

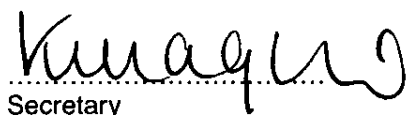
Crest Nicholson (Bath) Holdings Limited

The Companies Act 2006

On the 12 January 2009 the following Written Resolution (such resolution being passed as special resolution) was approved by the eligible members pursuant to sections 288 to 300 of the Companies Act 2006:

A special resolution in accordance with section 283 of the Companies Act 2006 THAT:

"the regulations in the document marked B be approved and adopted as the articles of association of the company in substitution for and to the exclusion of all existing articles thereof."


Secretary



Company number 5235961

THE COMPANIES ACTS 1985 to 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CREST NICHOLSON (BATH) HOLDINGS

LIMITED

(adopted by special resolution passed on 12 January 2009)

B

THE COMPANIES ACTS 1985 TO 2006
PRIVATE COMPANY LIMITED BY SHARES
NEW

ARTICLES OF ASSOCIATION

of

CREST NICHOLSON (BATH) HOLDINGS LIMITED

(Adopted by special resolution passed on 12 January 2009)

PRELIMINARY

1. The regulations contained in Table A in the schedule to the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A-F) (Amendment) Regulations 1985, the Companies Act 1985 (Electronic Communications) Order 2000, the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007) ("**Table A**") shall apply to the Company unless or to the extent that they are excluded or modified by, or are inconsistent with the following provisions and, with the provisions set out in this document, shall constitute the articles of association of the Company and, for the avoidance of doubt, references in this document to "these articles" shall be construed accordingly.
2. References in these articles to numbered regulations shall, unless the context requires otherwise, be deemed to be references to regulations in Table A. Regulations 24, 38, 60, 61, 62, 64, 67, 76 to 81 inclusive, 90, 94, 95, 111, 112, 115 and 118 shall not apply. References in these articles to numbered articles shall be deemed to be references to numbered provisions in this document.
3. In these articles:

 "**address**" in relation to electronic communication means any number or address used for the purposes of such communications;

 "**Parent Company**" means a corporate body which is the registered holder of all of the issued shares in the Company;

 "**written**" and "**in writing**" include any method of representing or reproducing words in legible form including, for the avoidance of doubt, electronic communication.
4. Where an ordinary resolution of the Company is required for any purpose, a special resolution shall also be effective.

ELECTRONIC COMMUNICATION

5. Regulation 1 shall be modified by deleting the words "'electronic communication' means the same as in the Electronic Communications Act 2000" and substituting instead the words "'electronic communication' means any communication transmitted by way of fax or email" and all references to "electronic communication" in these articles will be construed accordingly.

SHARE CERTIFICATES

6. Regulation 6 shall be modified by adding after "Every certificate shall be sealed with the seal" the words "or executed in such other manner as the directors authorise, having regard to the Act".

PURCHASE OF OWN SHARES

7. Regulation 35 shall be modified by deleting the words "otherwise than out of distributable profits of the company or the proceeds of a fresh issue of shares" and substituting instead the words "whether out of its distributable profits or out of the proceeds of a fresh issue of shares or otherwise".

NOTICE OF GENERAL MEETINGS

8. All general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
 - 8.1 in the case of an annual general meeting, by all the members entitled to attend and vote at that meeting; and
 - 8.2 in the case of any other meeting, by a majority in number of the members having a right to attend and vote, being a majority together holding not less than such percentage in nominal value of the shares giving that right as has been determined by elective resolution of the members in accordance with the Act, or if no such elective resolution is in force, a majority together holding not less than 95 per cent in nominal value of the shares giving that right.

PROCEEDINGS AT GENERAL MEETINGS

9. If and so long as there is a Parent Company, its representative, appointed pursuant to article 11 of these articles or a proxy appointed by such a representative, shall be the only person whose presence shall be required in order to constitute a quorum and regulation 40 shall be modified accordingly.
10. A poll may be demanded by the chairman or by any member present in person or by proxy and entitled to vote, and regulation 46 shall be modified accordingly.
11. A member of the Company which is a corporation may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of members of the Company. Unless the directors otherwise decide, a copy of such authority certified notarially or in some other way approved by the directors shall be delivered to the Company before such representative is entitled to exercise any power on behalf of the corporation which he represents. The

provisions of the Act shall apply to determine the powers that may be exercised at any such meeting by any person so authorised. The corporation shall, for the purposes of these articles, be deemed to be present in person at any such meeting if any person so authorised is present at it, and all references to attendance and voting in person shall be construed accordingly.

