***About this request for an Extraordinary General Meeting (EGM)***

* This request for an Extraordinary General Meeting (EGM) of VHMC was issued following the board of directors failure to give due consideration to the appointment of additional members to the VHMC board either preceding or during the VHMC Annual General Meeting.
* Working closely with prospective directors, Wayne Buckley and Jaz Parmar – existing directors - canvassed for support from members for the right of members to elect additional members to the board.
* Having obtained the required level of support, the request (below) was presented to Colin Davison by Martin Edge at the end of the Annual General Meeting held on Thursday 19th September 2013.

Colin Davison  
Chairman, VHMC  
Estate Office  
Winterthur Way  
Basingstoke

On behalf of Members of VHMC  
co Estate Office,  
Winterthur Way  
Basingstoke  
RG21 7UB

**Thursday 19th September 2013**

Dear Colin,

**REQUEST FOR EXTRAORDINARY GENERAL MEETING**

Pursuant to section 303 of the Companies Act 2006, the members of Victory Hill Management Company (VHMC) named below, representing in excess of 5% of total voting rights for VHMC, hereby require the VHMC board of directors to call a general meeting of the company.

Your attention is draw to section 304 of the Companies Act 2006 that requires directors to call such meeting (a) within 21 days from the date of this notice (b) to be held on a date not more than 28 days after the date of the notice convening the meeting.

The extraordinary general meeting is required to consider the appointment of additional members as directors of Victory Hill Management Company. Specifically, members require that the following resolutions be moved during the meeting:

**Resolution 1 - The appointment of three or more persons as directors of the company by a single resolution.**

* Pursuant to section 160 (1) of Companies Act 2006, agreement to elect and appoint three or more persons as directors of VHMC by a single resolution.

**Resolution 2 – The appointment of three persons as directors of VHMC (see appendix 1)**

* The appointment of (1) Miriam Carr; (2) Martin Edge and (3) Simon Hirst as directors of VHMC.

Members below consider that this formal request for a general meeting satisfies the requirements set out in section 303 of the Companies Act 2006. Members also consider that the resolutions noted above will be effective if passed and are neither defamatory nor frivolous in nature. The resolutions should therefore be moved as requested.

*Cont./*

This request is supported and endorsed by the following members:

|  |  |  |  |
| --- | --- | --- | --- |
| No | Membership Number | Name | Signature |
| 1 | 359 | J Parmar | Held on File |
| 2 | 403 | W Buckley | Held on File |
| 3 | 281 | S Hirst | Held on File |
| 4 | 366 | M Edge | Held on File |
| 5 | 66 | M Carr | Held on File |
| 6 | 367 | M Rose | Held on File |
| 7 | 368 | M Corbett | Held on File |
| 8 | 339 | P Smith | Held on File |
| 9 | 336 | L Henry | Held on File |
| 10 | 333 | P Wright | Held on File |
| 11 | 310 | J Kennedy | Held on File |
| 12 | 360 | D Martin | Held on File |
| 13 | 296 | V Vun | Held on File |
| 14 | 118 | D Hulme | Held on File |
| 15 | 207 | R Brewis | Held on File |
| 16 | 202 | D Pluckrose | Held on File |
| 17 | 223 | D Pluckrose | Held on File |
| 18 | 358 | P Cheeseman | Held on File |
| 19 | 483 | P Cheeseman | Held on File |
| 20 | 93 | R O'Brien | Held on File |
| 21 | 87 | S.Cheung | Held on File |
| 22 | 91 | R. Webster | Held on File |
| 23 | 190 | M. Garvey | Held on File |
| 24 | 393 | S. Reynolds | Held on File |
| 25 | 377 | R.Channing | Held on File |

*\*Above list of members supporting the call for this EGM is not exhaustive – additional member names and signatures are held on file.*

Any queries relating to this request should in the first instance be directed to Wayne Buckley, Director VHMC co Estate Office, Winterthur Way, Basingstoke RG21 7UB.

**Without Prejudice**

**Personal Statement from Jaz Parmar and Wayne Buckley, Directors, VHMC.**

**Read to members attending the AGM**

“Earlier this year, at Colins request, we formally joined VHMC as directors. Our appointment was conditional on us signing the new directors code, which we believe, now constrains our ability to communicate openly with members.

The board has been, and continues to be, a difficult place to work. A number of members have joined, or attempted to join, and left again over the past 18 months and we fear this trend is likely to continue.

Over the past 12 months, we have identified what we believe to be serious concerns relating to the decision-making process and behaviour of individual directors. Taken together, these concerns leave us fearing for the future of VHMC.

We are unable to share details of these issues now, but are committed to sharing as much information with you as possible between now and the EGM. Our aim is simple: to ensure that every member is aware of the insight we have gained and is free to then choose if and how they wish to respond.

We had hoped to avoid the need for a costly and time consuming EGM, however resolutions put forward by both us as directors and other ordinary members in the audience this evening were excluded from tonight’s agenda.

Given that the EGM has now been called, until such time as we are able to share the details of our concerns with all members, we propose to make no further comment on any issue. We will distribute more information to members over the course of the next few weeks.

Thank you for attending this evening, we look forward to your support at the forthcoming EGM”