

DOCK STREET FREEHOLD LIMITED

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Background

At present Ordinary Shares are tied in with apartments and ownership of the two cannot be separated. The proposal is to amend the Articles of Association so that where there is an Ordinary Share issued for an apartment the apartment owner and the ordinary shareholder for that apartment need not be one and the same. They can be however. The purpose of this note is to explain the detailed changes to the Articles of Association as a consequence of any decision to allow for separation of ownership of Ordinary Shares from apartments.

Rights of Ordinary Shareholders

Paragraph 1A(b)(4) is amended so that where in the case of an Ordinary Share the apartment owner and the shareholder are not the same then the ground rent for that apartment is to be paid to the ordinary shareholder; rather than it being waived which is the case where the apartment owner and the shareholder are the same.

Exoneration of Ground Rent

Paragraph (5) is amended so that where the right to an extended 999 year lease is granted instead of the shareholder taking the grant of the new lease instead it would be granted to the apartment owner.

Collection of Ground Rent

1A(d) – this provision introduces a machinery for the collection of ground rent where there is an ordinary share issued in respect of an apartment but the apartment is owned by someone different to the holder of the ordinary share. It makes it clear that the ground rent belongs to the shareholder. It is the Company's responsibility as landlord to collect ground rent and pay this over to the shareholder. The Company can claim its reasonable costs for such collection. Provision is made as to what happens if there are arrears. The ordinary shareholder is to be consulted on the method of collection. The Company is not obliged to forfeit the lease. The owner/shareholder is responsible for collection costs and for meeting any counterclaims. If the shareholder is not available or contactable then the Company can retain the ground rent until someone is available to give a legal receipt for any payments collected. The Company is under no liability for negligence in relation to the collection of

any unpaid ground rent and its liability is limited to fraud or wilful default. If the Company retains the ground rent because the owner/share is not available no interest is payable.

Designation of Shares

In view of these changes it is necessary now to tie each ordinary share to a particular apartment. This is going to be done by making appropriate designation in the Register of Companies and the Directors will make this designation in the share register for existing shares held when the new provisions come into force.

Transfer of Shares

As at present when an apartment is sold the shareholder may automatically transfer the share to the buyer. This can also be done at any time subsequently. Otherwise, Directors acting reasonably may decline to register any transfer. This has to be done to ensure the Company retains its private company status.

DOCK STREET FREEHOLD LIMITED
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**Meeting**) of Dock Street Freehold Limited (**Company**) will be held at the Scott Suite, Marriott Hotel, 4 Trevelyan Square, Boar Lane, Leeds, LS1 6ET on Thursday 13th January 2010 at 19:45 to transact the following business:

As Ordinary Resolutions:

1. To receive the report of the Directors and the audited accounts for the year ended 31st March 2010.
2. To approve the Directors' Remuneration Report for the year ended 31st March 2010.
3. To re-appoint Daniel John Shute as a Director.

As a Special Resolution –

4. **Shares**

To authorise the Company generally and unconditionally to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of Investor shares of £1.00 each provided that:

- i. The maximum aggregate number of Investor shares that may be purchased is 5,000
- ii. The minimum price (excluding expenses) which may be paid for each Investor share is £1.00
- iii. The maximum price (excluding expenses) which may be paid for each Investor share is £1.15
- iv. The authority conferred by this resolution shall expire at 18 months after the passing of the resolution or, if earlier, at the conclusion of the next Company's annual general meeting, save that the Company may, before expiry of the authority granted by this resolution, enter into a contract to purchase Investor shares which will or may be executed wholly or partly after the expiry of such authority.

5. **Rights of Ordinary Shareholders**

Paragraph 1A(b)(4) is amended so that where in the case of an Ordinary Share the apartment owner and the shareholder are not the same then the ground rent for that apartment is to be paid to the ordinary shareholder; rather than it being waived which is the case where the apartment owner and the shareholder are the same.

6. **Exoneration of Ground Rent**

Paragraph (5) is amended so that where the right to an extended 999 year lease is granted instead of the shareholder taking the grant of the new lease instead it would be granted to the apartment owner.

7. Collection of Ground Rent

1A(d) – this provision introduces a machinery for the collection of ground rent where there is an ordinary share issued in respect of an apartment but the apartment is owned by someone different to the holder of the ordinary share. It makes it clear that the ground rent belongs to the shareholder. It is the Company’s responsibility as landlord to collect ground rent and pay this over to the shareholder. The Company can claim its reasonable costs for such collection. Provision is made as to what happens if there are arrears. The ordinary shareholder is to be consulted on the method of collection. The Company is not obliged to forfeit the lease. The owner/shareholder is responsible for collection costs and for meeting any counterclaims. If the shareholder is not available or contactable then the Company can retain the ground rent until someone is available to give a legal receipt for any payments collected. The Company is under no liability for negligence in relation to the collection of any unpaid ground rent and its liability is limited to fraud or wilful default. If the Company retains the ground rent because the owner/share is not available no interest is payable.

8. Designation of Shares

In view of these changes it is necessary now to tie each ordinary share to a particular apartment. This is going to be done by making appropriate designation in the Register of Companies and the Directors will make this designation in the share register for existing shares held when the new provisions come into force.

9. Transfer of Shares

As at present when an apartment is sold the shareholder may automatically transfer the share to the buyer. This can also be done at any time subsequently. Otherwise, Directors acting reasonably may decline to register any transfer. This has to be done to ensure the Company retains its private company status.



