

## WRITTEN RESOLUTIONS OF SOLE DIRECTOR

### MILLER HIGHFIELD LIMITED

**Registered Number: 5846544**  
**Incorporated on 14 June 2006**

Made under and in accordance with Regulation 93 of Table A in the Companies (Tables A to F) Regulations 1985 (as amended).

#### **IT IS RESOLVED** as follows:

- 1 that the registered office of the Company be changed to c/o Miller Homes Limited, 3620 Parkside, Birmingham Business Park, Solihull, West Midlands B37 7YG;
- 2 that Ingleby Holdings Limited be confirmed as the first Director of the Company and Ingleby Nominees Limited be confirmed as Secretary of the Company, having already been confirmed by the subscribers to the Memorandum of Association of the Company.
- 2 that the following appointments be made with effect from the signature of this document (each of the appointees having consented to their appointment):
  - 2.1 appointed as Secretary: Pamela June Smyth
  - 2.2 appointed as Director(s): Ewan Thomas Anderson  
Michael Poxton
- 3 that Ingleby Nominees Limited (the Subscriber to the Memorandum of Association) be registered as the holder of two nil paid ordinary shares of one pound each in the capital of the Company in accordance with section 22 Companies Act 1985;
- 4 that the transfer of the subscriber's shares (for which a duly stamped share transfer form was produced) be approved as follows:

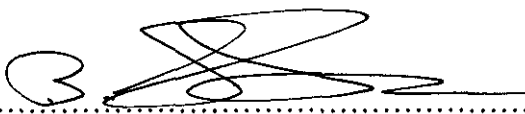
Transferor	Transferee	No. of Shares	Consideration
Ingleby Nominees Limited	Miller Homes Holdings Limited	2 ordinary shares	The assumption by the transferee of the liability to pay the company the sum of £2.00



and that the transferees be registered as the holders of the two nil paid ordinary shares in the capital of the Company comprised in the transfer and that their name be entered in the Register of Members and that the appropriate share certificate be executed in due course;

- 7 that, as both shares are being transferred to the same Transferee, the Company is a single member company and accordingly this should be noted in the Register of Members;
- 8 that, if and so long as the whole of the issued share capital of the Company is fully paid up, distinguishing numbers be dispensed with in respect of the issued share capital of the Company by virtue of section 182(2) Companies Act 1985;
- 9 that KPMG be appointed as Auditors of the Company at a fee to be agreed between that firm and the Board;
- 10 that the Company's accounting reference date be changed from 30 June to 31 December and that the Company's first accounting reference date would therefore be 31 December 2006;
- 11 that the Company register with HM Revenue & Customs for the purposes of VAT and supply particulars to HM Revenue & Customs for tax purposes;
- 12 that, with effect from 5.30 p.m. on the date of this Resolution, the written resignations of Ingleby Holdings Limited as Director and Ingleby Nominees Limited as Secretary of the Company shall be accepted and become effective; and
- 13 that the Secretary be instructed to file, Form 287 (change in situation of registered office), Forms 288a (appointment of new directors and secretary), Forms 288b (resignation of director and secretary) and Form 225 (change of accounting reference date) with the Registrar of Companies.

Dated ...28 June..... 2006

Signed .....  
For and on behalf of Ingleby Holdings Limited