

Company Number: 6674196

**THE COMPANIES ACTS 2006**

**COMPANY LIMITED BY GUARANTEE**

**WRITTEN RESOLUTIONS**

**OF**

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**SCHOLARS WAY (WINDLE) MANAGEMENT COMPANY LIMITED**

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**(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 Resolutions are passed as Special Resolutions:

**SPECIAL RESOLUTIONS**

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

Provided that:

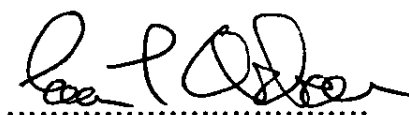
- (a) where the Directors obtain information that is confidential to any of the Other Companies, they will not be obliged to disclose that information to the Company or use it in relation to the Company's affairs in circumstances where to do so would amount to breach of that confidence; and
- (b) (without prejudice to the general obligation of confidentiality) the Directors 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  
Bridgewater Park (Netherley) Management Company Limited  
Whittle-Le-Park Management Company Limited  
Millers Green (Heysham Management Company Limited

Signature:



For and on behalf of MILLER HOMES LIMITED

Print Name:

EWAN ANDERSON

Date:

26 JANUARY 2010

**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.