

No 08013673

THE COMPANIES ACT 2006

WRITTEN RESOLUTIONS

-of-

MONTCLARE LIMITED

(the "Company")

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A04 04/03/2016 #233  
COMPANIES HOUSE

Circulation date 24 February 2016

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the directors of the above-named company (the "Company") propose that the following resolutions (the "Resolutions") are passed as special resolutions

SPECIAL RESOLUTIONS

1 Alteration of Articles of Association

- 1.1 THAT, pursuant to section 21 of the Companies Act 2006, the Articles of Association of the Company be amended by inserting the following new Article 10A -

"Any director (including an alternate director) may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is."

- 1.2 THAT, pursuant to section 21 of the Companies Act 2006, the Articles of Association of the Company be amended by inserting the following new Article 59 -

"Notwithstanding anything contained in these Articles

- (a) any pre-emption rights conferred on existing members by these Articles or otherwise shall not apply to, and
- (b) the directors shall not decline to register, nor suspend registration of,

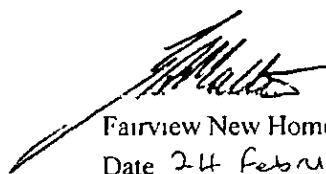
any transfer of shares where such transfer is

- (i) in favour of any bank or institution (or any nominee or nominees of such bank or institution) to whom such shares are being transferred by way of security, or
- (ii) duly executed by any such bank or institution (or any such nominee or nominees) to whom such shares shall (including any further shares in the Company acquired by reason of its holding of such shares) have been transferred as aforesaid, pursuant to the power of sale under such security, or
- (iii) duly executed by a receiver appointed by a bank or institution pursuant to any security document which creates any security interest over such shares,

and a certificate by any official of such bank or institution or any such receiver that the shares are or are to be subject to such a security and that the transfer is executed in accordance with the provisions of this Article shall be conclusive evidence of such facts. Any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of this Article "

2. These resolutions shall have effect notwithstanding any provisions of the Company's Articles of Association

We, the undersigned, being entitled to vote on the Resolutions on 24 February 2016, hereby irrevocably agree to the Resolutions



Fairview New Homes (Properties) Limited

Date 24 February 2016

## NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in hard copy to the Company, by e-mail or by fax or in electronic form
2. If by the date falling 28 days from the Circulation Date, sufficient agreement has not been received in order to pass the Resolutions, the Resolutions will lapse. If you agree to the Resolutions, please ensure that your agreement reaches the Company on or before this date
3. If you are signing this document on behalf of a person under a power of attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document

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**-of-**

**MONTCLARE LIMITED**  
**(the "Company")**

Record of written resolutions agreed to in accordance with Chapter 2, Part 13 of the Companies Act 2006 which has effect as if passed by the Company in General Meeting

It is recorded that

1. The written resolutions (the "**resolutions**"), a copy of which are attached, were passed as special resolutions by or on behalf of the members of the Company who, at the date of the circulation of the resolutions, were entitled to attend and vote at a general meeting of the Company
2. The resolutions were signed by or on behalf of the last member on *24 February 2016*

*Susan G. Hade*

~~Director~~/Secretary

