

**Company No: 07546874**

**THE COMPANIES ACT 2006**

**A PRIVATE COMPANY LIMITED BY GUARANTEE**

**WRITTEN SPECIAL RESOLUTION**

**OF**

**THE GRYPHON TRUST (the Company)**

**Circulated on 6 January 2022**

We the undersigned, being at least 75% of the Members of the Company for the being entitled to receive notice of, attend and vote at General Meetings, hereby pass the following special resolution and agree that the said special resolution shall for all purposes be valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

**SPECIAL RESOLUTION**

IT IS HEREBY RESOLVED THAT the Articles of Association of the Company be amended as follows:

1. Insert new articles 23A and 23B

23A. *A person may attend a General Meeting by telephone or by any suitable electronic means by which all those participating in the meeting are able to communicate with all other participants.*

23B. *A person so participating by telephone or other communication shall be deemed to be present in person at the meeting and shall be counted in a quorum and entitled to vote. A meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no group which is larger than any other group, where the chair of the meeting is located at that time.*

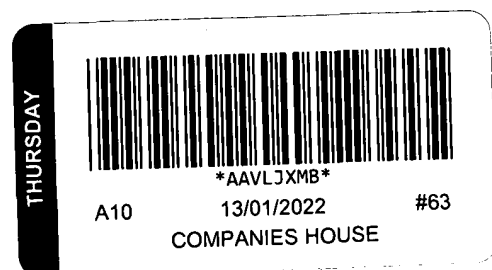
2. Replace the term "Clerk" with "Governance Professional" throughout

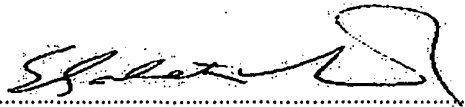
Contents Page 2 and in the following Articles - 1i (2 places), 42, 67, 79, 81 (Heading and 6 places), 84, 99, 109 (2 places), 110 (2 places), 111, 115, 116 and 128.

**AGREEMENT**

Please read the attached notes before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on the circulation date shown above, hereby irrevocably agrees to the Special Resolution.





Elizabeth Cook, Member

Date: 6/1/27

.....

Sarah England

Date:

.....

Mac Hall

Date:

.....

Christopher Martin

Date:

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Elizabeth Cook, Member

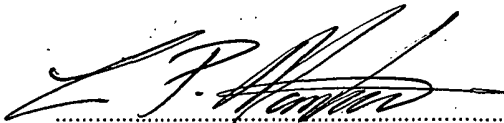
Date:

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Sarah England

Date:

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Mac Hall

Date:

  
.....  
Christopher Martin

Date: 6/1/22

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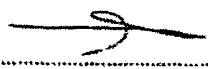
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Elizabeth Cook, Member

Date:

  
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Sarah England

Date: 10/1/2022

.....  
Mac Hall

Date:

.....  
Christopher Martin

Date:

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