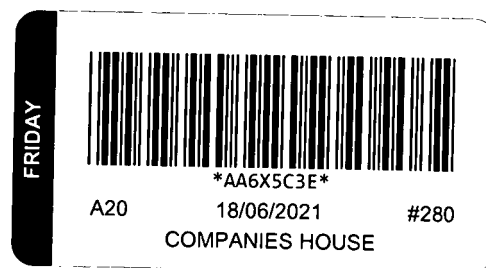


WENTWORTH WOODHOUSE PRESERVATION TRUST
Company Number: 08809187
(the "Company")

The minutes of a meeting of the Board of Trustees of the Company held
Virtually on a zoom link on
Tuesday 20th April, 2021 at 10am

Present: Dame Julie Kenny ("Chairperson")
Duke of Devonshire
Martin Drury
Tim Cooke
John Caldwell
Simon Carr
Rachel Cowper
Andrew Shepherd

In Attendance: Bronwen Knight
Matthew Hirst
Sarah Mcleod
Penny Ramsden
Keeley Stephenson



Preliminary

- 1.1 The Chairperson reported that written notice of the Meeting had been given to all Members/Trustees entitled to receive it.
- 1.2 The Chairperson noted that a quorum was present in accordance with the articles of association of the Company (the **Articles**) and as such declared the Meeting open.

Business of the Members/Trustees resolutions

1. The Chairperson reported it necessary for the Trustees to consider, and if thought appropriate to approve:
 - 1.1 the alterations to the existing Articles (the **Alterations**) in the form presented in order to:
 - 1.1.1 increase the number of permitted Trustees at any one time from 9 (nine) to 13 (thirteen), all of whom must be members and one of whom must be a Nominated Member.
 - 1.1.2 amend the period of office for each Trustee for 12 (twelve) months from the date upon which they are first appointed at the end of which period they shall retire.
 - 1.1.3 subject always to article 14.6.4 each Trustee shall be eligible for reappointment THEREAFTER for us to a further three terms, each of three years and

- 1.1.4 no Trustee shall serve for more than 11 (eleven) consecutive years unless the Trustees consider it to be in the best interests of the Company for a particular Trustee to continue to serve beyond that period and the Trustee is reappointed in accordance with the articles; and
- 1.2 the appointment of Miss Toni Paxford, M/s Bronwen Knight and Mr. Matthew Hirst (the **Appointments**), each of whom consent to their appointment, as additional Trustees of the Company with immediate effect.
2. Accordingly, it was necessary for certain actions to be taken by the Company to effect the Alterations and Appointments, noting that Article 14.6 was not intended to apply to the Nominated Member.
3. It was noted that a special resolution to approve the Alterations and an ordinary resolution to approve the Appointments (the **"Written Resolutions"**) had been circulated to the Members and signed copies had been returned to the Company, held in escrow pending their approval by the Board of Trustees.

Documents Tabled

4. The following documents were produced:
 - 4.1 the signed but undated Written Resolutions held in escrow pending the approval of the Board of Trustees; and
 - 4.2 final form of the Alterations,

together known as (the **"Documents"**).

Consideration of the Documents

8. The Trustees resolved that the Alterations and Appointments were in the best interests of the Company, pursuant to the provisions of section 172(1) of the 2006 Act.
9. After due and careful consideration IT WAS RESOLVED THAT the Documents be and are hereby approved.

Adjournment and Resumption

5. The Meeting adjourned to enable the Written Resolutions to be released from escrow.
6. Upon resumption of the Meeting, **IT WAS ACKNOWLEDGED THAT** the Written Resolutions had been released from escrow and the Alterations and Appointments had been approved.
7. It was resolved that the admission of Miss Toni Paxford, M/s Bronwen Knight and Mr. Matthew Hirst as Members (the **New Members**), each of whom consent to their appointment, be approved by the Trustees and that the names and addresses of the New Members be added to the Register of Members.

Filing and statutory books

8. The Trustees noted that they would need to file relevant returns with the Registrar of Companies, in particular:
 - 8.1 the Written Resolutions; and
 - 8.2 a print of the Alterations.

9. The Trustees noted that they would need to update the Register of Members to record the admission of the New Members.

.....
Trustees

.....
Date

COMPANY NUMBER: 08809187

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

WENTWORTH WOODHOUSE PRESERVATION TRUST (THE "COMPANY")

23rd March 2021 (the "Circulation Date")

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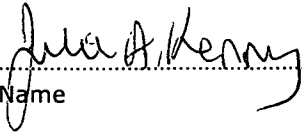
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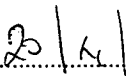
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AGREEMENT

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The undersigned, the members of the Company entitled to vote on the Resolutions on
20th April, 2021 hereby irrevocably agrees to the Resolutions.


Name

 20/4/2021

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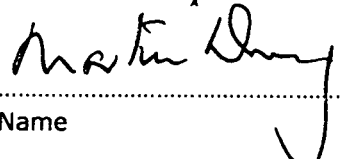
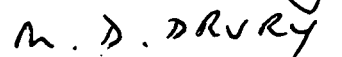
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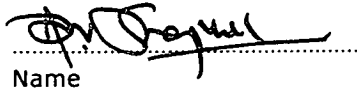
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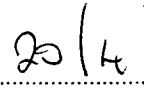
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A.D.W. SHEPHERD

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20th April.....**2021**

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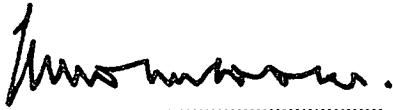
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