

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF
THE CHILTERN (SUTTON) FREEHOLD COMPANY LIMITED**

HELD AT 250 Woodcote Road, Wallington, Surrey, SM6 0QE

HELD ON 17 November 2011

PRESENT Norman Lamb
Gerald Soane
Jilane Williams
Ann Newman
Christopher Goode

The Directors instructed that an Extraordinary General Meeting of the Company be convened to be held at short notice at 250 Woodcote Road, Wallington, Surrey, SM6 0QE on the 17 November 2011 for the purpose of considering and, if thought fit, passing the resolution as laid out in the Notice convening the meeting as an Ordinary Resolution

The Directors presented to the Board a draft Notice convening the above Extraordinary General Meeting and this was duly approved by the Directors

The Directors handed a copy of the above-said Notice to each Member of the company

The Chairman then adjourned the meeting

The Chairman reconvened the meeting and informed the Board that the Members had duly passed the resolution as laid out in the above-said Notice

The Chairman informed the meeting that shares in the company are to be allotted in accordance with the syndicate agreement dated 17 November 2011

The Chairman informed that prior to the passing of the Ordinary Resolution, there were 5 shares of £1 each issued and held as follows in respect of participating flats -

Name	Flat No	No of shares Issued	Consideration £
Chris and Janet Goode	15	1	6,750
Ann Newman	2	1	13,750
Jilane Williams	12	1	13,750
Gerald & Pauline Soane	19	1	6,750
Norman Lamb	28	1	13,750
Total		5	54,750

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26/04/2013
COMPANIES HOUSE

It was resolved that after the passing of the Ordinary Resolution, the following additional shares be issued in respect of participating flats -

Name	Flat No.	No of shares issued	Consideration £
Andrew & Kathleen Zonfrillo	1	1	13,750
Stanley Thomas Fisher RIP	4	1	13,750
Robert Halvey	5	1	13,750
Don McIntosh	8	1	6,750
David Lester & Ms Sarah Johnson	10	1	6,750
Alex Kirei	11	1	6,750
Hazeelin Hassan & Mr Kurup	16	1	13,750
Valerie Clark	17	1	13,750
Dr Amila Jahic	18	1	6,750
Jan Masters	20	1	13,750
Julie Woods	21	1	6,750
Shyama Persaud	23	1	6,750
Victor Roy & Mrs Ingrid Heide Furneau	24	1	13,750
Chris Goode	30	1	6,750
Jeff Potts	1A	1	13,750
Total		15	157,250

It was also resolved that after the passing of the Ordinary Resolution, the following additional shares be issued in respect of non participating flats take up by the Syndicate Investors These non participating flats are, 3, 6, 7, 9, 14, 22, 25, 26, 27, 29, 31, 1B and 1C

Name of Investor	No of shares Issued	Consideration £
Syndicate Investors	11	56,918 95
Syndicate Investors	2	21,081 05
Total	13	78,000 00

The Chairman gave instructions for the Resolution to be drawn up and for the form SH01 (Share issues) to be prepared and filed with the Resolution at Companies House

There being no further business the meeting terminated



Gerald Soane
Chairman

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF THE CHILTERN
(SUTTON) FREEHOLD COMPANY LIMITED will be held at 250 Woodcote Road, Wallington, Surrey,
SM6 0QE on the 17th November 2011 at 12 30 pm for the purpose of considering and, if thought fit,
passing the following resolution as an Ordinary Resolution -

ORDINARY RESOLUTION

" THAT the directors have the power to allot shares in accordance with the syndicate agreement
dated 17 November 2011"



G Soane
CHAIRMAN

DATED- This 17th day of November 2011

Note A member entitled to attend and vote at the above-mentioned meeting may appoint a proxy to
attend and, on a poll, vote in his/her stead Such proxy need not also be a member of the company



**MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF
CHILTERN (SUTTON) FREEHOLD COMPANY LIMITED**

HELD AT 250 Woodcote Road, Wallington, Surrey, SM6 0QE

HELD ON 17 November 2011

PRESENT. Gerald Soane (Chairman)
Christopher Goode
Ann Newman
Jilane Williams
Norman Lamb

The Chairman of the meeting reported that all members entitled to attend and vote were present, either in person or by proxy

The Directors read the Notice convening the meeting

It was unanimously resolved that the resolution as laid out in the above said Notice be and is hereby duly approved by the members

The meeting terminated



G Soane
CHAIRMAN




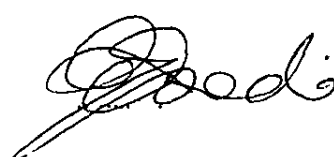

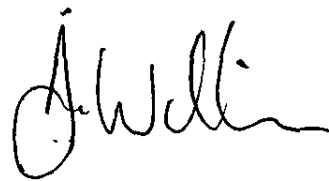

COMPANIES HOUSE

CHILTERN (SUTTON) FREEHOLD COMPANY LIMITED

AGREEMENT of MEMBERS to SHORT NOTICE of a GENERAL MEETING and/or of an ORDINARY RESOLUTION