VOTES OF MEMBERS

12. Regulation 56 shall be modified by the deletion of the words "instruments of proxy, not less than 48 hours before the time appointed for holding" and substituting instead the words "forms of proxy, within the time limits prescribed by these articles for deposit of forms of proxy for use at" and by including the words "or poll" after the words "adjourned meeting".
13. Regulation 57 shall be modified by including after the word "shall" the phrase "unless the directors otherwise decide".
14. Regulation 59 shall be modified by including the words "and on a show of hands" after the words "On a poll" and by including the words ", provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him. When two or more valid but different forms of proxy or appointments of proxy by electronic means are delivered or received in respect of the same share for use at the same meeting, the one which is last validly delivered or received (regardless of its date or the date of its execution) shall be treated as replacing and revoking the other(s) as regards that share. If the Company is unable to determine which was last delivered or received, none of them shall be treated as valid in respect of that share" after the words "to attend on the same occasion".
15. The appointment of a proxy shall be in writing in any form which is usual or in any form which the directors may approve, and shall be executed by or on behalf of the appointor.
16. The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may:
 - 16.1 in the case of an appointment of a proxy by a form of proxy (which for the avoidance of doubt does not include an appointment contained in an electronic communication) be received at the office or such other place within the United Kingdom as may be specified in the notice convening the meeting and/or in any form of proxy or other accompanying document sent out by the Company in relation to the meeting not less than one hour before the time for holding the meeting or adjourned meeting at which the person named in the form of proxy proposes to vote; or
 - 16.2 in the case of an appointment contained in an electronic communication, if an address has been specified for that purpose:
 - 16.2.1 in the notice convening the meeting; or
 - 16.2.2 in any form of proxy or other accompanying document sent out by the Company in relation to the meeting; or
 - 16.2.3 in any invitation to appoint a proxy contained in an electronic communication issued by the Company in relation to the meeting.

be received at such address not less than one hour before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or

- 16.3 in the case of a poll taken more than 48 hours after it is demanded, be received as aforesaid after the poll has been demanded but not less than one hour before the time appointed for the taking of the poll; or
- 16.4 if a meeting is adjourned for less than 48 hours or if a poll is not taken immediately but is taken not more than 48 hours after it was demanded, be delivered at the adjourned meeting or at the meeting at which the poll was demanded to any director or the secretary,

and an appointment of a proxy which is not received or delivered in accordance with this article 16 shall be invalid.

NUMBER OF DIRECTORS

- 17. Unless otherwise determined by ordinary resolution, there shall not be any maximum number of directors but the minimum number shall be one and, whilst there is only one director, he shall constitute a quorum for all directors' meetings and regulation 89 shall be modified accordingly.
- 18. When one director only is in office, he shall have and may exercise all the powers and authorities in and over the affairs of the Company as conferred on the board of directors by these articles by written resolution.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 19. The directors shall (except in the case of the first directors) be appointed and shall (in every case) be subject to removal from office by the Company in general meeting or if there is a Parent Company, by instrument in writing executed by or on behalf of the Parent Company, or if there is no Parent Company, by instrument in writing signed by or on behalf of the holders of a majority of shares for the time being issued and entitling the holders thereof to attend and vote at general meetings of the Company. Every appointment or removal of a director in writing pursuant to this article shall take effect as from the time when the instrument is delivered to the Company.
- 20. The directors shall not be subject to retirement by rotation. Reference in any regulation to retirement by rotation shall be disregarded.
- 21. A director is not required to hold any qualification shares in the Company.

ALTERNATE DIRECTORS

- 22. A director may appoint any person willing to act as such, whether or not he is a director of the Company, to be an alternate director and such person need not be approved by resolution of the directors, and regulation 65 shall be modified accordingly.
- 23. An alternate director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of directors and meetings of committees of directors, and regulation 66 shall be modified accordingly.

24. An alternate director ceases to be an alternate for his appointor when his appointor ceases to be a director.

POWERS OF DIRECTORS

25. The directors may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of its undertaking, property and uncalled capital and, subject to the provisions of the Companies Act 1985, to issue debentures, debenture stock and other securities either outright or as security for any debt, liability or obligation of the Company or of any third party.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

26. The office of a director shall be vacated if:
- 26.1 he ceases to be a director by virtue of any provision of the Act or becomes prohibited by law from being a director;
 - 26.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally;
 - 26.3 he becomes, in the opinion of all his co-directors, incapable by reason of mental disorder of discharging his duties as a director;
 - 26.4 he resigns his office by notice in writing to the Company;
 - 26.5 both he and his alternate director (if any) are absent without the permission of the directors from meetings of directors for six consecutive months, and the directors resolve that his office be vacated;
 - 26.6 a majority of the other directors resolve that his office be vacated; or
 - 26.7 he is removed from office under article 19 of these articles.

