

Company number: 02548935

**RUGBY ESTATES LIMITED**

(the "Company")

FRIDAY



RM

"R3JO8URK"  
31/10/2014  
COMPANIES HOUSE

#257

Minutes of the meeting of a duly constituted committee of the board of directors of the Company held by telephone on 29 October 2014 at 2 30 p m

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Present.                      Stephen Jones (Chairman)  
                                     John Jackson

(together, the "Directors" and each a "Director")

In attendance

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**1. QUORUM**

The Chairman reported that notice of the meeting had been given to all directors entitled to receive it, announced that the meeting was quorate in accordance with the Company's articles of association (the "Articles") and declared the meeting open

**2 PURPOSE OF THE MEETING**

- 2.1        The Chairman reported that the meeting was being held in connection with the recommended offer from Lingfield Properties Limited for the entire issued share capital of the Company (the "Offer"), which was declared unconditional in all respects by an announcement dated 29 October 2014 (the "Announcement")
- 2.2        The Chairman further reported that the purpose of the meeting was to consider, and if thought fit, approve and deal with the implementation of various matters further to the Announcement

**3 DECLARATION OF INTERESTS**

Each of the Directors declared his interest in the business to be transacted at the meeting in accordance with section 177 of the Companies Act 2006 and the Articles and such declarations were taken as sufficient for all purposes

**4. PRODUCTION OF DOCUMENTS**

The following documents were produced to the meeting

- (a) forms AP01 each in respect of Michael Zane Hepker, Karen Lesley Hepker, Hugh Bernard Hepker and Adrian Brian Hepker, confirming the appointment of each as a director of the Company,
- (b) forms TM01 each in respect of David Tweeddale-Tye, Andrew Wilson, Stephen Jones, John Jackson and David Lindop, terminating the appointment of each as a director of the Company,
- (c) form TM02 in respect of Stephen Jones terminating his appointment as secretary of the Company, and
- (d) form AD01 confirming the change of the Company's registered office address

## **5. APPOINTMENT OF NEW DIRECTORS**

5 1 The Chairman reported that the following persons had consented to act as directors of the Company

- Michael Zane Hepker;
- Karen Lesley Hepker,
- Adrian Brian Hepker, and
- Hugh Bernard Hepker

5 2 IT WAS RESOLVED that Michael Zane Hepker, Karen Lesley Hepker, Adrian Brian Hepker and Hugh Bernard Hepker be and are hereby appointed additional directors of the Company with effect from the end of this meeting

## **6. RESIGNATION OF DIRECTORS**

It was noted that each of David Tweeddale-Tye, Andrew Wilson, Stephen Jones, John Jackson and David Lindop, had undertaken to resign as a director once the Offer had been declared unconditional in all respects and to waive all claims for compensation for loss of office against any member of the Company's group. Accordingly, IT WAS RESOLVED that such resignations be and are hereby accepted with effect from the end of this meeting

## **7. RESIGNATION OF SECRETARY**

It was noted that Stephen Jones had given notice to resign as secretary and to waive all claims for compensation for loss of office against any member of the Company's group. Accordingly, IT WAS RESOLVED that such resignation be and is hereby accepted with effect from the end of this meeting

## **8. CHANGE OF REGISTERED OFFICE**

IT WAS RESOLVED that the registered office of the Company be changed to Bath Lodge Castle, NR Norton St Philip, Bath, Somerset BA2 7NH with immediate effect


**9. FILING**

IT WAS RESOLVED that any director be and is hereby instructed to arrange for the following to be filed with the Registrar of Companies

- 9 1 Forms AP01 and TM01 in respect of the changes in directors,
- 9 2 Form TM02 in respect of the resignation of the secretary, and
- 9 3 Form AD01 in respect of the change of registered office

**10. CLOSE**

There being no further business, the Chairman declared the meeting closed

  
Chairman