## COMPANY NO. 987909 THE COMPANIES ACT 1985 COMPANY LIMITED BY SHARES SPECIAL RESOLUTION

Pursuant to Section 378 Companies Act 1985

of

47 Ridgeway Management Limited Passed the 18<sup>th</sup> November 2010



By means of an Annual General Meeting of the above-named company duly convened and held at Flat 9, Sefton Court, 47 The Ridgeway, Enfield, Greater London EN2 8PE on the 18<sup>th</sup> November 2010 the following SPECIAL RESOLUTION was passed -

Change to Articles of Association

THAT the following amendments be made to the company's Articles of Association

- A That clauses 3(c), 5(b) and 6(b) be deleted
- B That the following clauses be inserted
  - 3(c) "Lessor" shall mean the persons or companies for the time being entitled to a lease granted to the following flats, who shall together be called the "Lessor"
    - Flats 1, 3, 4, 5, 7, 9, 10 and 11 or whichever flats participate in the collective enfranchisement
- C 5(b) "Each "B" Share will confer the right to receive notice of and to attend and vote and to address all General Meetings of the Company and shall have the right to vote at General Meetings in respect of any Resolution for increasing, reducing or reorganising the capital, for altering the rights conferred by any shares, for altering the Memorandum of Association of the Company, for winding up the Company, for removing from office any Director or Directors of the Company, for disposing of any assets of the Company, altering any of the provisions of the Service Lease, or for proposing any resolution or action likely (in the opinion of the Lessor) to depreciate the value of the freehold of the Mansion or for any other matter relating to the freehold of the property"
- D That the following words be deleted

6(b) " and to the subscribers to the Memorandum of Association or as they may in writing, nominate but unless each such subscriber has transferred his Share to the Lessor within the period of twenty four months following the incorporation of the Company, the Directors may after the expiration of that period invoke the provisions of Article 10 in respect of such subscriber as if he were a person who had ceased to be an Owner but in such event may only dispose of such subscriber's share to the Lessor and the Directors shall be bound on application by the Lessor and on payment by it of the nominal value of the shares applied for to allot to the Lessor such "B" Shares as have been so applied and paid for and as are available for issue"

## E That the following words be added

- 10 A person who ceases to be an Owner <u>"or Lessor"</u> shall transfer his share or shares to his successor in title to his lease
- F That clause 16 be deleted and replaced as follows
  - Following the completion of the collective enfranchisement of the property and the transfer of the property to the Lessor, the Members of the Company shall nominate and elect not fewer than two Directors, who shall be B shareholders to assume the office of Director
- G That clause 17 be deleted
- H That clause 22 be deleted and replaced as follows
  - Any holder of a "B" share shall be entitled to attend at and to address any Meeting of the Directors, or of any committee set up by the Directors
- J That the following words be added
  - The "B" Shareholders of the Company shall be entitled to share any profit realised from the management of the flats and garages, from granting lease extensions, licences and general administration of the Company as they shall decide

Signed

Director and Secretary

Signed

Director