

Company Number: 06185348

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF THE SOLE MEMBER

of

LES RESIDENCE FALCON WHARF LIMITED

(the "Company")

Pursuant to chapter 2 of part 13 of Companies Act 2006, the following resolutions (the "**Resolutions**") are proposed by the directors, for resolution 1 as a special resolution and, for resolution 2, as an ordinary resolution. The Resolutions are first circulated to members of the Company on *12 September* 2011 (the "**Circulation Date**")

SPECIAL RESOLUTION

- 1 **THAT**, the articles of association (the "**Articles**") be amended by the insertion of a new article to be numbered 18 in the following terms

"18 Transfer of shares and pre-emption on transfer in relation to security held by a secured institution

18.1 Notwithstanding anything contained in these Articles

- (a) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares, and
- (b) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

where in any such case the transfer is or is to be

- (a) executed by a bank or institution to which such shares have been mortgaged or charged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,
- (b) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security, or
- (c) to any such bank or institution (or to its nominee) pursuant to any such security



18.2 A certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts

18.3 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 provision of Article 18.1

18.4 Any pre-emption rights conferred on existing members by these Articles or otherwise 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 provision of Article 18.1

ORDINARY RESOLUTION

- 2 **THAT** the Company approve entry into the following documents
- 2.1 an amendment agreement to be entered into by the Company, West End Homes Limited ("WEH"), East Anglia Developments Limited ("EADL"), Falcon Wharf Freehold Limited ("FWFL") and Lloyds TSB Bank Plc ("Lloyds") (the "**WEH Lloyds Amendment Agreement**") in relation to a facility letter originally dated 4 April 2007 (as amended by an amendment letter dated 10 June 2009) between WEHL and Lloyds (the "**WEH Lloyds Facility Letter**"),
- 2.2 an amendment and restatement agreement to be entered into by the Company, EADL, FWFL and Lloyds (the "**LRFWL Lloyds Amendment Agreement**") in relation to a facility letter originally dated 2 November 2007 (as amended by amendment letters dated 22 July 2008, 30 April 2009 and 10 June 2009) between the Company and Lloyds (the "**LRFWL Lloyds Facility Letter**"),
- 2.3 a deed of confirmation to be entered into by the Company, WEH, EADL and Lloyds in relation to an omnibus guarantee and set-off agreement dated 18 June 2006 (the "**Deed of Confirmation**"), and
- 2.4 a supplemental legal mortgage to be entered into by the Company and Lloyds (the "**Supplemental Legal Mortgage**")

AGREEMENT OF THE MEMBER

We, being the person entitled to vote on the Resolution on the Circulation Date, irrevocably agree to the Resolution

SIGNED on behalf of **WEST END HOMES LIMITED**



M R Bass - Director