

Company No: 05092358

**THE COMPANIES ACTS 1985 TO 1989**

**COMPANY LIMITED BY SHARES**

**RESOLUTION**

- of -

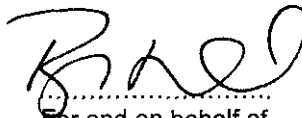
**SITUS REALTY SERVICES LIMITED**

Dated *April 20* 2006

We the undersigned being the sole member of the above-named Company for the time being entitled to attend and vote at general meetings of the Company **RESOLVE** that the following resolution be passed by way of a written resolution:

**SPECIAL RESOLUTION**

1. "That the articles of association in the form attached to this resolution and initialled for the purposes of identification be adopted as the articles of association of the Company in place of its existing articles of association."



For and on behalf of  
SitusReal L.P.



**The Companies Acts 1985 to 1989**

**Articles of Association of Situs Realty Services Limited**

(as adopted by way of a Special Resolution dated *20 April* 2006)

**1 Preliminary**

**1.1 Definitions**

In these articles:

**Act** means the Companies Acts 1985 including any statutory modification or re-enactment of the same for the time being in force; and

**Table A** means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 and the Companies Act 1985 (Electronic Communications) Order 2000).

**1.2 Table A to apply as modified**

The regulations contained in Table A, save as excluded or varied by or inconsistent with these articles, shall apply to the company and together with these articles shall constitute the regulations of the company.

**2 Share capital**

**2.1 Directors' authorities to allot**

*The directors are generally and unconditionally authorised during the period of five years from the date of adoption of these articles to offer, allot, grant options over or otherwise dispose of relevant securities (as defined in section 80(2) of the Act) of the company up to the maximum nominal amount of the authorised but unissued share capital of the company at the date of these articles to such persons at such times and on such terms and conditions as they think fit and to make any offer or agreement of the kind referred to in section 80(7) of the Act. Section 89(1) of the Act shall not apply to the company.*

**2.2 Lien**

The company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share. The company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or in the name of one of two or more joint holders for all moneys presently payable by him or his estate to the company. The directors may at any time declare any share to be wholly or in part exempt from the provisions of this article. The company's lien, if any, on a share shall extend to all dividends payable on it and any other amounts payable in respect of it. Regulation 8 of Table A shall not apply to the company.

**2.3 Execution of transfer**

No instrument of transfer of a share agreed to be taken by a subscriber to the memorandum of association of the company need be executed by or on behalf of the transferee. Regulation 23 of Table A shall be modified accordingly.

## **2.4 Directors' power to refuse transfer**

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. Regulation 24 of Table A shall be modified accordingly.

## **3 General meetings**

### **3.1 Meetings on members' requisition**

Regulation 37 of Table A shall be replaced with the following: "The directors may call general meetings and, on the requisition of (a) members pursuant to the provisions of the Act, or (b) any one or more members holding at the date of deposit of the requisition not less than one *tenth of such of the paid up share capital of the company as at that date carries the right to vote at general meetings of the company*, shall forthwith proceed to convene an extraordinary general meeting for a date not later than 6 weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting or if the directors do not within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting, any director or any such member of the company may call a general meeting."

### **3.2 Quorum**

3.2.1 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 of the company. Regulation 40 of Table A shall be modified accordingly.

3.2.2 Regulation 41 of Table A shall be amended by the addition at the end of the following sentence: "If at the adjourned meeting a quorum is not present within fifteen minutes from the time appointed for the meeting, or if during the adjourned meeting a quorum ceases to be present, the member or members present, if he or they together hold(s) a majority in nominal value of such part of the issued share capital of the company as confers the right to attend and vote at general meetings of the company, shall be a quorum."

### **3.3 Right to demand a poll**

Regulation 46 of Table A shall be replaced with the following: "A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

- (a) by the chairman; or
- (b) by any member present in person or by proxy and entitled to vote.

### **3.4 Proxies voting**

Regulation 54 of Table A shall be amended by the addition of the words "or by proxy" after the words "in person".

### **3.5 Lodging of proxies**

3.5.1 Sub-paragraph (a) of regulation 62 of Table A shall be replaced with the following:

- "(a) in the case of an instrument in writing, be deposited or received by post or fax at the office or at such other place within 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 or such shorter period as the directors

may allow before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or"

- 3.5.2 Sub-paragraph (b) of regulation 62 of Table A shall be modified by the addition after the words "24 hours" of the words "or such shorter period as the directors may allow".