We, the undersigned, being the members of the above named Company and entitled to attend and vote at the Extraordinary General Meeting of the said Company convened by a Notice of Meeting dated the 17th day of November 2011 and to be held on 17th November 2011, hereby agree that -

- 1 The said meeting shall be deemed to have been duly called, notwithstanding that shorter notice than that specified in Section 307 of the Companies Act 2006 or in the Company's Articles of Association, has been given therefor
- 2 The Ordinary Resolution set out in the said Notice of Meeting may be proposed and passed as an Ordinary Resolution, notwithstanding that less than fourteen days' notice of such meeting has been given

NAME	ADDRESS	SIGNATURE
Gerald Soane	Flat 19, The Chilterns Brighton Road Sutton Surrey SM2 5QN	
Christopher Goode	Flat 15, The Chilterns Brighton Road Sutton Surrey SM2 5QN	
Ann Newman	Flat 2, The Chilterns Brighton Road Sutton Surrey SM2 5QN	
Jilane Williams	Flat 12, The Chilterns Brighton Road Sutton Surrey SM2 5QN	
Norman Lamb	Flat 28, The Chilterns Brighton Road Sutton Surrey SM2 5QN	

Dated 17th November 2011

THE SYNDICATION AGREEMENT

a) By virtue of the Participation Agreements and Section 6 Acceptance Notices received from the Lessees of the various flats at The Chilterns, Brighton Road, Sutton, Surrey SM2 5QN ("the Property"), it has become possible - subject to completion of all the necessary legal requirements - to acquire the freehold of the Property

b) The general intention is that the Lessees and Lessees only should own (in a combined sense and via their individual share ownership of The Chilterns (Sutton) Freehold Company Ltd ("the Company")) the freehold of the Property

c) The Company has been set up in order to facilitate the transfer of the freehold ownership of the Property from the present owners (Maharg Properties), effectively to the lessees by granting of long 999-year leases on the individual flats in the Property and a class of ordinary £1 share (e.g., "A19" Ordinary £1 Share in respect of the 999-year lease from [the date of the incorporation of the Company], for Flat No 19 etc.), in exchange for a certain amount of consideration ("the Consideration")

d) The Consideration is as discussed/agreed between the various Lessees in various items of documentation linked in with the above mentioned Participation Agreements and is generally worked out on the basis that where the current remaining lease for a flat is less than 80 years, then the Lessee of that flat will pay a greater amount than a Lessee of a flat where the current remaining period is more than 80 years but less than or equal to 96 years and who, in turn, will likewise pay a greater amount than a Lessee of a flat where the remaining term is more than 96 years etc.

e) Not all the Lessees have however sought and signed their respective Participation Agreements and, to this end, it has been found beneficial that a certain group of Lessees ("the Syndicate") should acquire the relevant A# Ordinary £1 Shares (where # = the flat number of the flat where the Lessee has not signed the respective Participation Agreement relating to that flat) – **and the associated 999 – year lease extension in respect of the relevant Flat No. # as explained above** - and pay the appropriate (i.e. proportionate) share of the aggregate amount of the Consideration relating to all the A# Ordinary £1 Shares (**and the associated lease extensions**) being held by the Syndicate, with the 'proportionate interest' in each of these A# Ordinary £1 Share (and associated lease extensions) for each of the Syndicate members being determined by the amount of the Consideration paid by that Lessee as a proportion of the overall amount requiring to be paid by the Syndicate as mentioned

Dated 17th November 2011
THE SYNDICATION AGREEMENT

f) The above-mentioned 'proportionate interest' in each of the relevant A# Ordinary £1 Share is held beneficially by the Lessee who is a member of the Syndicate and, hence, in this sense, the Syndicate is simply a see-through/transparent vehicle limited to owning/holding the relevant shares on behalf of the Syndicate members in the manner described and to facilitate the overall administration and process (financial or otherwise, including distribution of any appropriate amount of proceeds etc) The Company's Memorandum and Articles of Association ("M&A ") will at all times be adhered to by the members of the Syndicate

g) For administrative purposes and to gather and distribute appropriate data to its members and to ensure that at all times the requirements of the M&A are appropriately being met (say, on a future transfer of shares etc) and that to safeguard the interests of the Syndicate members (for example, keeping and maintaining appropriate records etc), the Syndicate members may wish to appoint a committee ("the Committee") comprising some of the Syndicate members and which can be defined (in writing, if necessary) at a later stage However the Committee will not be legally/financially responsible for any event and its only purpose would be to help ease the administrative burden - for example in all matters relating to the Company and the Syndicate members

Signed below by members of the Syndicate on 17th November 2011

Gerald Soane

Christopher Goode

Ann Newman

Jilane Williams

Norman Lamb

Witnessed by

Name TRACEY KERWICK

Signature Tracey Kerwick

Date 17 11 11