meeting of the Company or of the holders of any class of its shares shall be valid and effective for all purposes if one person being a duly authorised representative of two or more corporations each of which is a member entitled to vote upon the business to be transacted is present. Regulation 40 of Table A shall be modified accordingly. If, and for so long as, the Company has only one member, that member or the proxy for that member or, where that member is a corporation, its duly authorised representative shall be a quorum at any general meeting of the Company or of the holders of any class of shares. Regulation 40 of Table A shall be modified accordingly.

### **Votes of members**

10. At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and every proxy for any member (regardless of the number or the holdings of the members for whom he is a proxy) shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder. Regulation 54 of Table A shall not apply.

### **Members may vote when money payable by them**

11. Regulation 57 of Table A shall not apply.

### **Delivery of proxies**

12. The instrument appointing a proxy and (if required by the Directors) any authority under which it is executed or a copy of the authority, certified notarially or in some other manner approved by the Directors, may be delivered to the office (or to such other place or to such person as may be specified or agreed by the Directors) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in case of a poll taken subsequently to the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid. The Directors may at their discretion treat a faxed or other machine made copy of an instrument appointing a proxy as such an instrument for the purpose of this article. Regulation 62 of Table A shall not apply.

### **Alternate directors**

- 13(1) Each Director shall have power from time to time to appoint any person to act as his alternate Director in his place during his absence and at his discretion to remove such alternate Director.
- 13(2) Any appointment or removal of an alternate Director may be made by letter, cable, facsimile or telex to the office, or in any other manner approved by the Directors. Any cable, facsimile, or telex shall be confirmed as soon as possible by letter signed by the Director who has made the appointment but meanwhile may be acted upon by the Company.
- 13(3) An alternate Director shall (except as regards power to appoint an alternate Director and remuneration) be subject in all respects to the terms and conditions existing with reference to the other Directors, and each such alternate Director, while so acting, shall (unless otherwise provided in the notice of appointment of the alternate Director) enjoy all the rights of and discharge and exercise all the duties, functions and powers of the Director whom he represents.

- 13(4) An alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors stipulated for the time being but one person may act as alternate Director to more than one Director and while he is so acting shall be entitled to a separate vote for each Director he is representing and, if he is himself a Director, his vote or votes as an alternate Director shall be in addition to his own vote provided that an alternate Director shall not be counted more than once in the quorum.
- 13(5) If a Director making any such appointment as aforesaid shall become legally disqualified from acting as a Director or shall cease for any reason to be a Director, the person or persons appointed by him shall thereupon cease to have any authority or power to act as an alternate Director.
- 13(6) Each person acting as alternate Director shall, while so acting, be deemed to be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and shall not be deemed to be the agent of or for the Director by whom he was appointed.
- 13(7) Table A, Regulations 65-69, shall not apply.

#### **Power to provide for employees**

14. The Directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

#### **Power to receive uncalled moneys**

15. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the moneys uncalled and remaining unpaid on any shares held by him.

#### **Delegation of Directors' powers**

16. The Directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether Directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly and references in Table A to a committee of Directors or to a Director as a member of such a committee shall include a committee established under this article or such person or persons.

#### **Appointment and removal of Directors by majority shareholders**

17. Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company may by memorandum in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the Directors or at a general meeting of the Company at any time and from time to time appoint any person to be a Director (either to fill a vacancy or as an additional Director) or to remove any Director from office (no matter how he was appointed). Such appointment or removal shall be effective forthwith or otherwise if so specified.

#### **Appointment of Directors by Board**

18. Without prejudice to the powers conferred by any other article, any person may be appointed a Director by the Directors, either to fill a vacancy or as an additional Director.

#### **No age limit or share qualification**

19. No Director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a Director, by reason of his having attained any particular age. No shareholding qualification for Directors shall be required.

#### **Exclusion of rotation requirements and other provisions**

20. Regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.

#### **Disqualification and removal of Directors**

21. The office of a Director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 of Table A but also if he is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly.

#### **Directors' gratuities and pensions**

22. The Directors may exercise all the powers of the Company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any Director or former Director or the relations, connections or dependants of any Director or former Director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No Director or former Director shall be accountable to the Company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company. Regulation 87 of Table A shall not apply.

