

No. 819519

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

ARBUTHNOT LATHAM & CO., LIMITED

PASSED 24 MAY 2017

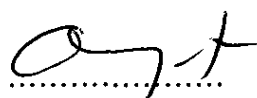
At the Annual General Meeting of Arbuthnot Latham & Co., Limited and held at Arbuthnot House, 7 Wilson Street, London EC2M 2SN on Wednesday 24 May 2017, the following Resolutions were duly proposed and passed as Special Resolutions:

1. THAT the Articles of Association of the Company be amended by deleting Article 10. and substituting the following:

“10. Unless and until otherwise determined by the Company by Ordinary Resolution, the number of Directors shall not be less than three, but there shall be no maximum number. Subject always to the right of Company’s ultimate majority shareholder to elect a Chairman and replace any Chairman elected by the Directors in accordance with the following provisions of this Article, the Directors may elect from their number a Chairman and determine the period for which he is to hold office.”

2. THAT the Articles of Association of the Company be amended by the insertion of an additional Article 10A. as follows:

“Unless and until determined by the Company by Ordinary Resolution, the quorum necessary for the transaction of the business of the directors may be fixed by the Chairman, and unless so fixed shall be three.”


.....
Chairman

THURSDAY



A27 08/06/2017 #28
COMPANIES HOUSE

ARBUTHNOT LATHAM & CO., LIMITED

Minutes of the Fifty Third Annual General Meeting held at
Arbuthnot House, 7 Wilson Street, London EC2M 2SN on
Wednesday, 24 May 2017 at 12.30 p.m.

Present:	Sir Henry Angest	Chairman, Representing Arbuthnot Banking Group PLC - Shareholder
	Mr. S.P. Kelly	Director, Representing Arbuthnot Latham (Nominees) Limited
	Mr. J.R. Cobb	} Directors
	Mr. J.W. Fleming	
	Mr. I.A. Henderson	
	Mr. S.P. Kelly	
	Mr. P. Marrow	
	Sir Michael Peat	
	Mr. A.A. Salmon	
	Mrs. N.L. Smith	Secretary

1. The Secretary reported that a quorum was present and it was agreed that the Notice convening the meeting be taken as read.

2. Financial Statements 2016

Sir Henry Angest proposed, Mr. Kelly seconded and it was unanimously
RESOLVED

THAT the Directors' Report and Financial Statements for the year ended 31
December 2016 be and they are hereby received and adopted.

3. Election of Directors

Sir Henry Angest proposed, Mr. Marrow seconded and it was **RESOLVED**

THAT Mr. J.R. Cobb, who retires by rotation, be and he is hereby re-elected a
Director of the Company.

Mr. Salmon proposed, Sir Michael Peat seconded and it was **RESOLVED**

THAT Mr. I.A. Henderson, who retires under the Articles of Association, be and
he is hereby elected a Director of the Company.

Sir Henry Angest proposed, James Fleming seconded and it was RESOLVED

THAT Ms A. Knight, who retires by rotation, be and she is hereby re-elected a Director of the Company.

4. Re-appointment of Auditors

Sir Michael Peat proposed, Mr. Cobb seconded and it was RESOLVED

THAT KPMG LLP be re-appointed auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and that their remuneration be fixed by the directors.

5. Amendment to Articles of Association

Mr. Salmon proposed, Ms Knight seconded, and it was unanimously RESOLVED that the following amendments to the Articles of Association be approved by way of Special Resolution:

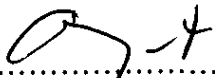
- a. THAT the Articles of Association of the Company be amended by deleting Article 10. and substituting the following:

“10. Unless and until otherwise determined by the Company by Ordinary Resolution, the number of Directors shall not be less than three, but there shall be no maximum number. Subject always to the right of Company’s ultimate majority shareholder to elect a Chairman and replace any Chairman elected by the Directors in accordance with the following provisions of this Article, the Directors may elect from their number a Chairman and determine the period for which he is to hold office.”

- b. THAT the Articles of Association of the Company be amended by the insertion of an additional Article 10A. as follows:

“Unless and until determined by the Company by Ordinary Resolution, the quorum necessary for the transaction of the business of the directors may be fixed by the Chairman, and unless so fixed shall be three.”

6. There being no further business the Chairman declared the meeting closed.


.....
Chairman



For business. For family. For life

ARBUTHNOT LATHAM

Private Bankers

Since 1833

Clauses 1 to 5 of the Company's Memorandum of Association are treated as provisions of the Company's Articles of Association by virtue of Section 28 of the Companies Act 2006 (which came into force on 1 October 2009).