

St George's Fields Limited

Minutes of the Annual General Meeting of St George's Fields Limited (the "Company") held on Saturday 17th June 2017 at 11:00am in the El-Alamein Room, Victory Services Club, Seymour Street, London W2

Present: A quorum of members, the Company Directors (Lesley Brownnett, James Dundas, Liz Hewitt, Ann Jackson, Stephen Mayer and Alan Seymour); Gareth Targett, Head of SGF Services; and Alasdair Weaks representing the Company's auditors, Simpson Wreford and Partners.

Introduction

The Chair was taken by Lesley Brownnett who opened the AGM by welcoming shareholders and:

- introduced Gareth Targett, Jade Fallon-O'Sullivan, Valentina Zucca, and Emma Barton and on behalf of shareholders thanked them all for their services during the year;
- welcomed the Company's auditor's Alasdair Weaks of Simpson Wreford and Partners and thanked them for their professional support throughout the year;
- introduced each Director in turn, their details having been sent out in the letter which had accompanied the AGM papers;
- introduced one shareholder who had put themselves forward for election as director, Kate Roskell, and one director seeking re-election, Alan Seymour.

The Chairman was pleased to report another year of progress at St George's Fields ("SGF"). The Board sets out its **Priorities** each year which set Gareth's annual performance objectives and enable the Board to prioritise and progress performance throughout the year. We also encourage shareholders to get involved and are grateful to all of the Committees for their detailed work, dedication and the significant improvements to the estate that have been made from their recommendations.

The Chairman confirmed that the contract with Privée had been terminated at the earliest opportunity as take up of the additional services had not been as significant as expected. The arrangements in place with Office Concierge, who supply us with our Receptionist, Emma Barton, are unchanged.

Q&A's

An addendum to the AGM minutes is attached where the Q&A's are dealt with in more detail

AGM Resolutions – show of hands

- The minutes of the 2016 AGM (**Resolution 1**) were approved on a show of hands.
- Following a Finance Presentation by James Dundas, the Directors' Report and Financial Statements of the Company for the year ended 31 December 2016, together with the report of the Auditors (**Resolution 2**) were approved on a show of hands.
- The reappointment of Simpson Wreford and Partners as Auditors to the Company (**Resolution 3**) was approved on a show of hands.
- The proposal to authorise the Directors to determine the remuneration of the Auditors (**Resolution 4**) was approved on a show of hands.

AGM Resolutions – by poll vote

During the proceedings, the Chairman proposed that the resolution relating to the directors' fees (**Resolution 5**) and the election of directors (**Resolution 6**) be cast on a poll. Those votes cast at the meeting would be added to those cast prior to the meeting and the results would be announced by Alasdair Weaks who would act as an independent scrutiner.

Directors' Fees

The Chairman proposed the resolution to increase the directors' fees for the year ending 31 December 2017 by 2% to £17,228 pa, which is shared between directors. Shareholders were invited to complete their poll cards for the directors' fees to be increased.

Election of Directors

The Chairman then invited those directors seeking election to say a few words to the meeting: Kate Roskell (seeking election) and Alan Seymour (seeking re-election). Shareholders were invited to complete their poll cards for the election of directors.

Social & Community Committee Update

During the time taken for Alasdair Weaks to act as independent scrutineer, Stephen Mayer took the opportunity to update those shareholders present on the future activities earmarked by the Social & Community Committee and encouraged everyone to take part in as many of the activities as possible.

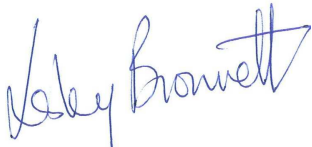
AGM Resolutions - poll votes

Alasdair Weaks acted as independent scrutineer. Following the short interval referred to above he conducted his count, Alasdair announced the following poll results:

The proposal to increase Directors' fees for the year ending 31 December 2017 by 2% to £17,228 pa, which is shared between directors (**Resolution 5**), was approved on a poll vote (52 v 3).

The election of Kate Roskell (**Resolution 6a**) and Alan Seymour (**Resolution 6b**) as directors was approved on a poll vote. The voting result was Kate Roskell - 52 and Alan Seymour - 56.

There being no further business, the Chairman thanked everyone for attending the AGM and declared the meeting closed.



