

COMPANIES ACT 2006

SPECIAL RESOLUTION

Company number 4039205

Company name Gentoo Group Limited

On the 11th day of August 2010 the following special resolution was agreed and passed by the members

That the following articles of the Company be adopted as follows

Quorum for General Meetings

- 19 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. The quorum for the transaction of business shall be three which shall include one Independent Member and one Executive Member. The number of Executive Members at any General Meeting shall always be less than half the total number of Members in attendance for the meeting to be quorate.

Size and Composition of the Board

- 37 Unless otherwise determined by special resolution the number of Board Members (excluding co-optees) shall be nine comprising four Independent Board Members, one Tenant Board Member, one Council Board member and three Executive Board Members. The Members may, by ordinary resolution, increase the size of the Board up to a maximum of twelve. If there is less than the full number of Board Members, the remaining Board Members may continue to act. However, if the number of Independent Board Members falls below one third of the Board, the Board will use all reasonable endeavours to find replacements.
- 39 The number of Board Members who are Executive Board Members shall be less than half of the total number of Board Members.

Appointment and Retirement of Independent Board Members

- 41 The Members shall appoint Independent Board members as follows. The first Independent Board members shall be appointed by the Board. At the Annual General Meeting in 2013 and 2014 one Independent Board Member shall retire and at the Annual General Meeting in 2015 two Independent Board Members shall retire. Independent Board Members appointed at the Annual General Meeting in 2010 and thereafter shall serve for a term of three years expiring at the relevant Annual General Meeting. The Independent Board Members to retire shall be those who have been Board Members the longest. As between Independent Board Members who have equal length of service, the one to retire shall be chosen by lot if not agreed.

Appointment and removal of the Executive Board Members

- 52 The Members shall appoint Executive Board Members up to a maximum of five persons to the Board. Subject to Article 53, appointments shall be made in writing, signed by the Secretary and shall take effect on such date as may be specified in the document.

TUESDAY



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10/03/2015

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COMPANIES HOUSE

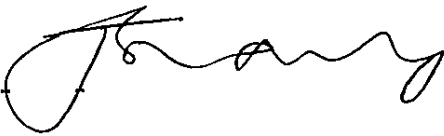
- 53 One Executive Board Member shall hold the post of Group Chief Executive and the remaining Executive Board Member(s) shall be nominated by the Group Chief Executive or the Board prior to any appointment by the Members in accordance with Article 52
- 54 The removal of Executive Board Members, other than the Group Chief Executive, shall be nominated by the Group Chief Executive or the Board prior to the removal by ordinary resolution. Article 7 shall not apply to the removal of an Executive Board member who is not the Group Chief Executive

Chair and Vice Chair

- 69 The chair of the Board will be elected by the Members at the annual general meeting in 2010. At the first Board meeting following each annual general meeting the Board shall appoint one of their number to be Vice Chair. The Chair shall serve for a fixed term expiring at the annual general meeting in 2013. At the annual general meeting in 2013 a new Chair shall be appointed who shall serve a further fixed term expiring at the annual general meeting in 2016. Thereafter Chairs shall be appointed on three year fixed terms provided that no Chair shall serve more than 6 years and 3 months. The Vice Chair will hold office until the next annual general meeting and the first Board Meeting after the next Annual General Meeting respectively. A simple majority of the Board Members may at any time remove the Chair and/or Vice Chair from office and appoint replacements.

In addition to reflect that the Company is now a registered provider of social housing, as opposed to a registered social landlord, under the Housing and Regeneration Act 2008

Signed

A handwritten signature in black ink, appearing to be 'J. Lang', written over a horizontal line.