

Company No. 06390484

COMPANIES ACTS 1985 AND COMPANIES ACT 2006  
PRIVATE COMPANY LIMITED BY SHARES  
ST JOHNS (ILKLEY) MANAGEMENT COMPANY LIMITED

Circulation Date 22 November 2007

Written Resolution

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution 1 and 2 and 3 are passed as special resolutions (the "Special Resolutions")

Redesignation of Share Capital

- 1 THAT the 2 issued ordinary Shares of £1 00 each in the capital of the Company registered in the name of Valedown Limited be redesignated as "A" Shares of £1 00,

Alteration of Articles of Association

- 2 THAT the articles of association of the Company are altered by the deletion of the existing article 3 and its replacement with the following new article 3

"The Share Capital of the Company is £9 divided into 7 shares of £1 each and 2 "A" shares of £1 each "

- 3 THAT the articles of association of the Company are altered by the deletion of the existing article 5 and its replacement with the following new article 5

"The only persons eligible to be members of the Company shall be the subscribers to these Articles and the lessees of Flats contained in the Property known as St Johns Flats, Queens Road, Ilkley, West Yorks (hereinafter called "the Building") or their Personal Representatives and their Successors in Title ("the Lessees") and the only persons eligible to hold the "A" shares of £1 each shall be Valedown Limited or any Lessees who occupy and hold plots 2 and 3 as assured tenants Save as aforesaid, no shares may be allotted or issued except with the previous sanction of a Special Resolution of the Company in General Meeting "

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions

The undersigned, a person entitled to vote on the above resolutions on 22 November 2007, hereby irrevocably agrees to the Special Resolutions

Signed for and on behalf of  
Valedown Limited

Date

SATURDAY



A62 24/11/2007 404  
COMPANIES HOUSE

19/11/07

## NOTES

- 1 You can choose to agree to all of the Special Resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

- **By Hand** delivering the signed copy to Ann-Marie Martin, Hill Dickinson LLP, Pearl Assurance House, Liverpool, L2 9XL
- **Post** returning the signed copy by post to Ann-Marie Martin, Hill Dickinson LLP, Pearl Assurance House, Liverpool, L2 9XL
- **Fax** faxing the signed copy to 0151 236 2175 marked "For the attention of Ann-Marie Martin"
- **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to [ann-marie.martin@hildickinson.com](mailto:ann-marie.martin@hildickinson.com). Please enter "Written resolutions dated the [CIRCULATION DATE]" in the e-mail subject box

If you do not agree to all of the resolutions, you do not need to do anything; you will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 3 Unless, by *22 November* 2007, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.