#### **Notice of board meetings**

23. Notice of a meeting of the Directors shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised in writing by the Director concerned. A Director absent or intending to be absent from the United Kingdom may request the Directors that notices of meetings of the Directors shall during his absence be sent in writing to him at an address or to a fax or telex number given by him to the Company for this purpose, but if no request is made to the Directors it shall not be necessary to give notice of a meeting of the Directors to any Director who is for the time being absent from the United Kingdom. A Director may waive notice of any meeting either prospectively or retrospectively. Regulation 88 of Table A shall be modified accordingly.



#### **Participation in Board meetings by telephone**

24. All or any of the members of the Board or any committee of the Board may participate in a meeting of the Board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or to be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

#### **Resolutions in writing**

25. A resolution in writing signed by all the Directors for the time being in the United Kingdom shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in like form, each signed by one or more of such Directors. Provided that, where a Director is not himself in the United Kingdom but has appointed an alternate Director, the signature of such alternate Director (if in the United Kingdom) shall be required. Table A, Regulation 93, shall not apply.

#### **Directors may vote when interested**

26. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with the Act. Subject where applicable to such disclosure, a Director shall be entitled to vote in respect of any contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 and 95 of Table A shall not apply.

#### **Authentication of documents**

27. Any Director or the Secretary or the Assistant Secretary or any person appointed by the Directors for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolutions passed by the Company or the Directors or any committee of the Directors, and any books, records, documents and accounts relating to the business of the Company, and to certify copies thereof or extracts therefrom as true copies of extracts. A document purporting to be a copy of a resolution, or an extract from the minutes of a meeting of the Company or of the Directors or any committee of the Directors which is certified as aforesaid shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such minutes or extract is a true and accurate record of proceedings at a duly constituted meeting.

#### **Official seal**

28. The Company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the Directors. Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the Directors may from time to time determine.

### Officers' Insurance

29. The Directors shall have the power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Companies Act 1985 from and after the bringing into force of Section 137 of the Companies Act 1989.

### Secretary and Assistant Secretary

30. Any power or authority properly exercisable by the Secretary of the Company shall also be capable of being exercised by a duly appointed Assistant Secretary.

### Notices

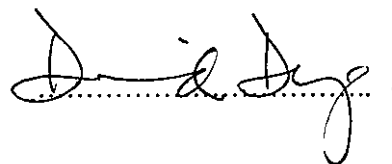
31. Any notice or other document may be served or delivered to any member by the Company either personally, or by sending it by post addressed to the member at his registered address or by fax or telex to a number provided by the member for this purpose, or by leaving it at his registered address addressed to the member, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall not apply.

### Time of service

32. Any notice or other document if sent by the Company by post, shall be deemed to have been served or delivered twenty four hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left by the Company at a registered address otherwise than by post, or sent by fax or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent. Regulation 115 of Table A shall not apply.

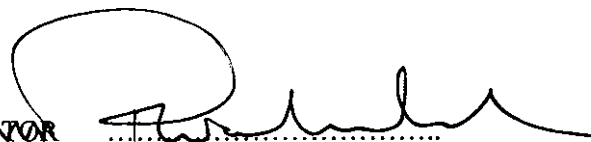
DAVID DYE  
WHITE CLIFF PROPERTIES LIMITED  
34 ECCLESTON SQ  
LONDON  
SW1V 1PX

DIRECTOR



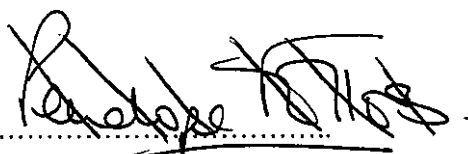
PETER WALICKNOWSKI  
LEND LEASE WHITECO LIMITED  
7TH FLOOR, YORK HOUSE  
23 KINGSWAY  
LONDON WC2B 6UJ.

DIRECTOR



PENELOPE KIM FOLLOWS  
59 HIGH STREET  
BOVINGDON  
HERTFORDSHIRE HP3 0HP

SECRETARY



WITNESS TO THE ABOVE SIGNATURES

