

SOUTH HERMITAGE MANAGEMENT COMPANY LIMITED

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**Meeting**) of South Hermitage Management Company Limited (**Company**) will be held in The Hermitage Centre at Belle Vue Methodist Church, Belle Vue Road, Shrewsbury, SY3 7NL on Thursday 22nd March 2018 at 7:30pm.

You will be asked to consider and vote on the resolutions below. Resolutions 1 to 3 will be proposed as ordinary resolutions:

1 Approval of 2017 AGM Minutes

2 Approval of 2017 Accounts

3 Appointment of Auditors

By order of the Board of Directors for South Hermitage Management Company Limited

C/O Matthew's of Chester Limited, 15 Lower Bridge Street, Chester, United Kingdom, CH1 1RS (Company Number **03112420**)

27th February 2018

Notes to the Notice of Annual General Meeting

Appointment of proxies

1. If you are a member who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies 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]. A proxy does not need to be a member of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

2. 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 by post

3. The notes to the proxy form explain how to direct your proxy how to vote on each resolution.

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

- completed and signed;
- sent or delivered to the Company at C/O Matthew's of Chester Limited, 15 Lower Bridge Street, Chester CH1 1RS; and
- received by the Company no later than 48 hours before the Meeting.

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.

Appointment of proxies electronically

4. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by email to contact@matthewsbm.co.uk. For an electronic proxy appointment to be valid, your appointment must be received by the Company no later than 48 hours before the Meeting.

Appointment of proxy by joint members

5. In the case of joint holders, where more than one of the joint holders completes a proxy appointment, 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. Members may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments 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 Matthew's of Chester Limited (address as above).

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 appointment

7. A member may change a proxy instruction but to do so you will need to inform the Company in writing by either:

- Sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to the Company. 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.
- Sending an email to contact@matthewsbm.co.uk and provide contact details (telephone number) for authentication.

In either case, the revocation notice must be received by the Company no later than 48 hours before the Meeting.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

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 email contact@matthewsbm.co.uk or by letter to Matthew's of Chester Limited (address as above).

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.

SOUTH HERMITAGE MANAGEMENT COMPANY LIMITED (Company)
Annual General Meeting
Form of proxy

Before completing this form, please read the explanatory notes [below OR overleaf]

I/We
 [FULL NAME[S] IN BLOCK CAPITALS]

Of
 [ADDRESS AT SOUTH HERMITAGE IN BLOCK CAPITALS]

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 22nd March 2018 at 7:30pm 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'.

| RESOLUTIONS | For | Against |
|-----------------------------|-----|---------|
| ORDINARY RESOLUTIONS | | |
| 1 Approval of 2017 Minutes | | |
| 2 Approval of 2017 Accounts | | |
| 3 Appointment of Auditors | | |

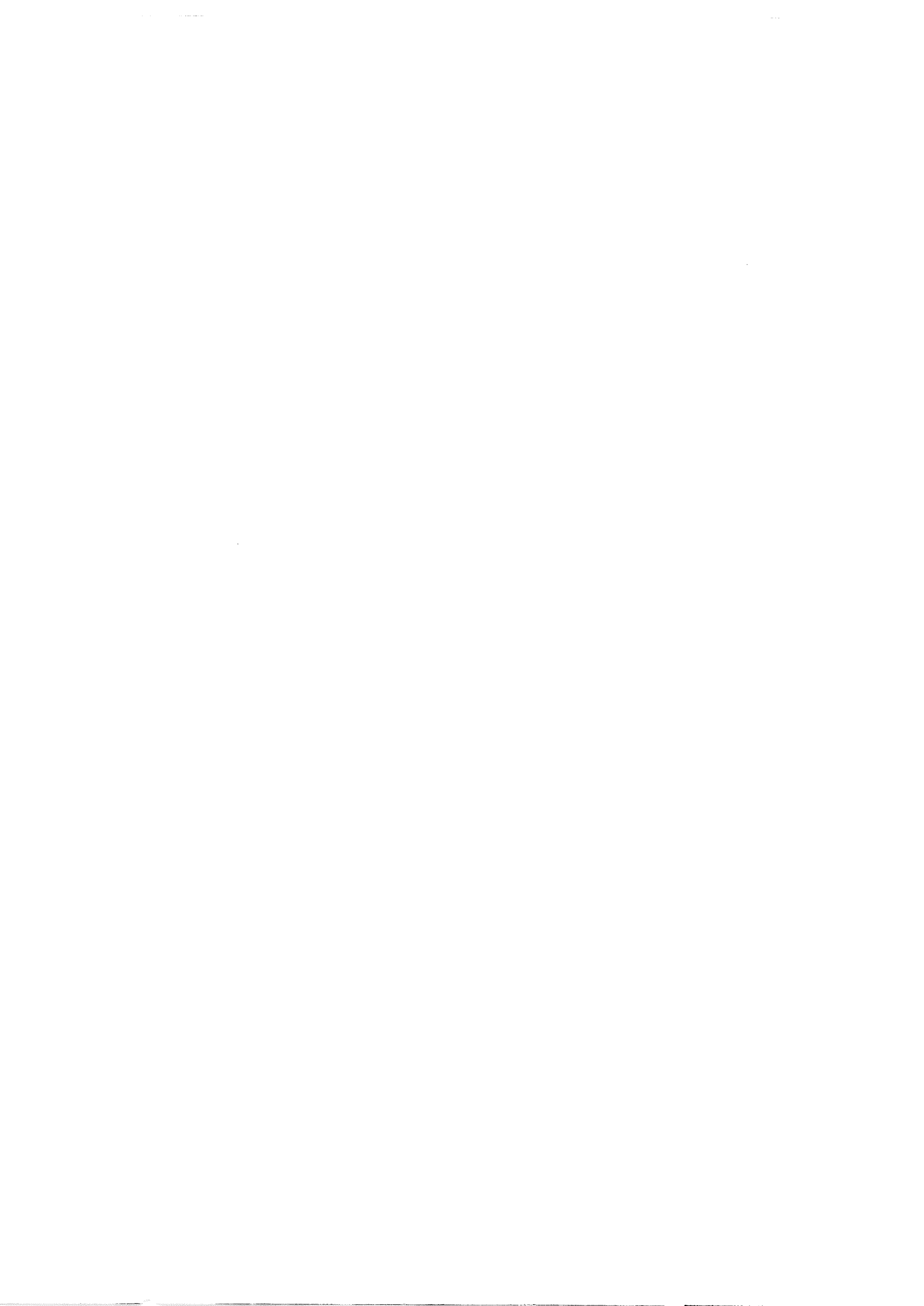
| | |
|------------------|-------------|
| Signature | Date |
| | |