PROCEEDINGS OF DIRECTORS

27. Regulation 88 shall be modified by excluding the third sentence and substituting instead the following sentence: "Every director shall receive notice of a meeting whether or not he is absent from the United Kingdom provided that, if he is absent from the United Kingdom, he has given an address outside the United Kingdom to which notices may be sent or an address to which notices may be given by electronic means."
28. Any director or his alternate may validly participate in a meeting of the directors or a committee of directors through the medium of conference telephone or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout such meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Subject to the Act, all business transacted in such manner by the directors or a committee of the directors shall, for the purposes of these articles, be deemed to be validly and effectively transacted at a meeting of the directors or of a committee of the directors even if fewer than two directors or alternate directors are physically present at the same place. 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.

DIRECTORS' APPOINTMENTS AND INTERESTS

29. For the purposes of section 175 of the Companies Act 2006, the directors may authorise any matter proposed to them in accordance with these articles which would, if not so authorised, involve a breach of duty by a director under that section, including, without limitation, any matter which relates to a situation in which a director has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the company. Any such authorisation will be effective only if:

- 29.1 any requirement as to quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director; and
- 29.2 the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.

The directors may (whether at the time of the giving of the authorisation or subsequently) make any such authorisation subject to any limits or conditions they expressly impose but such authorisation is otherwise given to the fullest extent permitted. The directors may vary or terminate any such authorisation at any time.

For the purposes of the articles, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests.

30. Any disclosure required by article 31 may be made at a meeting of the directors, by notice in writing or by general notice or otherwise in accordance with section 177 of the Companies Act 2006.
31. Provided that he has disclosed to the directors the nature and extent of his interest (unless the circumstances referred to in section 177(5) or section 177(6) of the Companies Act 2006 apply, in which case no such disclosure is required) a director notwithstanding his office:
- 31.1 may be a party to, or otherwise interested in, any transaction or arrangement with the company or in which the company is otherwise (directly or indirectly) interested;
 - 31.2 may act by himself or his firm in a professional capacity for the company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director; and
 - 31.3 may be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate:
 - 31.3.1 in which the company is (directly or indirectly) interested as shareholder or otherwise; or
 - 31.3.2 which is the parent undertaking of the company or a subsidiary undertaking of any parent undertaking of the company; or

31.3.3 with which he has such a relationship at the request or direction of the company or any parent undertaking of the company or a subsidiary undertaking of any parent undertaking of the company.

32. A director shall not, by reason of his office, be accountable to the company for any remuneration or other benefit which he derives from any office or employment or from any transaction or arrangement or from any interest in any body corporate:

32.1 the acceptance, entry into or existence of which has been approved by the directors pursuant to article 29 (subject, in any such case, to any limits or conditions to which such approval was subject); or

32.2 which he is permitted to hold or enter into by virtue of paragraph 31.1, 31.2 or 31.3 of article 31

nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Companies Act 2006.

33. A director shall be under no duty to the company with respect to any information which he obtains or has obtained otherwise than as a director of the company and in respect of which he owes a duty of confidentiality to another person. However, to the extent that his relationship with that other person gives rise to a conflict of interest or possible conflict of interest, this article applies only if the existence of that relationship has been approved by the directors pursuant to article 29. In particular, the director shall not be in breach of the general duties he owes to the company by virtue of sections 171 to 177 of the Companies Act 2006 because he fails:

33.1 to disclose any such information to the directors or to any director or other officer or employee of the company; and/or

33.2 to use or apply any such information in performing his duties as a director of the company.

34. Where the existence of a director's relationship with another person has been approved by the directors pursuant to article 29 and his relationship with that person gives rise to a conflict of interest or possible conflict of interest, the director shall not be in breach of the general duties he owes to the company by virtue of sections 171 to 177 of the Companies Act 2006 because he:

34.1 absents himself from meetings of the directors at which any matter relating to the conflict of interest or possible conflict of interest will or may be discussed or from the discussion of any such matter at a meeting or otherwise; and/or

34.2 makes arrangements not to receive documents and information relating to any matter which gives rise to the conflict of interest or possible conflict of interest sent or supplied by the company and/or for such documents and information to be received and read by a professional adviser,

for so long as he reasonably believes such conflict of interest or possible conflict of interest subsists.

