

Company number: 06805969

SPECIAL RESOLUTION

OF

Great Cliff (Dawlish) Limited (**Company**)

Passed on 13th September 2023

At a general meeting of the Company duly convened and held at The Marine Tavern, 2 Marine Parade, Dawlish, Devon, EX7 9DJ at 11.00am, the following resolution was duly passed as a special resolution.

SPECIAL RESOLUTION

THAT with effect from the conclusion of the meeting the articles of association of the Company be amended by deleting article 19 and replacing it with the following new article 19:

“19. A Director may be appointed or re-appointed only if:-

- a. the nomination process set out in Article 19(A) (or such other process as the Company in General Meeting shall otherwise determine) has been followed; and
- b. he has been appointed by Ordinary Resolution of the Company.

19(A). The process for nomination of Directors shall be as follows:

- a. not less than 45 clear days before the date appointed for a General Meeting of the Company at which an Ordinary Resolution for the appointment and/or re-appointment of Directors is put to the Members (**Appointment General Meeting**), the Directors or the Company Secretary shall circulate all Members inviting any Member who wishes to be considered for appointment as a Director (**Nominee**) to complete a nomination form signed by two Members who are unconnected to them (**Nomination Form**) which Nomination Form shall require the Nominee to provide the particulars that would, if he were appointed or re-appointed, be required to be included in the Company’s register of Directors, and to confirm his willingness to be appointed or re-appointed as a Director;
- b. each Nominee must submit a completed Nomination Form by the date specified in the Nomination Form (which shall not be not less than 14 clear days after the date stated on it as the circulation date) to the address stated in the Nomination Form. The completed Nomination Form must be accompanied by a brief statement summarising the Nominee’s skills and suitability for the role of Director (**Nomination Statement**);
- c. the Directors or the Company Secretary shall notify the Members not less than seven clear days before the date appointed for the Appointment General Meeting of the name of each of the Nominees who has submitted a properly completed Nomination Form (**Valid Nominee**) and provide the Members with a copy of the Nomination Statement of each Valid Nominee;
- d. at the Appointment General Meeting there shall be held a separate vote in respect of each Valid Nominee who shall absent himself from the Appointment General Meeting whilst the vote is taken in respect of his appointment. Subject to Article 19(A)e. below,

each Valid Nominee who has been approved by Ordinary Resolution of the Company shall be appointed as a Director; and

- e. where the operation of the foregoing provisions of this Article 19(A) would result in more than the maximum number of directors being appointed than that permitted by the Company's Articles of Association from time to time, priority shall be given first to those with the least prior service as a director of the Company and secondly to those with the longest tenure as Members of the Company.

19(B). Every Director shall hold office only until the end of the next Appointment General Meeting, following which, if they have not been re-appointed, they shall cease to be a Director. There shall be no limit on the number of times that a Member may stand for election or re-election as a Director.

19(C). Regulations 76 to 78 inclusive shall not apply to the Company.

19(D). The words "and that the term of the appointment lasts only until the next Appointment General Meeting" shall be added to the end of Regulation 79 which shall be modified accordingly.

19(E). An Appointment General Meeting of the Company shall be held at least once in every two calendar years."

Signed.....

Director