Notes

Form of Proxy

1. As a member of the Company you are entitled to appoint a proxy or proxies 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.



Appointment

3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. If you wish to appoint a proxy other than the chairman of the meeting, insert their full name in the box. If you leave this space blank, the chairman of the meeting will be appointed 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. 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).

Voting Directions

5. 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, including a motion to adjourn.

Returning Your Form of Proxy

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

- Completed and signed;
- Sent or delivered to the Company at C/O Matthew's of Chester Limited, 15 Lower Bridge Street, Chester CH1 1RS; and
- Received by the Company no later than 48 hours before the Meeting.

7. 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. 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. As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically by emailing contact@matthewsbm.co.uk For an electronic proxy appointment to be valid, your appointment must be received by the Company no later than 48 hours before the Meeting.

10. 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. 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 to communicate with the Company for any purposes other than those expressly stated.

SOUTH HERMITAGE MANAGEMENT COMPANY LIMITED
ANNUAL GENERAL MEETING
to be held on Thursday 22nd March 2018 at 7.30pm at the Hermitage
Centre, Belle Vue

AGENDA

- 1. Welcome and housekeeping**
- 2. Apologies**
- 3. Approval of 2017 AGM minutes**
- 4. Matters arising**
- 5. Directors' Report – For information**
- 6. Approval of 2017 Accounts**
- 7. Appointment of Auditors**
- 8. Site Report – for information**
- 9. AOB – must be submitted by 15th March 2018**

South Hermitage Management Company Limited

28 Stones Square, Belle Vue, Shrewsbury SY3 7JA

email: contact@southhermitagemc.com

Website: www.southhermitagemc.com

Minutes for Annual General Meeting

The Hermitage Centre, Belle Vue Road, Shrewsbury

Thursday, 16th March 2017; 7.30pm

1. Present

Pam Bonner
Val Bywood
Mary Fraser
Anne Hasnip (Chair)
David Moorcroft
Jean Waterman

Jan Childs
Phil Davies
Diane Elmes
James Fraser
Hilary Moorcroft
Felicity & David Palacio
Jan Rowson
June & Mike Walters
Pam Watson

In attendance

Andrew Cross (Company Solicitor)
Penny Edwards & Ros Haines (Nock Deighton)

2. Apologies for absence

Frances Barlow (proxy - Val Bywood)
Tom Brown (proxy - Mary Fraser)
Diana Buckle
Jane & John Halliday
Mike Jones (proxy - Diane Elmes)
John Lafferty
Chris Madden
Helen Morrison (proxy - Diane Elmes)
Daphne Rix (Nock Deighton)

3. Welcome & Housekeeping from the Chair

The Chair, Anne Hasnip, introduced Company Solicitor Mr Andrew Cross and her fellow-Directors, and she welcomed Penny Edwards and Ros Haines from Nock Deighton.

She said the meeting would be outcome-focused and that the minutes would reflect this. She requested that no recording devices be used.

Anne welcomed new Directors Val Bywood and David Moorcroft to the Board. She thanked Pam Bonner for her commitment over the past five years and reported that Pam was resigning from the Board at this year's AGM.

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4. Resolution 1

To approve the minutes of the 2016 AGM as an accurate record of the meeting

- Proposed acceptance: Mike Walters
- Seconded: James Fraser

Vote: Resolution carried by those present at the 2016 AGM

Mr Mike Jones, attending last year's AGM, had requested that his vote by proxy be recorded against acceptance of the 2016 minutes. His wishes were not voiced at the meeting by his proxy representative, but are herein reported at their request.