## **4 Directors**

### **4.1 Number of directors**

Unless and until the company in general meeting shall otherwise determine, there shall be no maximum number of directors and the minimum number of directors shall be one. Regulation 64 of Table A shall not apply to the company. If and so long as there is one director, that director may act alone in exercising all the powers and authorities vested in the directors and regulations 89 and 90 of Table A shall be modified accordingly.

### **4.2 Alternate directors**

An alternate director shall be entitled to receive notice of a meeting whether or not he is absent from the United Kingdom. Regulation 66 of Table A shall be modified accordingly. The words "approved by resolution of the directors and" shall be deleted from regulation 65 of Table A.

### **4.3 Members' directions to directors by ordinary resolution**

In regulation 70 of Table A the words "ordinary resolution" shall be substituted for the words "special resolution".

### **4.4 Delegation of powers**

The words "or such person or persons as the directors may think fit" shall be added at the end of the first sentence of regulation 72 of Table A.

### **4.5 Appointment and removal of directors**

A member or members holding a majority in nominal value of the issued ordinary shares for the time being in the company may appoint any person or persons as director or directors, either as an addition to the existing directors or to fill any vacancy, and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed by one of its directors on its behalf and may consist of several documents in like form and shall take effect upon lodgement at the office of the company.

### **4.6 Casual vacancies**

The directors shall have power at any time and from time to time to appoint any person to be a director either to fill a casual vacancy or as an addition to the existing directors, provided that the appointment does not cause the number of directors to exceed any number fixed by or in accordance with the articles as the maximum number of directors. Any director so appointed shall (subject to the other provisions of these articles) hold office until he is removed pursuant to this article 4.

### **4.7 Directors not subject to retirement by rotation**

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

#### **4.8 No age limit for directors**

Any provision of the Act which, subject to the provisions of these regulations, would have the effect of rendering any person ineligible for appointment as a director or liable to vacate office as a director on account of his having reached any specified age or of requiring special notice or any other special formality in connection with the appointment of any director over a specified age, shall not apply to the company.

#### **4.9 Compulsory vacation of office**

*Regulation 81 of Table A shall be amended by the deletion of the whole of paragraph (e).*

### **5 Executive directors**

The directors may from time to time appoint one or more of their body to executive office (including but without limitation that of managing director, manager or any other salaried office) for such period and on such terms as they shall think fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The appointment of a director so appointed shall (subject to the terms of any such agreement as aforesaid) be automatically determined ipso facto if he cease from any cause to be a director. A managing director, manager or other executive officer as aforesaid shall receive such remuneration, (by way of salary, commission, participation in profits or otherwise howsoever) as the directors may determine. Regulation 84 of Table A shall not apply to the company.

### **6 Directors' interests**

#### **6.1 Interests and disclosure generally**

For the purposes of regulation 85 of Table A and this article 6:

- (a) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and
- (c) an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the company), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

*Regulation 86 of Table A shall be modified accordingly.*

#### **6.2 Voting**

A director may vote as a director in regard to any matter in which he has, directly or indirectly, an interest or duty which conflicts or may conflict with the interests of the company or upon any matter arising therefrom provided such director has disclosed to the directors the nature and extent of any such interest or duty. If he shall so vote his vote shall be counted and he shall be counted in the quorum when any such matter is under consideration. Regulations 94 to 98 of Table A shall not apply to the company.

### **6.3 Professional services**

Provided that he has disclosed to the directors the nature and extent of his interest (and without limiting the generality of regulation 85 of Table A), a director may act by himself or his firm in any professional capacity for the company and he or his firm may be entitled to remuneration for professional services as if he were not a director; provided that nothing in these articles contained shall authorise a director or his firm to act as auditor to the company.

## **7 Proceedings of directors**

### **7.1 Notices to directors**

A director shall be entitled to receive notice of a meeting whether or not he is absent from the United Kingdom. Regulation 88 of Table A shall be modified accordingly.

