

Company Number: 6340061

THE COMPANIES ACTS 2006

COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTIONS

OF

MILLERS GREEN (HEYSHAM) MANAGEMENT COMPANY LIMITED

(the "Company")

Circulation Date: *26 January 2010* 2009

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 we, being the sole eligible member of the Company, irrevocably agree that the following Resolution is passed as a Special Resolution:

SPECIAL RESOLUTIONS

- 1 **THAT** Steve Birch (the "Director") is hereby authorised to be and remain or (as the case may be) to become and remain, a director of the Company and a director and employee of any of the companies listed below (the "Other Companies") notwithstanding that, by doing so, but for this authorisation, the Director would be in breach of his duty under section 175 CA 2006, to avoid a situation in which he has, or can has, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company

Provided that:

- (a) where the Director obtains information that is confidential to any of the Other Companies, he will not be obliged to disclose that information to the Company or use it in relation to the Company's affairs in circumstances where to do so would amount to breach of that confidence; and
- (b) (without prejudice to the general obligation of confidentiality) the Director shall be bound by a strict duty of confidentiality to the Company for any confidential information of the Company in relation to any actual conflict situation.



List of Other Companies

Miller Homes Limited
Aire Regeneration Limited
Cussins Homes (Yorks) Limited
Miller Homes (Yorkshire) Limited
Miller Homes Cambridge Limited
Miller Residential (Northern) Limited
Highfields Developments Limited
Lawrence Street (Developments) Limited
Allerton Bywater Management Company Limited

Signature:


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For and on behalf of Miller Homes Limited

Print Name:

EWAN ANDERSON
.....

Date:

26 January 2010 ~~2009~~
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NOTES:

1. You may either:

- 1.1 agree the above resolutions; or
- 1.2 decline to agree to the above resolutions.

2. If you agree to the above resolutions, please indicate your agreement by signing and dating this document where indicated and returning it to the Company by **23 FEBRUARY 2010** using one of the following methods:

- a) delivering it by hand to Wragge & Co LLP (Ref: COSEC/HJT2 55 Colmore Row, Birmingham, B3 2AS;
- b) sending it by post to Wragge & Co LLP (Ref: COSEC/HJT2) 55 Colmore Row, Birmingham, B3 2AS; or
- c) faxing it to 0121 2141099 marked for the attention of (COSEC/HJT2).

If the Company has not received sufficient agreement by that date the resolutions will lapse.

- 3. Once you have indicated your agreement to the resolutions you may not revoke that agreement.
- 4. If you do not agree to the above resolutions, you do not need to do anything. If no response is received from you as indicated above, you will be counted as withdrawing your agreement to the above resolutions.