

COMPANIES ACT 2006

SPECIAL/WRITTEN/ORDINARY RESOLUTION

Company number: _02795288_____

Company name: _Llandrindod Wells Spa Town Trust Limited_____

On the ____14th__ day of _December__2022____ the following special resolution
was agreed and passed by the members:

Llandrindod Wells Spa Town Trust Limited

Resolution to be voted upon
at the Annual General Meeting
of the 14th of December 2022.

Proposed by Robert Thomas (Director)

The resolution is as follows:

That Article 29(a), Article 32, Article 36 and Article 50 of the Articles of Association should be amended as indicated (changes highlighted in red lettering) in the following pages:

Article 29(a) which reads:

'29. (a) An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

FORM OF PROXY

LLANDRINDOD WELLS SPA TOWN TRUST LIMITED

I
of
being a Member of the above named Company hereby appoint
of
or failing him
of
as my proxy to vote for me and on my behalf at the annual (or extraordinary or adjourned) General meeting of the Company to be held on the day of
19 , and at any adjournment thereof,
Dated this day of 19 .

Signature of Appointer'

should be amended to read:

'29. (a) An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

FORM OF PROXY

LLANDRINDOD WELLS SPA TOWN TRUST LIMITED

I
of
being a Member of the above named Company hereby appoint
of
or failing him
of
as my proxy to vote for me and on my behalf at the annual (or extraordinary or adjourned) General meeting of the Company to be held on the day of
20 , and at any adjournment thereof,
Dated this day of 20 .

Signature of Appointer'

Article 32 which reads:

‘THE BOARD

32. Unless otherwise determined by the Company in General Meeting the number of Directors shall be not less than ten and not more than eighteen.’

should be amended to read:

‘THE BOARD

32. Unless otherwise determined by the Company in General Meeting the number of Directors shall be not less than three and not more than eight.’

Article 36 which reads:

‘RETIREMENT AND ROTATION OF DIRECTORS

36. The Board may from time to time by resolution appoint up to 8 Directors and by resolution remove any Director so appointed.’

should be amended to read:

‘RETIREMENT AND ROTATION OF DIRECTORS

36. The Board may from time to time by resolution appoint up to 5 Directors and by resolution remove any Director so appointed.’

Article 50 which reads:

'PROCEEDINGS OF THE BOARD

50. The Board may from time determine the quorum necessary for the transaction of business but this shall never be less than five Members of the Board for the time being or one-third of the number of Members whichever is the greater.'

should be amended to read:

'PROCEEDINGS OF THE BOARD

50. The Board may from time to time determine the quorum necessary for the transaction of business but this shall never be less than three Members of the Board for the time being or two-thirds of the number of Members of the Board whichever is the greater.'