

Company Number - 4180265

**THE COMPANIES ACT 1985
and
THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS**

of

Dale Road Residents Company Limited

(Passed 10th February 2006)

)
We, the undersigned being the holder of the whole of the issued share capital given a right to attend and vote at a General Meeting of the Company hereby pass the following resolution as a special resolution of the Company and declare that the same shall be as valid and effective as if it had been passed at a General Meeting of the Company duly convened and held -

RESOLUTION

THAT the Articles of Association of the Company be changed such that the wording "Members holding not less than one half in nominal value of the issued B shares" in the first and second line of Articles 9 1 2 is deleted and replaced with the wording "two members"

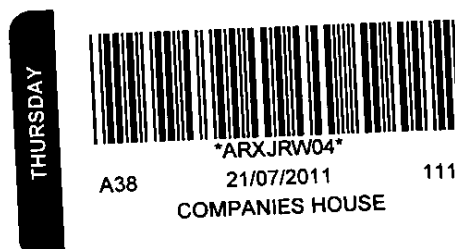
Signed

Dated

)


10th February 2006

for and on behalf of Annington
Nominees Limited



Company Number 4180265

DALE ROAD RESIDENTS COMPANY LIMITED

Pursuant to Regulation 93 in Table A of the Companies Act 1985, which is incorporated in the Articles of Association of the Company, we, the undersigned, being the sole Director of the Company, hereby pass the following Resolution as a Resolution of the Board as if passed at a Meeting of the Directors duly convened and held -

RESOLUTION

1 CONSULTATION WITH 'B' SHAREHOLDERS

The Director noted that there were properties on the Estate that were currently leased to the MoD by Annington Property Limited. Until the Last House on the Estate was sold the Director as the 'A' shareholder currently retained sole voting rights in the Company. The Director had appointed Greenhart Estate Management Limited on 13 August 1999 to act as Managing Agents of the Company. The Director wished to involve and consult with the 'B' shareholders upon some of the day to day decisions of the Company until the sale of the Last House on the Estate.

IT WAS RESOLVED THAT Greenhart Estate Management Limited would be required to call meetings at least annually of the 'B' shareholders and to allow each shareholder one vote upon any of the issues listed below. The vote would be by way of a show of hands by each shareholder present at the meeting, proxy votes/postal votes will also be accepted. A matter would be carried if it received more than 50% of the votes plus 1 cast at the meeting, except item 5 below (removal of Greenhart Estate Management Limited which would require 50% plus 1 of the votes of the total number of the 'B' shareholders):

The matters voted upon at the meetings would then be referred by Greenhart Estate Management Limited to the Director for final approval. The Director would aim to consider the matters within 10 working days of the referral. The Director would consider if the recommendations of the 'B' shareholders were in the interests of good estate management and accordingly decide whether to agree or reject each proposal of the 'B' shareholders.

The following are matters upon which the 'B' shareholders would be consulted:

- 1 To appoint selected 'B' shareholders to a steering committee from amongst the residents to act as a liaison with Greenhart Estate Management and to delegate any or all of the items listed below 2 - 4 to a majority decision of the steering committee rather than to the 'B' shareholders
- 2 To require the Company to enforce the Purchasers covenants as set out in Clause 13 4 in the Transfer of each property on the Estate given by each shareholder to the Company
- 3 To consider any requests for the Company's consent from shareholders in order to relax the covenants contained in Clause 13 4 of the Transfers, numbered 1,2, and 3
- 4 To review the Services provided by the Company to the Estate and to formulate a draft annual Service Charge for the Advance Payment for each Service Charge Period as defined in the Transfers and to recommend specification of works for each item of expenditure and recommended contractors
- 5 To review the appointment of Greenhart Estate Management Limited under its contract and to recommend continuing with the appointment or recommending their replacement with a viable alternative

For the avoidance of doubt the consultation with the 'B' shareholders would not extend to the following matters

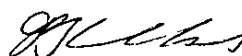
- 1 Any Services which entail major rebuilding or replacement works to any plant on the Estate, the Conduits or Estate Roads (as defined in the Transfers) other than day to day repairs/maintenance and inspection
- 2 The transfer of amenity land on the Estate to any 'B' shareholder in order to extend a property curtilage

