

The Companies Act 2006

Certificate of Passing of Special Resolutions

of

Fitzmaurice House Limited ("the Company")

At a general meeting of the Company held on 31 August 2021 at 9 Fitzmaurice Place, London, W1J 5JD, the following resolutions were duly passed as special resolutions:

1. That new articles 10 to 13 be added, as set out in the draft revised articles of association presented to the meeting.
2. That new article 24 be added, as set out in the draft revised articles of association presented to the meeting.
3. That new article 29 be added, as set out in the draft revised articles of association presented to the meeting.
4. That the word '*twelve*' be replaced by the word '*ten*' in existing article 30.
5. That the articles of association of the Company be amended by making the following changes with respect to the Treasurer:
 - 5.1 Adding the words '*Except for the Treasurer*' at the beginning of existing article 32.
 - 5.2 Adding new article 41.3 as set out in the draft revised articles of association presented to the meeting.
 - 5.3 Amending existing article 41 by adding the words '*(identifying the current Treasurer, if any)*' after the words '*A list of the existing Council members*'.
 - 5.4 Amending existing article 41 by adding the words '*(excluding those standing for the role of Treasurer)*' before the words '*shall not exceed the number of vacancies*'.
 - 5.5 Adding new article 41.6 as set out in the draft revised articles of association presented to the meeting.
 - 5.6 Adding new articles 45.1, 45.2 and 45.4 as set out in the draft revised articles of association presented to the meeting.
6. That the articles of association of the Company be amended by:
 - 6.1 Adding new article 34 as set out in the draft revised articles of association presented to the meeting; and
 - 6.2 By adding the following words into existing article 41:

'Any Full Member entering their name will at the same time submit to the Chief Executive Officer of the Association a signed copy of the Code of Conduct for Council members.'



7. That existing article 34 be amended by adding the word 'third' where it appears in the draft revised articles of association presented to the meeting.

8. That existing article 34 be amended by adding the following words:

'The candidates with the highest number of votes shall be elected but if there is a tie for the final place, the person to be elected from among the tied votes shall be selected by the Chair. The results of the election shall be announced at the Annual General Meeting by the chair of the meeting.'

9. That the articles of association of the Company be amended as follows:

9.1 Existing article 40(i) shall be amended to read as follows:

'He or she is removed from the Council by a resolution of at least 70% of all the other members of the Council.'

And

9.2 If existing article 40(i) is amended in accordance with the wording in 9.1, new articles 43.3, 44.3, and 45.3 shall be added and the words '*and may remove a Chair*' shall be added into the first sentence of existing article 45, as set out in the revised articles presented to the meeting; otherwise, those additions shall not be made.

10. That the words '*and returnable to the office of the Auditors (who shall act as scrutineers) not less than 24 hours before the time of the Annual General Meeting*' be deleted from existing article 41; and that the following words be added into existing article 41, as set out in article 41.9 in the draft revised articles of association presented to the meeting:

'Before every General Meeting the Council shall appoint an independent person or organisation to verify the election results for all appointments of Council members, including the Treasurer.'

11. That existing article 59 be amended to read as follows:

'The Association may by ordinary resolution at any time remove any Commissioner from office. Subject thereto, a Commissioner shall hold office for a period three years after which they may serve a second term of three years if both the Commissioner and Council agree. A Commissioner may not serve more than six years in total.'

12. That:

12.1 The articles of association of the Company be amended by:

12.1.1 adopting all the other amendments set out in the draft revised articles of association presented to the meeting (except for those amendments subject to separate resolutions 1 to 11); and

12.1.2 by amending all the numbering of the articles (including internal cross referencing) to take account of the amendments made pursuant to resolutions 1 to 11; and

12.1.3 The memorandum of association of the Company be amended in the form presented to the meeting.

The draft revised articles of association presented to the meeting are attached as Appendix 1 to this certificate.

The form of memorandum of association presented to the meeting is attached as Appendix 2 to this certificate.

Signed:.... Katherine O'Flynn

Katherine O'Flynn, Chair

Date:.....September 6th 2021