

THE COMPANIES ACTS 1985 and 2006

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CROSSCO (1076) LIMITED

(adopted by a written resolution passed on 21 December 2007)

1 **EXCLUSION**

Except as provided for in these Articles, no regulations set out in any statute or in any statutory instrument made under any statute concerning companies shall apply to the Company. The following shall be the Company's articles of association.

2 **INTERPRETATION**

2.1 In these Articles, unless the context requires otherwise, the following expressions have the following meanings -

"Act"	the Companies Act 1985 (as amended by the Companies Act 1989) and every statutory modification, replacement or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force,
"document"	includes, unless otherwise specified, any document sent or supplied in electronic form,
"electronic form"	has the meaning given in section 1168 of the 2006 Act and "electronic means" shall be construed accordingly,
"hard copy form"	has the meaning given in section 1168 of the Companies Act 2006,
"holding company"	the company (if any) which for the time being is the immediate holding company of the Company as defined by section 736 of the Companies Act 1985,
"instrument"	A document in hard copy form,
"Table A"	Table A set out in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985, the Companies (Tables A to F) (Amendment) Regulations 2007 and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007, and
"in writing" and "written"	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

2.2 In these Articles -



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- 2 2 1 any gender includes any other gender,
- 2 2 2 the singular includes the plural and vice versa,
- 2 2 3 references to persons include bodies corporate, unincorporated associations, governments, states, partnerships and trusts (in each case, whether or not having separate legal personality),
- 2 2 4 the headings in these Articles are for convenience only and shall not affect the interpretation of these Articles, and
- 2 2 5 general words shall not be given a restrictive interpretation by reason of their being preceded or followed by words indicating a particular class of acts, matters or things

### **3 TABLE A**

- 3 1 The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles
- 3 2 Regulations 23, 40, 41, 52, 60-64, 73, 74, 75, 77, 94, 95, 97, 101, 111, 112, 115 and 118 of Table A shall not apply to the Company
- 3 3 Regulations 6, 24, 45, 46 and 79 of Table A shall apply to the Company with the modifications set out below

### **4 SHARE CAPITAL**

- 4 1 The share capital of the Company is £100 divided into 100 ordinary shares of £1 each
- 4 2 Subject to the provisions of these Articles and of the Companies Act 1985 any unissued shares for the time being in the capital of the Company shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to such persons (including any director), on such terms and conditions and at such time or times as they think proper but so that no shares shall be issued at a discount
- 4 3 The directors are generally and unconditionally authorised pursuant to the Act to exercise all powers of the Company to allot relevant securities (as defined in section 80 of the Companies Act 1985) to a maximum nominal amount of the authorised but unissued share capital of the Company at the date of the adoption of these Articles provided that this authority shall expire on the day preceding the fifth anniversary of the date of the adoption of these Articles, except that this authority allows the directors to make an offer or agreement before such expiry which would or might require relevant securities to be allotted after such expiry
- 4 4 Section 89(1) and section 90(1) to (6) of the Companies Act 1985 are hereby excluded and shall not apply to any allotment by the Company of equity securities (as defined in section 94 of the Companies Act 1985)

### **5 TRANSFER OF SHARES**

- 5 1 The directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of any share whether or not it is a fully paid share. The first sentence of regulation 24 in Table A shall not apply

5 2 The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor

## **6 PROCEEDINGS AT GENERAL MEETINGS**

6 1 If the Company is a single member company, one member present in person or by proxy shall be a quorum at any general meeting. If the Company is not a single member company, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

6 2 If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and in any other case it shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.

6 3 It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. The last two sentences of regulation 45 in Table A shall not apply.

6 4 A poll may be demanded by any member having the right to vote at the meeting. Regulation 46(b) in Table A shall not apply.

6 5 No notice need be given of a poll. Regulation 52 in Table A shall not apply.

6 6 Proxies may only be validly appointed by a notice in writing (a "proxy notice") which -

6 6 1 states the name and address of the shareholder appointing the proxy,

6 6 2 identifies the person appointed to be that shareholder's proxy and the general meeting in relation to which that person is appointed,

6 6 3 is signed by or on behalf of the shareholder appointing the proxy, or is authenticated in such manner as the directors may determine, and

6 6 4 is delivered to the Company in accordance with these Articles and any instructions contained in the notice of general meeting to which they relate.

6 7 The Company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.

6 8 A proxy notice 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 -

6 8 1 in the case of a proxy notice in hard copy form be deposited at the Company's registered office or at such other place in the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or the adjourned meeting at which the person named in the proxy notice proposes to vote, or

6 8 2 in the case of a proxy notice in electronic form, where an address has been specified for the purpose of receiving communications in electronic form in the

notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting or in any invitation in electronic form to appoint a proxy in relation to the meeting, be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the proxy notice proposes to vote,

6 8 3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll, or

6 8 4 where the poll is not taken immediately but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or the secretary or to any director

and a proxy notice which is not deposited, sent or supplied in a manner so permitted shall be invalid

6 9 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions

6 10 Unless a proxy notice indicates otherwise, it must be treated as -

6 10 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

6 10 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

6 11 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person

6 12 An appointment under a proxy notice may be revoked by delivering to the Company a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given

6 13 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates

6 14 If a proxy notice is not executed by the person appointing the proxy it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

## **7 NUMBER OF DIRECTORS**

Unless and until otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum and need not exceed one. If and so long as there is a sole director he may exercise all the powers and authorities vested in the directors by these Articles and Table A