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Daniel John Shute - Director
Dock Street Freehold Limited (Company Number 5342189)
4 Butts Court, Leeds
LS1 5JS
Monday 13th January 2010

Notes to the Notice of Annual General Meeting

Appointment of proxies

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

2. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

3. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy using hard copy proxy form

4. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

- Completed and signed;
- Sent or delivered to the Company at Mrs Kerstin Ward, Returning Officer of Dock Street Freehold Limited c/o Action Property Management No. 1 Dock Street, Leeds LS10 1NA; and
- Received by the Company no later than Friday 7th January 2010 at 16:00.

In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

5. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

6. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in

relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Mrs Kerstin Ward, Returning Officer of Dock Street Freehold Limited c/o Action Property Management No. 1 Dock Street, Leeds LS10 1NA.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

7. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

- By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Mrs Kerstin Ward, Returning Officer of Dock Street Freehold Limited c/ Action Property Management No. 1 Dock Street, Leeds LS10 1NA. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

In either case, the revocation notice must be received by the Company no later than Friday 7th January 2010 at 16:00.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Communication

8. Except as provided above, members who have general queries about the Meeting should contact Mrs Kerstin Ward, Returning Officer of Dock Street Freehold Limited c/o Action Property Management No. 1 Dock Street, Leeds LS10 1NA (no other methods of communication will be accepted).

You may not use any electronic address provided either:

- In this notice of annual general meeting; or
- Any related documents (including the proxy form), &
- To communicate with the Company for any purposes other than those expressly stated.

DOCK STREET FREEHOLD LIMITED (Company)
Annual General Meeting
Proxy Form

Please Print your Name/s: _____

Address: _____

Before completing this form, please read the explanatory notes overleaf

I/We being a member of the Company appoint the Chairman of the meeting or (see note 3)

As my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of the Company to be held on Thursday 13th January 2010 at 19:45 and at any adjournment of the meeting.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an 'X'. If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

RESOLUTIONS	For	Against
ORDINARY		
1. To receive the report of the Directors and the audited accounts for the year ended 31st March 2010		
2. To approve the Directors' Remuneration Report for the year ended 31st March 2010		
3. To re-appoint Daniel John Shute as a Director		
SPECIAL RESOLUTION		
<p><u>Shares</u></p> <p>To authorise the Company generally and unconditionally to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of Investor shares of £1.00 each provided that:</p> <ul style="list-style-type: none"> (i) The maximum aggregate number of Investor shares that may be purchased is 5,000 (ii) The minimum price (excluding expenses) which may be paid for each Investor share is £1.00 (iii) The maximum price (excluding expenses) which may be paid for each Investor share is £1.15 (iv) The authority conferred by this resolution shall expire at 18 months after the passing of the resolution or, if earlier, at the conclusion of the next Company's annual general meeting, save that the Company may, before expiry of the authority granted by this resolution, enter into a contract to purchase Investor shares which will or may be executed wholly or partly after the expiry of such authority. 		
<p><u>Rights of Ordinary Shareholders</u></p> <p>To amend Paragraph 1A (b) (4) so that where in the case of an Ordinary Share the apartment owner and the shareholder are not the same then the ground rent for that apartment is to be paid to the ordinary shareholder; rather than it being waived which is the case where the apartment owner and the shareholder are the same.</p>		

<p><u>Exoneration of Ground Rent</u></p> <p>To amend Paragraph (5) so that where the right to an extended 999 year lease is granted instead of the shareholder taking the grant of the new lease instead it would be granted to the apartment owner.</p>		
<p><u>Collection of Ground Rent</u></p> <p>Include provision in 1A(d) for machinery for the collection of ground rent where there is an ordinary share issued in respect of an apartment but the apartment is owned by someone different to the holder of the ordinary share. It makes it clear that the ground rent belongs to the shareholder. It is the Company's responsibility as landlord to collect ground rent and pay this over to the shareholder. The Company can claim its reasonable costs for such collection. Provision is made as to what happens if there are arrears. The ordinary shareholder is to be consulted on the method of collection. The Company is not obliged to forfeit the lease. The owner/shareholder is responsible for collection costs and for meeting any counterclaims. If the shareholder is not available or contactable then the Company can retain the ground rent until someone is available to give a legal receipt for any payments collected. The Company is under no liability for negligence in relation to the collection of any unpaid ground rent and its liability is limited to fraud or wilful default. If the Company retains the ground rent because the owner/share is not available no interest is payable.</p>		
<p><u>Designation of Shares</u></p> <p>To agree that in view of these changes it is necessary</p>		

<p>now to tie each ordinary share to a particular apartment. This is going to be done by making appropriate designation in the Register of Companies and the Directors will make this designation in the share register for existing shares held when the new provisions come into force.</p>		
<p><u>Transfer of Shares</u></p> <p>As at present when an apartment is sold the shareholder may automatically transfer the share to the buyer. This can also be done at any time subsequently. Otherwise, Directors acting reasonably may decline to register any transfer. This has to be done to ensure the Company retains its private company status.</p>		

Signature	Date

Notes to the proxy form

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.

2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.

4. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

5. To appoint a proxy using this form, the form must be:

- Completed and signed;
- Sent or delivered to the Company at Mrs Kerstin Ward, Returning Officer of Dock Street Freehold Limited c/o Action Property Management No. 1 Dock Street, Leeds LS10 1NA; &
- Received by the Company no later than Friday 7th January 2010 at 16:00.

6 In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

7 Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

8 In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

9 If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

10 For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the notice of meeting.

11 You may not use any electronic address provided in this proxy form (if any) to communicate with the Company for any purposes other than those expressly stated.