Name of Director

J B CNA7BE2S

Duly authorised signatory
for and on behalf of
Annington Nominees Limited

Signature



Dated 17/12/02

Company No. 4180265

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY and SPECIAL RESOLUTIONS

passed as

WRITTEN RESOLUTIONS

of

Dale Road Residents Company Limited

(Passed 22/02/00)

(Passed pursuant to Section 381A of the Companies Act 1985)

Pursuant to Regulation 53 of Table A which is incorporated in the Articles of Association of the Company, the under-mentioned Resolutions have been passed as Ordinary and Special Resolutions of the Company (as if passed at a General Meeting duly convened and held) and have been assented to by the Members of the Company listed after them, (being all the Members entitled to attend and vote at a General Meeting of the Company).

We the undersigned, being or representing all the members of the Company, HEREBY RESOLVE as follows

ORDINARY RESOLUTIONS

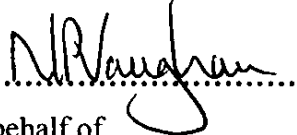
- 1 THAT pursuant to the provisions of section 80 of the Companies Act 1985 (the "Act") the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities as defined by section 80 provided that:

- 1.1 the maximum amount of such securities which may be allotted under this authority (within the meaning of section 80) is £ 1,000, and
- 1.2 this authority shall, unless it is (prior to its expiry) duly revoked or varied or renewed, expire on the date five years after the passing of this resolution

SPECIAL RESOLUTIONS

- 2 THAT pursuant to the provisions of section 95 of the Act, the Directors are empowered to allot equity securities (as defined in section 94 of the Act) pursuant to the authority given to them for the purposes of section 80 of the Act by the above resolution as if section 89 (1) of the Act did not apply to such allotment

Dated 22 February 2006

SIGNED.....

for and on behalf of

Dale Road Residents Company Limited

Company Number 4180265

Dale Road Residents Company Limited

Pursuant to Regulation 93 in Table A of the Companies Act 1985, which is incorporated in the Articles of Association of the Company, we, the undersigned, being the Directors of the Company, hereby pass the following resolution as a Resolution of the Board as if passed at a Meeting of the Directors duly convened and held -

RESOLUTION

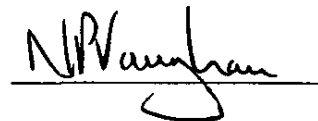
1. Debt Collection

- 1.1 IT IS RESOLVED** that the Company is to pursue members of the Company indebted to it for the full amount of their debt, including debt collection costs both of its managing agents and of solicitors incurred by the company in collecting the debt
- 1.2 IT IS RESOLVED** that the Company's managing agents will pursue debtors on the basis of (1) the Managing Agent's administration charges and (2) solicitors' charges consisting of a fixed fee + recoverable disbursements for each claim

Name of Director

Signature

Nicholas Peter Vaughan
For and on behalf of
Annington Nominees Ltd



Dated 1ST APRIL 09

Company Number 4180265

Dale Road Residents Company Limited

Pursuant to Regulation 93 in Table A of the Companies Act 1985, which is incorporated in the Articles of Association of the Company, we, the undersigned, being the sole Director of the Company, hereby pass the following Resolution as a Resolution of the Board as if passed at a Meeting of the Directors duly convened and held -

RESOLUTION

1 **CONSULTATION WITH 'B' SHAREHOLDERS TO APPOINT A STEERING COMMITTEE**

The Director as the 'A' shareholder currently retains sole voting rights in the Company

The Director has appointed MITIE Scotgate Limited to act as Managing Agents of the Company.

The Director wishes to involve and consult with a Steering Committee appointed by the 'B' shareholders, upon some of the day to day decisions of the Company until the Company is handed over by the 'A' shareholder to the 'B' shareholders control.

IT WAS RESOLVED THAT the Managing Agents would be required to attend a meeting at least annually of the 'B' shareholders and to allow each shareholder attending the meeting one vote upon the appointment of each 'B' shareholder that volunteers to be a member of the Steering Committee. The vote would be by way of a show of hands by each B shareholder present at the meeting. A Steering Committee member would be elected if they received at least 50% of the votes plus 1 cast at the meeting.