## **8 APPOINTMENT AND RETIREMENT OF DIRECTORS**

8 1 A holding company may at any time and from time to time by notice in writing signed on behalf of the holding company (which shall be effective immediately upon its delivery to

the registered office of the Company) appoint any person to be a director of the Company

- 8 2 Notwithstanding anything in these Articles or in any agreement between the Company and such director, a director may be removed from office at any time by a holding company by notice in writing signed on behalf of the holding company which shall be effective immediately upon its delivery to the registered office of the Company. Such removal shall be without prejudice to any claim such director may have for damages for breach of any agreement between the director and the Company

## 9 PROCEEDINGS OF DIRECTORS

- 9 1 A director may vote as a director in regard to any contract, arrangement or any other proposal whatsoever in which he is interested or upon any matter arising therefrom and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract, arrangement or proposal is under consideration. [This includes a proposal relating to any indemnities in favour of a director which are consistent with or no more onerous than the provisions of these Articles or the funding of expenditure by one or more directors on defending proceedings against him or them or doing anything to enable such director to avoid incurring such expenditure.]
- 9 2 Without prejudice to the first sentence of Regulation 88 in Table A, a meeting of the directors may consist of a conference between directors who are not all in one place, but of whom each is able (directly or by telephonic communication or video link) to speak to each of the others and to be heard by each of the others simultaneously and the word "meeting" in these Articles and in Table A shall be construed accordingly

## 10 SHARE CERTIFICATES

Every share certificate shall, if the Company has a seal, be sealed with the seal or signed by a director and by the secretary or a second director and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The second sentence of Regulation 6 in Table A shall be amended accordingly

## 11 THE SEAL

If the Company has a seal it shall only be used with the authority of the directors or of a committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or a second director

## 12 INDEMNITY

- 12 1 A relevant director may be indemnified out of the Company's assets against any liability (other than a liability to the Company or an associated company) which that director incurs in connection with -
- 12 1 1 civil proceedings in relation to the Company or an associated company (other than a liability incurred in defending proceedings brought by the Company or an associated company in which final judgment is given against the directors),
- 12 1 2 criminal proceedings in relation to the Company or an associated company (other than a fine imposed in such proceedings or a liability incurred in

defending proceedings in which the director is convicted and the conviction is final),

12 1 3 regulatory action taken by or a regulatory investigation by a regulatory authority in relation to the Company or an associated company (unless a sum is payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (howsoever arising),

12 1 4 any application for relief under section 661(3) or (4) of the Companies Act 2006 (power of court to grant relief in case of acquisition of shares by innocent nominee) (or the sections of the Act which were replaced by that section 661) or under section 1157 of the Companies Act 2006 (general power of court to grant relief in case of honest and reasonable conduct) (or the section of the Act which were replaced by that section 1157) unless in either case the court refuses to grant the director relief and the refusal of relief is final, [or

12 1 5 civil proceedings in relation to an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006) of which the Company is a trustee in respect of liability incurred in connection with the Company's activities as a trustee of the scheme (other than a fine imposed in criminal proceedings, a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature or a liability incurred in defending proceeding in which the director is convicted and the conviction is final) ]

12 2 A judgment, conviction or refusal of relief becomes final -

12 2 1 if not appealed against, at the end of the period for bringing an appeal, or

12 2 2 if appealed against, at the time when the appeal (or any further appeal) is disposed of

12 3 In this Article -

12 3 1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

12 3 2 a "relevant director" means any director or former director of the Company

### 13 COMMUNICATIONS

13 1 Subject to these Articles, anything sent or supplied by or to the Company under these Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company

13 2 Subject to these Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being

13 3 A director may agree with the Company that notices or documents sent to that director in a particular way are deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

- 13 4 Anything sent to a shareholder under these Articles may be sent to that shareholder's address as registered in the register of members, unless -
- 13 4 1 the shareholder and the Company have agreed that another means of communication is to be used, and
  - 13 4 2 the shareholder has supplied the Company with the information it needs in order to be able to use that other means of communication
- 13 5 Any notice or document sent to a director may be sent to that director's address as registered in the register of directors unless -
- 13 5 1 the director and the Company have agreed that another means of communication is to be used, and
  - 13 5 2 the director has supplied the Company with the information it needs in order to be able to use that other means of communication
- 13 6 Where a document or information is sent or supplied by the Company by post, service or delivery shall be deemed to be effected at the expiration of 24 hours after the time when the cover containing the same is posted (irrespective of the class or type of post used) and in proving such service or delivery it shall be sufficient to prove that such cover was properly addressed and posted
- 13 7 Where a document or information is sent or supplied by the Company by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied and in proving such service it will be sufficient to prove that it was properly addressed
- 13 8 Where a document or information is sent or supplied by the Company by means of a website, service or delivery shall be deemed to be effected when -
- 13 8 1 the material is first made available on the website, or
  - 13 8 2 if later, when the recipient received (or is deemed to have received) notification of the fact that the material was available on the website
- 13 9 Anything to be agreed or specified in relation to documents or information to be sent or supplied to joint holders, may be agreed or specified by that one of the joint holders whose name appears first in the register

**THE COMPANIES ACT 1985  
(AS AMENDED BY THE COMPANIES ACT 1989)**

**MEMORANDUM OF ASSOCIATION**

**AND**

**ARTICLES OF ASSOCIATION**

**FOR**

**DJF (DEVELOPMENTS) LTD**

General commercial company limited by shares

**Certificate Number: 05721053**

Incorporated 24-02-2006