5. Matters arising

A shareholder present expressed an understanding that it had been stated at the 2016 AGM that the Directors were going to resign by this year's AGM (2017).

No other matters were raised by anyone in attendance at the 2016 AGM.

6. Directors' Report

The Directors' Report was presented. There were no questions or comments.

7. Resolution 2

To accept the Accounts and Treasurer's Report

The Treasurer's Report was presented.

- Proposed acceptance: James Fraser
- Seconded: Pam Watson

Vote: Resolution carried

8. Resolution 3

To appoint the auditors: Messrs. Baldwins will remain as auditors

- Proposed acceptance: Pam Watson
- Seconded: Felicity Palacio

Vote: Resolution carried

9. Site Report

- Nick Turner's work is widely appreciated, and he will continue to be employed as gardener for the site.
- Dissatisfaction was expressed by one shareholder regarding the height of the daffodils that had been planted (a smaller variety would have been preferred).
- Pam Watson was thanked for all the work she does in Burlington Place with regard to monitoring the bins and recycling systems.
- Concern was expressed about fallen leaves from the beech hedges, and it was agreed that these should be regularly cleared from the areas where they tend to accumulate (see also AOB below).

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The next three priorities for consideration are:

- i) Attending to the access road to the newly-surfaced car park at the rear of Stones Square;
- ii) The car park to the rear of Burlington Place;
- iii) Attending to drainage channels and surface in Stones Square.

Dissatisfaction was expressed regarding the rebuilding of the planters in Stones Square that had been undertaken some years ago. An offer of consultation and advice from Mr Phil Davies was welcomed and noted for future reference.

10.AOB

Beech hedges

The Board was asked to consider the removal of the beech hedges. Following some discussion and reference to the lease which stipulates the need for like-for-like replacement, it was agreed that Nick Turner would continue to maintain the beech hedges with due attention to residents' concerns.

The appointment of Nock Deighton

There was discussion – and some dissent expressed – regarding the process and expense of the appointment of managing agents.

The Board apologised for the lack of follow-up subsequent to their letter sent out to shareholders in August 2016 and prior to the appointment of Nock Deighton. It was explained that the contract with Nock Deighton is for 12 months, to be reviewed at the end of this year. Mr Andrew Cross, the Company Solicitor, stated that due process had been followed.

An offer of help from a shareholder, Diane Elmes, was appreciated and noted for future reference.

Questions presented in advance of AGM for discussion

A small group of shareholders had presented a document, *Topics for inclusion at the AGM*, prior to the meeting. In order to allow time for all shareholders present at the AGM to participate, the Directors had given written answers to the questions posed in the document, and circulated these at the venue before the meeting began. This document is appended to the minutes.

11. Close of meeting

The Chair thanked everyone for attending, and extended an invitation to residents to stay for refreshments and informal chat following the meeting.

The meeting closed at 8.25pm.

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South Hermitage Directors' Report 2018

Having taken on Nock Deighton as Managing Agents in January 2017, the focus of the Directors' work this year has been about working alongside the company to continue the smooth running of our estate.

As you are aware, Nock Deighton subsequently sold the Block Management business to Matthew's of Chester in October 2017. SHMC Directors have already established a good working relationship with their team.

We are fortunate to now be working with Simon Hawkins as our gardener; he is conscientious in the work he is asked to do and is personable in his approach.

This year has seen the completion of a number of small projects and larger projects have been identified for the future – details are to be found in the Site Report.

The Directors appreciate the support of people around the site who have flagged up issues for us during the course of the year and helped with day-to-day tasks around the site.

We look forward to seeing you at the AGM, 22nd March; 7.30pm at the Hermitage Centre at the Methodist Church on Belle Vue.

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Site Report 2017

The Directors were very sorry to learn in April 2017 that Nick Turner was resigning from his role as site gardener due to illness. The Directors extend our thanks to Nick on behalf of all shareholders for his commitment and hard work in ensuring that the site was maintained to a high standard and wish him well in the future.

Following Nick's resignation the Directors interviewed 5 gardening contractors who had expressed an interest in taking on the role. Following this process the position was offered to Simon Hawkins who runs a gardening business and lives locally.

In addition to the ongoing gardening tasks and general maintenance work that have been undertaken throughout the year the following areas have been addressed: -

- Repairs to the damaged drainage channel in Stones Square.
- Maintenance of the area adjacent to number 39 Burlington Place.
- Maintenance of the surface under the first archway in Burlington Place.
- Essential maintenance work to the surface of Stones Square including re-sealing the surface to protect against frost damage (quote accepted and work to be completed a.s.a.p.)

Further work under consideration for future budgets includes: -

- Maintenance of the car park behind Burlington Place.
- Maintenance of the service road leading to Stones Square car park.
- Replacement of pavement slabs where necessary.
- Maintenance and re-surfacing of Stones Square, including attention to the drainage channel.