### **7.2 Telephone meetings**

For the purpose of determining whether the quorum for the transaction of the business of the Board exists:

- (a) in the case of a resolution agreed by directors in direct telephonic or audio-visual communication with each other, all such directors shall be counted in the quorum;
- (b) in the case of a meeting of directors, in addition to the directors present at the meeting, any director in telephonic or audio-visual communication with such meeting shall be counted in the quorum; and

a director participating in this way shall be deemed to be present in person at the meeting and entitled to vote. Subject to the Act, all business transacted in this way by the directors or a committee of directors shall be for the purposes of the articles deemed to be validly and effectively transacted at a meeting of the directors or of a committee of directors. The 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.

## **8 Notices**

### **8.1 Manner of giving notice**

8.1.1 At the end of regulation 111 of Table A there shall be added the following new sentence: "Communications by facsimile transmission or telex shall be deemed to be in writing."

8.1.2 In regulation 112 of Table A after the words "in a pre-paid envelope" there shall be added "or by facsimile transmission or telex". The final sentence of regulation 112 of Table A shall be deleted and replaced with the following: "A member shall be entitled to receive notice from the company whether or not his registered address is within the United Kingdom."

### **8.2 Proof of notice**

Regulation 115 of Table A shall be replaced with the following: "Proof that an envelope containing a notice was properly addressed, pre-paid and posted or that a facsimile transmission or telex was despatched to the correct fax or telex number shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice sent by post shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted and a notice contained in an electronic communication shall be deemed to be given at the expiration of 48 hours after the time it was sent. A notice sent by facsimile transmission or telex shall be deemed to be given when sent."

## **9 Indemnity and insurance**

### **9.1 Indemnity**

9.1.1 Subject to the provisions of, and so far as may be consistent with, the Act, every director of the company shall be indemnified by the company out of its own funds against:

- (a) any liability incurred by or attaching to him in connection with any negligence, default, breach of duty or breach of trust by him in relation to the company other than:
  - (i) any liability to the company or any associated company (as defined in section 309A(6) of the Act); and
  - (ii) any liability of the kind referred to in sections 309B(3) or (4) of the Act; and
- (b) any other liability incurred by or attaching to him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office.

Where a director is indemnified against a liability in accordance with this regulation, the indemnity shall extend to all costs, charges, losses, expenses and liabilities incurred by him.

9.1.2 Subject to the provisions of, and so far as may be consistent with, the Act, every company secretary of the company and any other officer of the company (other than a director or auditor of the company) shall be indemnified by the company out of its own funds against any liability however arising incurred by or attaching to him in connection with the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office. Where a secretary or other officer is indemnified against a liability in accordance with this regulation, the indemnity shall extend to all costs, charges, losses, expenses and liabilities incurred by him.

9.1.3 Subject to the provisions of, and so far as may be consistent with, the Act, every auditor of the company shall if the board of directors so determines be indemnified out of the assets of the company against any liability however arising incurred by or attaching to him in connection with the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office. This shall include any liability incurred by him in defending any proceedings, whether criminal or civil, in which judgement is given in his favour or in which he is acquitted, or in connection with any application under section 144 or 727 of the Act in which relief is granted to him by the court. Where an auditor is indemnified against a liability in accordance with this regulation, the indemnity shall extend to all costs, charges, losses, expenses and liabilities incurred by him.

9.1.4 Subject to the provisions of and so far as may be permitted by the Act, the company may:

- (a) provide a director, company secretary or other officer (other than an auditor) of the company with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with any application under the provisions mentioned in section 337A(2) of the Act; and
- (b) may do anything to enable that person to avoid incurring such expenditure;

but so that, in the case of a director, the terms set out in section 337A(4) of the Act shall apply to any such provision of funds or other things done.

## 9.2 Insurance

The directors may exercise all the powers of the company to purchase and maintain insurance for the benefit of any person who is or was:

- (a) an officer or employee of a Relevant Company; or
- (b) trustee of a retirement benefits scheme or another trust in which any person who is or was an officer or employee of a Relevant Company is or has been interested;

indemnifying him against liability for negligence, default, breach of duty, breach of trust or another liability which may lawfully be insured against by the company. **Relevant Company** means the company, any parent or subsidiary undertaking of the company, or any other body, whether or not incorporated, in which the company or any parent or subsidiary undertaking of the company or any of their predecessors has or had any interest (direct or indirect) or which is in any way allied to or associated with the company or parent or subsidiary undertaking of the company.