

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

of

ST CATHERINE'S BRITISH SCHOOL

(the **Company**)

Circulated on: 03 October 2022

Passed on: 04 October 2022

We, the undersigned, pass the resolution set out below as a written resolution to have effect as if passed by the Company in general meeting pursuant to section 288 of the Companies Act 2006 and in accordance with the Company's Articles of Association.

SPECIAL RESOLUTION PASSED BY ALL THE MEMBERS OF THE COMPANY

IT IS RESOLVED THAT the Company's Articles of Association shall for a period of six months from the date of this resolution be read as if the following amendments have been made:

- a. Article 5.2 shall be deemed to read:

The Governing Body shall consist of not less than 3 and not more than 15 Governors.

- b. Article 5.5 shall be deemed to read:

The Governors shall comprise a minimum of 3 and a maximum of 15 people appointed by resolution of the Governing Body.

- c. Article 5.7 shall be considered to be deleted in its entirety.

- d. Articles 6.1 to 6.5 shall be considered to be deleted in their entirety.

- e. Article 9.2 shall be deemed to be amended so that it reads:

The quorum for the transaction of the business of the Governing Body may be fixed by the Governing Body and unless so fixed, shall be 50% of Governors (and where there is an odd number of Governors the quorum shall be rounded up) present in person at the meeting except where a Governor or Governors has a Personal Interest in a decision and is subject to the procedure in Article 9.9 in which case the quorum shall be 50% of

the Governors eligible to vote on the decision (and where this is an odd number of Governors the quorum shall be rounded up).

- f. Article 12.6 (which will become Article 11.6) will be deemed to read:

No business shall be transacted at any general meeting unless a quorum is present. A quorum shall be the greater of 50% of the members (and where there is an odd number of members the quorum shall be rounded up) or three of their number entitled to vote being present at the meeting.

- g. The definitions of *Nomination Committee* and *Nominator* shall be considered to be deleted from Article 25.1 (which will become Article 24.1).

It is noted that after the expiry of six months from the date of this resolution the Articles of Association will then apply, subject to the right of all the members of the Company to agree a further extension to these interim provisions for the Company.

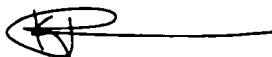
The Company Secretary shall be directed to file this resolution at Companies House.

Sia Braimi

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Athanasia Braimi

04/10/2022

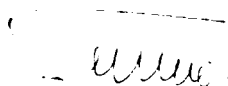
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Date



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Katerina Draper

4/10/22

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Date



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Stavros Taki

04/10/2022

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Date

Notes

Set out above is the form of written resolution which it is proposed should be passed by the members of the Company in accordance with Part 13 of the Companies Act 2006. The resolution is proposed to be passed as a Special Resolution that will be passed by all the members of the Company.

If you wish to signify your agreement to the resolution you must do so by sending to the Company a document which identifies the resolution to which it relates and indicates your agreement to that resolution. The easiest way to do this is to sign, date and return this document. Your agreement, once signified, may not be revoked.

In order for the resolution to be passed, eligible members holding the required majority must have indicated their agreement to the resolution **within 28 days of the Circulation Date set out above.**