Lesley Brownett
Chairman

ADDENDUM TO AGM MINUTES – Q&A SESSION

1. A shareholder asked when the front doors on the 5th floor of Archery Steps will be replaced and if the new letter boxes that are installed can withstand strong winds. When it is particularly breezy the letterboxes flap noisily in this breeze.

The programme of replacing front doors at 5th floor level to Archery Steps and Kendal Steps has been postponed pending Cayford Architecture's overall design plan. The letter boxes which are ready to be installed on the doors that have been replaced however, are less likely to be caught by the wind.

2. A shareholder mentioned that the Fifth Schedule only includes a prohibition on noise from a television, radio or musical instrument and only between the hours of 11:00pm-7:30am. They asked that the Fifth Schedule be reviewed to include additional prohibition on general noise nuisance at any time.

The Fifth Schedule is reviewed annually by the Board and it agreed in February 2017 (minutes circulated) that no changes were required further to the last amendments made at the 2011 AGM, noting that they reflected up to date rules and regulation that were fit for purpose in the estate. The Fifth Schedule rules and regulations are an extension of the Lease terms. Clause 3(i) of the lease obligates a lessee is '*not to carry on or permit or suffer to be carried on the premises any act or thing which may be or become a nuisance or damage disturbance or annoyance to the Lessor or any estate Lessee*'. This means that all lessee's promise, with each other and SGF Ltd, not to create a nuisance at **any time**. The policy for dealing with problems/nuisance instances with neighbours is available from the office and on the website. Similar clauses will be contained within any under lettings that lessees enter into on tenancy agreements and these tenancies must be registered with SGF Ltd so that we can ensure that they contain these similar clauses.

3. A shareholder offered their congratulations on the transformation of the front of the estate and the boundary wall shared with the school and thanked the office and gardeners for the much-improved lawns throughout the estate.
4. The same shareholder asked if advertising a property for sale on the front wall with an asking price of £2,000,000 puts residents at risk of thieves entering the estate.

The asking price must be included in the advertisement for the property for sale. It was also suggested that there were more valuable properties around SGF and that these addresses might be targeted first.

5. A shareholder asked if the fire certificate could be made available on the website given the recent event at Grenfell Tower.

When the Fire Safety Order (2005) came into force, fire certificate legislation was repealed and fire certificates are no longer issued. Buildings such as SGF must now prepare a fire risk assessment and emergency plan. SGF update its Fire Risk Assessment every 2 years or more frequently if recommended by those that carry out our Risk Assessments. This Assessment and the emergency plan will be posted on the website. There is a 'stay put' policy at SGF unless the issue is within your flat or you are advised to evacuate by the emergency services. Details of assembly points are included in the Information Handbook for Residents which is available from the office and on the website. This policy is in place so that emergency services have greater access to the buildings and better handling of a fire given the height of the buildings. Naturally, the board will keep this policy under review if (or when) updated fire safety information becomes available.

6. The same shareholder asked whether the number of Sycamore trees, that he expressed were essentially weeds, would be thinned out to improve light to the east side of Archery Steps.

It was confirmed that as this species of tree is well-represented throughout the estate, there was a plan to remove a small number of them when essential tree maintenance works take place later this year.

7. A shareholder asked why SGF were not taking part in the Open Garden Squares (OGS) weekend.

Participation in Open Garden Squares had been discussed by the Board and it was decided to allow time for the newly planted areas and the works of Phase 2 to the Frederick Close and gardeners area (to be carried out in 2018) to settle before taking part again.

8. A shareholder suggested that a list of vulnerable residents be maintained in case of an emergency.

The office staff, members of the Social & Community Committee, and many residents already keep an eye out for particularly vulnerable or elderly residents.

9. A resident asked that as the Front Gate Development was not going ahead, if there were any alternative plans to improve the appearance of the front entrance.

It was a recommendation of the Front Gate Committee that a rejuvenation of the front gates be considered. Cayford Architecture will be tasked to come up with some ideas and proposals for this area.

10. A shareholder congratulated the Board and Management on their successful management of the estate, gardens and buildings.

11. A shareholder asked that if the AGM could not be held on such a popular weekend in June as it had clashed with OGS, Father's Day on the Sunday and other summer weekend events around London.

The decision to hold the AGM on a Saturday was made to try and achieve a greater attendance. Numbers attending the AGM over the years has dwindled. The Board will consider the future format and timings of the garden party and the AGM. It may be worth consulting widely on this issue.