The names of the members voted to the Steering Committee at the meeting would then be referred by the Managing Agents to the Director for final approval. Any member who has not paid the service charge in full or alternatively has not made approved arrangements to pay the service charge by installments shall automatically be prohibited from joining the Steering Committee. Any member appointed to the steering committee shall immediately cease to be appointed to the Steering Committee in the event of default of payment of the service charge

2. PROCEDURES OF THE STEERING COMMITTEE

The Steering Committee will nominate one person to be the single point of contact for any postal communication from the Managing Agent. Contact by e-mail will be sent to all members of the Steering Committee if suitable e-mail addresses are provided to the Managing Agent.

The following are matters upon which the views of the Steering Committee would be sought.

1. Whether the Company's best interests are served by the Company enforcing any Purchasers' covenants as set out in the Transfers of each property on the Estate ("the Transfers") given by each 'B' shareholder to the Company.
2. Consideration of any requests for the Company's consent from 'B' shareholders in order to relax the Purchasers covenants set out in the Transfers.

The extent of the Estate Works provided by the Company to the Estate. The consultation with the Steering Committee in this regard will be limited to representations concerning the activity specifications for

Grass Cutting

Tree works

Road sweeping

Gulley Cleaning

Additional planting of shrubs or removal of existing shrub beds

Fencing repairs

Communal cleaning (applies to leasehold property only)

In addition the Steering Committee may make a representation in respect of any contractor they wish the Managing Agent to consider for inclusion on the tender list for the above Estate Works. The Managing Agent will give the Steering Committee not less than 10 working days to make representations under this clause.

3. The Managing Agent will send annually an advance copy of the draft annual Service Charge to the Steering Committee. The Steering Committee will be given 10 working days to comment upon the proposed Service Charge and make any representations in that respect to the Director.

For the avoidance of doubt the consultation with the Steering Committee would not extend to the following matters

- 1 Any Estate Works which entail major rebuilding or replacement works to any plant on the Estate, the Conduits or Estate Roads (as defined in the Transfers) other than day to day repairs/maintenance and inspection
- 2 Any repairs or estate works deemed necessary to address Health and Safety
- 3 Any repairs or estate works necessary as a result of an emergency
- 4 The specification for street lighting surveys or repairs
- 5 The transfer of amenity land on the Estate to any 'B' shareholder in order to extend a property curtilage
- 6 The appointment of the Managing Agents or the appointment of the surveyor carrying out the annual inspections

At the meetings of the Steering Committee each member shall be allowed one vote and the vote would be by way of a show of hands by each member of the Steering Committee present at the meeting. A matter would be passed if it received at least 50% of the votes plus 1 cast at the meeting. The Steering Committee shall keep proper minutes of its meetings and any votes taken. When asked to do so the Steering Committee shall provide signed copies of Steering Committee minutes to the Managing Agent

The matters voted upon at Steering Committee meetings will be referred by the Managing Agents to the Director for final approval. The Director will endeavour to consider the matters within 10 working days of the referral. The Director will only approve matters that in his opinion are in the interests of good estate management. The Directors decisions shall be final

The Director reserves the right to dissolve the Steering Committee upon giving 10 days notice to the 'B' shareholders

Director

Signature



Duly authorised signatory
for and on behalf of
Annington Nominees Limited

Dated 01 DEC 06

Company Number 4180265

Dale Road Residents Company Limited

Pursuant to Regulation 93 in Table A of the Companies Act 1985, which is incorporated in the Articles of Association of the Company, we, the undersigned, being the sole Director of the Company, hereby pass the following Resolution as a Resolution of the Board as if passed at a Meeting of the Directors duly convened and held -

RESOLUTION

1 **CONSULTATION WITH 'B' SHAREHOLDERS TO APPOINT A STEERING COMMITTEE**

The Director as the 'A' shareholder currently retains sole voting rights in the Company and the Director has appointed MITIE Scotgate Limited to act as Managing Agents of the Company. The Director referred to the previous board minutes in which it had resolved to involve and consult with the 'B' shareholders. The Director after discussions with the Managing Agent now decided that it was in the interests of good estate management to revoke these previous board minutes.

IT WAS RESOLVED THAT the Managing Agents would be required to post a copy of this notice on the management company intranet and the previous board minutes would be revoked.

Director



Signature

Duly authorised signatory
for and on behalf of
Annington Nominees Limited

Dated 30 Nov 06