

Company Number 05287142

**ORDINARY AND SPECIAL RESOLUTIONS**

**OF**

**9 WILBRAHAM PLACE FREEHOLD LIMITED (the "Company")**

The following resolutions were duly passed as ordinary and special resolutions respectively on the dates stated below by way of written resolutions under Chapter 2 of Part 13 of the Companies Act 2006

**ORDINARY RESOLUTIONS PASSED ON 15 SEPTEMBER 2014**

**1 ORDINARY RESOLUTION APPROVAL OF GRANT OF 999-YEAR LEASE FOR FLAT 3**

THAT the grant by the Company of a 999-year lease of Flat 3, 9 Wilbraham Place to Ms Elena Volodina for a premium of £165,000 which once received shall be allocated (net of related fees, expenses etc) pro-rata to each Member of the Company, in proportion to their Service Charge percentage, to the Exterior Refurbishment Segregated Account be approved

**2. ORDINARY RESOLUTION AUTHORITY TO ALLOT GENERALLY**

THAT, in accordance with paragraph 43(1) of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860), the directors of the Company be given the powers to allot shares in the Company under section 550 of the Companies Act 2006 subject to the restrictions set out in proposed new article 2 4 below This authority is in substitution for all previous authorities conferred on the directors in accordance with section 80 of the Companies Act 1985 or section 551 of the Companies Act 2006

**SPECIAL RESOLUTIONS PASSED ON 28 SEPTEMBER 2014**

**1 SPECIAL RESOLUTION: BOARD AUTHORITY TO NEGOTIATE AND CONCLUDE SALES**

THAT, the Company's articles of association be amended by adding a new sub-article 10 1 as follows and for each current sub-article in article 10 to be renumbered accordingly

"10 1 Without limitation to the power and authority vested in the directors of the Company pursuant to the Company's articles of association, it is expressly confirmed that the directors shall be entitled to negotiate and conclude the terms upon which the Company grants leasehold interests of the Estate to a prospective Dwellingholder or owner of flat comprised in the Estate and to determine how any premium received in consideration thereof shall be applied for the purpose of the Company and/or distributed amongst the Members of the Company "

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**2. SPECIAL RESOLUTION: RESTRICTION ON BOARD ALLOTMENT RIGHTS**

THAT, the Company's articles of association be amended by deleting the present sub-article 2 4 in its entirety and replacing it with the following new sub-article 2 4

"2 4 The power of the directors of the Company to allot shares in the Company shall be limited to allotting the shares in the Company specified below at par value to the corresponding Dwellingholder

<u>Dwellings</u>	<u>Shares in the Company of £0 01 each</u>
Flat 1	400 Shares
Flat 2A	133 Shares
Flat 3	708 Shares"

Signed



Matthew Strassberg, Director