

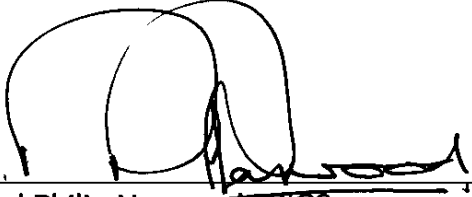
**COMPANIES ACT 2006
SPECIAL RESOLUTION**

Company Number: 01619193

Company Name: Midopen Limited

On the 22 day of October 2019 the following special resolution was agreed and passed by the members:

Article 14 to be removed and the numbering of the subsequent articles be amended accordingly.

Signed 
Mr RAYmond Philip Harwood FRICS
Centro plc
The Company Secretary
On behalf of Midopen Limited



MIDOPEN LIMITED

COMPANY NUMBER 01619193

Minutes of the Annual General Meeting of the above Management Company held at First Church of Christ, Scientist, Walton & Weybridge, 70 Oatlands Drive KT13 9JA on 22 October 2019 at 7.00 p.m.

Present:

Ms E Bailey	(EB)	Mr I Garlick	(IG)	(Director)
Ms M Brook	(MB)	Ms E Glean	(EG)	
Mr R Brittle	(RB)	Ms D Gray	(DG)	
Mrs A Campion	(AC)	Miss C Penfold	(CP)	
Mrs K Carroll	(KC)	Mrs V Probert	(VP)	
Mrs M Connolly	(MC)	Mrs J Routledge	(JR)	
Mrs C Cook	(CC)	Miss S Senior	(SS)	
Mr I Evans	(IE)	Mrs A Singh	(AS)	
Mrs C Evans	(CE)	Mr A Watling	(AW)	
Mr S Fenwick	(SF)	Mrs P Watts	(PW)	
Mrs C Fenwick	(CF)	Mr I Wilson	(IW)	
Mr R Foreman	(RF)	Mrs C Wilson	(CW)	
Mr J Fuller	(JF)	Mrs J Wilson	(JW)	
Mr J Futerill	(JF)			

Apologies:

Mr S Khan (Director)
Mrs M Clark
Ms S Jerman
Mr D Sanders

In Attendance:

Mrs C Oehme Centro Plc
Mr K Penfold
Mr C Carroll
Mr A King

Proxy Votes

Before proceedings began Mr Fenwick presented a bouquet of flowers to both Mrs Campion and Ms Brook and thanked them for all of their hard work and service as Directors. This was echoed by all in attendance and applause followed.

Action

Proxy Votes Received:

Mrs M Clark proxy vote to the Chairman
Miss S L Jerman proxy vote to the Chairman
Mr D Sanders proxy vote to the Chairman
Mr M J Baker proxy vote to the Chairman

The Chairman's Statement which had been circulated to all Shareholders prior to the meeting was taken as read.

RESOLUTION 1
To elect the Chairman

SF as the elected Chairman of the Board of Directors was appointed to Chair the meeting on behalf of Midopen Ltd.

SF then welcomed everyone to the meeting and introduced CO of Centro PLC. SF advised the meeting that CO would take the minutes.

RESOLUTION 2
To adopt the minutes of the Annual General Meeting held on 23 October 2018

The Minutes of the Annual General Meeting held on 23 October 2018 were taken as read having been previously circulated. There being no matters arising it was proposed by IE and seconded by CF that they be adopted and it was unanimously resolved that they be adopted.

RESOLUTION 3
To adopt the Financial Statements for the year ended 31 March 2019

The Financial Statements for the year ended 31 March 2019 were considered. It was proposed by AC and seconded by CE and it was unanimously resolved that the Accounts be adopted.

RESOLUTION 4
To re-appoint David Howard Chartered Accountants as Accountants of the Company.

After due discussion it was resolved that intentionally the existing accountants should not be re-appointed. Centro were asked to obtain alternative options and to report to the Directors accordingly.

Centro

RESOLUTION 5
To review and if so resolved to amend Article 10, 12B and 14 in the Memorandum and Articles of Association of the Company.

