

Company number 06479893

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

of

MAYFIELD COURT ESTATE MANAGEMENT COMPANY LIMITED (Company)

On 9th November 2015, the Directors of the Company wrote to the members proposing the following

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that

- Resolutions 1,2,3,4 and 5 are proposed as special resolutions (**Special Resolutions**),

SPECIAL RESOLUTIONS

Special Resolution 1

Any costs incurred for the annual contract for the maintenance of the communal grounds within the estate must be apportioned 60% to Schedule A 40% to Schedule B prior to the calculation of the service charges by reference to the floor area of each of the properties comprising the estate. These Schedules are those used in the preparation of the accounts for the Company since the inception of the company – Schedule A being the costs attributable to "all units", Schedule B being the costs attributable to the leasehold apartments only

PLEASE NOTE - It is understood and accepted that this resolution will be effective from 1 July 2014 and the proposed apportionment of grounds' maintenance costs 60% to Schedule A, 40% to Schedule B will be continuous without alteration or amendment. Any future proposed changes will require the approval of 75% of the shareholders

Special Resolution 2

There shall be no movement of any expenditure between the headings within Schedule A and the headings within Schedule B (as it stands at 1 July 2015)

Any increase in budgeted expenditure shall be limited to 10% of the previous year's budgeted expenditure, adjusted for inflation, but excluding any expenditure required for emergency/safety measures

The directors must seek the approval of all members, and receive the assent of at least 75% of the members, before incurring any capital expenditure which is anticipated to exceed £5000. This figure to be adjusted for inflation with effect from 1 July 2015



Special Resolution 3

The Articles of Association of the Company shall be altered by inserting a new Clause 37_D with the following new Article

"A director who has served for three years must offer his resignation and cease to act as a director, but may offer himself for re-election, provided that the number of directors does not exceed the number fixed by Article 43 "

Special Resolution 4

The Articles of Association of the Company shall be altered by deleting the present Articles 43 and 44, replacing Article 43 with the following new Article

"The number of directors of the company shall be limited to seven (subject to the provisions of Article 29). In no circumstances will the number of leaseholder directors elected exceed 5, nor should the number of freeholder directors exceed 2.

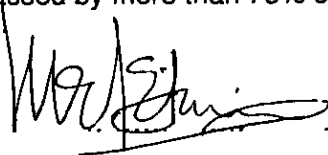
The Articles subsequent to the existing Article 44 will be re-numbered to be sequential to this new Article 43 "

Special Resolution 5

"In the event that the directors are unable to satisfy the complaints of any group of shareholders (minimum of 7) a dispute procedure will come into operation. The directors will seek volunteers from shareholders to form a Working Party to consider the complaint and attempt to resolve the dispute

These resolutions were passed by more than 75% of the members of the company by written resolution

Signed by



M E KITCHIN

Dated

11/01/16