35. The provisions of articles 33 and 34 are without prejudice to any equitable principle or rule of law which may excuse the director from:
- 35.1 disclosing information, in circumstances where disclosure would otherwise be required under these articles; or
- 35.2 attending meetings or discussions or receiving documents and information as referred to in article 34, in circumstances where such attendance or receiving such documents and information would otherwise be required under these articles.
36. Subject to the Companies Act 2006 and without prejudice to his obligations of disclosure under the Companies Act 2006 and these articles, a director may vote at any meeting of the directors or of a committee of the directors on, and be counted in the quorum present at a meeting in relation to, any resolution concerning a transaction or arrangement with the company or in which the company is interested, or concerning any other matter in which the company is interested, notwithstanding that he is interested in that transaction, arrangement or matter or has in relation to it a duty which conflicts or may conflict with the interests of the company.

NOTICES

37. Any notice or other document to be served on or by or delivered to or by any person pursuant to these articles (other than a notice calling a meeting of the directors) shall be in writing and shall be served or delivered in accordance with articles 38 and 39 or article 40 as the case may be.
38. Any notice or other document may only be served on, or delivered to, any member by the Company:
- 38.1 personally;
- 38.2 by sending it through the post in a prepaid envelope addressed to the member at his registered address (whether such address be in the United Kingdom or otherwise);
- 38.3 by delivery of it by hand to or leaving it at that address in an envelope addressed to the member;
- 38.4 except in the case of a share certificate and only if an address has been specified by the member for such purpose, by electronic communication.
39. In the case of joint holders of a share, all notices and other documents shall be given to the person named first in the register in respect of the joint holding and notice so given shall be sufficient notice to all joint holders.
40. Any notice or other document may only be served on, or delivered to, the Company by anyone:
- 40.1 by sending it through the post in a prepaid envelope addressed to the Company or any officer of the Company at the office or such other place in the United Kingdom as may from time to time be specified by the Company;

- 40.2 by delivery of it by hand to the office or such other place in the United Kingdom as may from time to time be specified by the Company;
- 40.3 if an address has been specified by the Company for such purpose (and in the case of an appointment of a proxy such address has been specified in a document or other communication referred to in article 16.2), by electronic communication.
41. Any notice or other document (other than the appointment of a proxy):
- 41.1 addressed to the recipient in the manner prescribed by these articles shall, if sent by post, be deemed to have been served or delivered:
- 41.1.1 (if prepaid as first class) 24 hours after it was posted; and
- 41.1.2 (if prepaid as second class) 48 hours after it was posted;
- 41.2 not sent by post but delivered by hand to or left at an address in accordance with these articles shall be deemed to have been served or delivered on the day it was so delivered or left;
- 41.3 sent by electronic communication shall be deemed to have been served or delivered 48 hours after it was sent and in proving such service it shall be sufficient to produce a transaction report or log generated by a fax machine which evidences the fax transmission or a confirmation setting out the total number of recipients sent to or each recipient to whom the message was sent as the case may be.
42. Regulation 116 shall be modified by deleting the words "within the United Kingdom".

INDEMNITY AND INSURANCE

43. Subject to the provisions of the Act but without prejudice to any indemnity to which he may otherwise be entitled, every director, alternate director, auditor or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, expenses, losses or liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation to it, including (without prejudice to the generality of the foregoing) any liability incurred defending any proceedings, whether civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company in which judgment is given in his favour or in which he is acquitted, or which are otherwise disposed of without any finding or admission of material breach of duty on his part or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
44. The directors may exercise all the powers of the Company to purchase and maintain for any director, auditor or other officer (including former directors and other officers), or any person, insurance against any liability for negligence, default, breach of duty or breach of trust or any other liability in relation to the affairs of the Company which may be lawfully insured against.
45. Notwithstanding anything contained in these articles, the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company, nor may they suspend any registration thereof nor shall a holder of any shares be required to

comply with any of the provisions of the articles which restrict the transfer of shares where in each such case such transfer is:

- 45.1 executed by a bank or institution to which such shares have been mortgaged or charged by way of security, or by any nominee of such a bank or institution, pursuant to a power of sale of such security; or
- 45.2 executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security; or
- 45.3 to any such bank or institution, or to any nominee of such a bank or institution, pursuant to any such security,

and a certificate by any officer of such bank or institution that the shares were so charged and the transfer was executed shall be conclusive evidence of such facts.