In the previously circulated Chairman's Statement the reasons for the suggested changes to be made to bring the Company's requirements into line with current circumstances had been explained. After due discussion

and by way of a vote by a show of hands the proposals by SF and seconded by IG it was resolved that Article 12B did not need amendment at this time however it would be reviewed at a future stage, but that Article 14 should be deleted. Centro were requested to put that into effect. Centro

APPOINTMENT OF DIRECTORS

In accordance with the Memorandum and Articles of Association The Board of Directors are not required to retire by rotation. All Directors being willing to continue were automatically re-elected.

There being no other Company business the meeting closed at 7:30pm.

Post Meeting Management Matters

Service Charge Account

IG advised the meeting that the draft service charge accounts had been passed to the Board of Directors on the 27 September 2019 and expressed his opinion that this is late and was caused in part by historical Centro staff changes and delays with the Accountants. As a result the Financial Statement was not received from the Accountants until 16 October 2019. IG explained that Centro had changed the electrical supplier from British Gas smart meters to Eon who are now only taking estimated readings therefore the electrical charging is currently inaccurate. Centro
IG wondered if Centro are receiving a commission for the change in supplier to Eon.
Centro have agreed to write to Eon regarding an apparent overcharge and can confirm most definitely that no commission is received in respect of the change of suppliers or from ongoing charges and that the reason for the change is to achieve a more competitive tariff.

Midopen Land Sale

SF was pleased to advise that the final Deed had been accepted on the day of the AGM on the land sale and the Board intend to act upon this as soon as possible. AS asked if there was any danger of the Company being sued due to late signature of the Option Agreement. The Board felt this extremely unlikely as the funds are now invested. DG asked when the build will start, and SF advised that they are not yet sure of this but the Board will keep all Shareholders fully informed of any movement. Board

Legal Boundaries

SF advised that the Board had taken legal advice to establish the boundaries of the Freehold houses. SF referred to the recent Memorandum to the Shareholders advising that each house has the same legal ownership of the rear garden, 10 metres from the rear wall of the house. IG referred to the plan of the original boundaries which was available on the evening for all to view. IG advised that before any sale of a house can go through, the boundaries will need to be re-established in order to revert back to the original Title Deeds.

Housekeeping

IG provided an overview on the following subjects:

Fire, Health & Safety Report

The doors to the individual flats were compliant when the property was built in 1965. However any doors to flats that are currently fitted with cat flaps will need to be replaced. Emergency lighting has been installed in the common areas of the blocks along with the recommended signage and window restrictors.

(Subsequent to the meeting Centro informed that the new proposals relating to individual flat doors and other fire related matters had become available and that after deliberations and advice on those matters would be up-dating the Directors as to the current efforts on the matter).

Leak

IG explained that there had recently been a leak within one of the flats that had affected two of the flats below. He asked that flat owners ensure they have adequate contents insurance in place.

There being no other business the meeting closed at 8:29 p.m.

THE COMPANIES ACT 2006

WRITTEN RESOLUTION

- of -

MIDOPEN LIMITED (the "Company")

Company Number: 01619193

PRIVATE COMPANY LIMITED BY SHARES

CHANGE OF ARTICLES OF ASSOCIATION

At a general meeting of the Company, duly convened and held

First Church of Christ, Walton & Weybridge, 10 Outlands Drive KT13 9JA
on 22 October 2019, the following resolution was duly passed


as a special resolution.

SPECIAL RESOLUTION

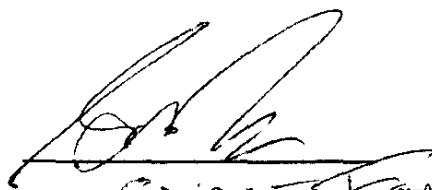
THAT the existing articles of association of the company be modified as follows:

Article 12 B. to be removed and the numbering of the subsequent articles be amended accordingly.

Article 14 to be removed and the numbering of the subsequent articles be amended accordingly.


IAN G. FRANCIS

Director


Stuart Francis
Director