**Victory Hill Management Co. Limited**

Registered in the UK, Company number: 04659245

Registered office: Estate Office, Winterthur Way, Basingstoke RG21 7UB

**NOTICE OF   
EXTRA ORDINARY GENERAL MEETING**

When: Thursday 14th November 2013

Where: The Red Lion Hotel, Basingstoke, RG21 7LX

Starting: Venue opens 19:00; meeting begins 19:30

***Agenda***

19:00 Venue opens and registration begins

19:30 Meeting Opens: Welcome from the Chair

19:35 Overview of Resolutions to be voted on

19:40 Statement of interest from prospective directors

19:55 Vote on proposed resolutions

*If* ***Vote is against*** *the appointment of additional directors*

20:00 Meeting Close

*If* ***Vote is for*** *the appointment of additional directors*

20:00 Directors Introductions

20:15 Q&A – Understanding Members Concerns & Priorities

21:00 Meeting Close

**PROXY APPOINTMENTS & VOTING INTENTIONS**

A combined Proxy Appointment and Voting Intentions Form accompanies this notice of the Meeting. To help ensure the maximum number of members possible are able to participate in the decision making process, we recommend that any member unable to attend the meeting in person appoints a proxy.

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; appointment of a proxy does not preclude you from attending the meeting and voting in person but if you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated; a proxy does not need to be a member of the Company but must attend the meeting to represent you.

For directions on how to complete and lodge the proxy form, please see the Instructions and Guidance notes on the reverse of the form.

**NOTICE OF   
EXTRA ORDINARY GENERAL MEETING**

An Extra Ordinary General Meeting of Members of the Victory Hill Management Co Limited (VHMC) will be held on **14th November 2013 at 19:30 GMT** at **The Red Lion Hotel, Basingstoke RG21 7LX**. Colin Davison, the current Chair of VHMC Board, will likely Chair the meeting**.**

Pursuant to section 303 of the Companies Act 2006, members representing over 5% of VHMCs total membership have called the meeting. Pursuant to the members request for Extra Ordinary General Meeting dated 19th September 2013, the meeting is required to consider the appointment of additional members as directors of Victory Hill Management Company. Specifically, the following resolutions will be considered:

1. **Appointment of Multiple Directors through a single resolution.** Pursuant to section 160 (1) of Companies Act 2006, to approve the appointment of three or more persons as directors of VHMC by a single resolution.
2. **The appointment of three persons as directors of VHMC.** To approve the appointment of (i) Miriam Carr; (ii) Martin Edge and (iii) Simon Hirst as directors of VHMC.

*By Order of VHMC Members*

**EXPLANATORY NOTES**

1. Appointment of Multiple Directors through a single resolution. The passing of this resolution is a legal pre-requisite for the second resolution to be considered.
2. The appointment of three persons as directors of VHMC. Passing this resolution would result in the expansion of the VHMC board to include three new additional directors, Miriam Carr; Martin Edge and Simon Hirst. Biographies for each prospective director are enclosed with this notice.