

WRITTEN RESOLUTIONS OF SHAREHOLDER

Company No: 5398101

**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF**

ROWNER (RODNEY CLOSE) RESIDENTS COMPANY LIMITED

In accordance with the Company's Articles of Association and Section 381A of and Schedule 15A to the Companies Act 1985, we the undersigned, being or representing all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company hereby resolve as follows:

RESOLUTIONS

THAT the Articles of Association of the Company be amended by:

1. the insertion of the following new definitions in **Article 1.2**:

 C Share means the 'C' share of £1 in the capital of the Company,"

 C Shareholder means the Member registered as the holder of the 'C' share;"
2. the replacement of **Article 3.4** with the following.

 "The 'A' shareholder shall be entitled to (but not obliged) at any time to re-designate the 'A' share as a 'C' share."
3. the insertion of the following new **Article 3.5**:

 "The 'C' share shall be redeemed at par by the Company within one month of written notice being served on the Company by the 'C' shareholder or so soon thereafter as the Company shall be able to comply with the provisions of the Act as to redemption."
4. the insertion of the following new **Article 4.3**:

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"The 'C' share shall not entitle the 'C' shareholder to receive notice of, attend, speak or vote at general meetings of the Company."

5. the insertion of the following new **Article 18.4**:

"The 'C' share does not entitle the 'C' shareholder to any dividends."

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NP Vaughan
For and on behalf of
Annington Nominees Limited

Date 13 Aug 2007