

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES**

**CHURCHMAN THORNHILL FINCH LIMITED
("Company")**

Written Resolution

14 January 2023

("Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution:

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended by the insertion of a new article 3 to read as follows, and by the consequential renumbering of subsequent articles:

3 COMPANY'S OBJECTS

- 3.1 The objects of the Company are to promote the success of the Company;
- 3.1.1 for the benefit of its members as a whole; and
 - 3.1.2 through its business and operations, to have a material positive impact on (a) society and (b) the environment, taken as a whole.
- 3.2 A Director must act in the way he or she considers, in good faith, most likely to promote the success of the Company in achieving the objects set out in paragraph 3.1 above, and in doing so shall have regard (amongst other matters) to:
- 3.2.1 the likely consequences of any decision of the Directors in the long term and the impact any such decision may have on any such decision may have on any affected stakeholders,
 - 3.2.2 the interests of the Company's employees,
 - 3.2.3 the need to foster the Company's business relationships with suppliers, customers and others,
 - 3.2.4 the impact of the Company's operations on the community and the environment and on affected stakeholders,
 - 3.2.5 the desirability of the Company maintaining a reputation for high standards of business conduct and the impact this has on affected stakeholders, and
 - 3.2.6 the need to act fairly as between members of the Company,

(together, the matters referred to above shall be defined for the purposes of this Article as the "Stakeholder Interests" and each a "Stakeholder Interest").

- 3.3 For the purposes of a Director's duty to act in the way he or she considers, in good faith, most likely to promote the success of the Company, a Director shall not be required to regard the benefit of any particular Stakeholder Interest or group of Stakeholder Interests as more important than any other.
- 3.4 Nothing in this Article express or implied, is intended to or shall create or grant any right or any cause of action to, by or for any person (other than the Company).
- 3.5 The Directors of the Company shall, for each financial year of the Company, prepare and circulate to its members an impact report. The impact report shall contain a balanced and comprehensive analysis of the impact the Company's business has had, in a manner proportionate to the size and complexity of the business. The impact report shall contain such detail as is necessary to enable the members to have an understanding of the way in which the Company has promoted its success for the benefit of its members as a whole and, through its business and operations, sought to have a material positive impact on society and the environment, taken as a whole. If the Company is also required to prepare a strategic report under the Companies Act 2006, the Company may choose to publish the impact report as part of its strategic report and in accordance with the requirements applying to the strategic report.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the resolution.

We, being the eligible members of the Company representing not less than the majority of the total voting rights of eligible members of the Company specified in section 283(1) of the Companies Act 2006, hereby irrevocably agree to the resolution.



Signed by Christopher Churchman

Date: 16/1/2023.



Signed by David Finch

Date: 20.01.2023



Signed by Andrew Robin Thornhill

Date: 16.01.2023

NOTES:

- 1 If you agree with the resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company in one of the following ways:
 - **By hand:** by delivering the signed copy to any director of the company.
 - **By post:** by returning the signed copy by post to the registered office address of the Company.
 - **By email:** by attaching a scanned copy of the signed document to an email and sending it to df@churchmanthornhillfinch.co.uk
 - **By DocuSign:** by applying your electronic signature and selecting "Finish" within DocuSign.
- 2 If you do not agree to the resolution, you do not need to do anything. You will not be deemed to agree to the resolution if you fail to reply.
- 3 If you agree with the resolution, please ensure that your agreement reaches us on or before the date which is 28 days from and including the Circulation Date set out above (the "End Date"). If your agreement reaches us after the end date, it will be ineffective. Further, unless by the End Date sufficient agreement has been received for this resolution to pass, it will lapse.
- 4 Note that, once you have indicated your agreement to the resolution, you may not revoke it.
- 5 If you are signing this document on behalf of a person under a power or attorney or other authority, please send a copy of the relevant power of attorney or authority when returning this document.