

**WRITTEN RECORD OF RESOLUTION OF THE MEMBERS OF  
BEATSON INSTITUTE FOR CANCER RESEARCH ("the Company")**

(Company number: SC084170)

(Scottish charity number: SC006106)

**Circulation Date: 25 March 2020**

**Approval Date: 31 March 2020**

I, the undersigned, being the company secretary/a director of the Company, hereby note that:

- (a) the following resolution, which is to have effect as special resolution of the Company, was placed before the members of the Company in the form of a written resolution on the Circulation Date; and
- (b) the requisite level of consent required to approve the resolution was obtained by the Company on the Approval Date and therefore the resolution was duly passed by the members of the Company on that date.

**Written special resolution**

THAT the provisions of the articles of association of the Company be altered by:

1. The insertion of the following provisions immediately following the existing provisions of article 49 (to be re-numbered):

*"64 The directors shall have discretion to relax the provisions of paragraph 63.3 in circumstances where they consider it to be in the best interests of the company to do so.*

*65 If the board relax the provisions of paragraph 63.3, in line with article 64 above, and a director is re-appointed notwithstanding the fact that he/she has served three consecutive three-year terms, that re-appointment:*

*65.1 shall be subject to a rigorous review and must take into account the need for progressive refreshing of the board of directors; and*

*65.2 must be fully explained within the trustees' annual report;*  
*and*

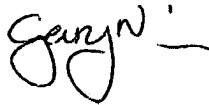
*65.3 must be for a period of no more than two years.*

2. The insertion of the following provision immediately following the existing provisions of article 52 (to be re-numbered), under the heading of 'Office Bearers':



*"69 In consultation with the directors, Cancer Research UK, for so long as it remains a member of the company, shall, by way of written notice appoint any director to the office of Chair.";*

3. The deletion of the words *"a Chair and"* where they appear in the existing provisions of article 53 (to be re-numbered) and the insertion in their place of the word *"any"*;
4. The deletion of the existing provisions of article 54 (to be re-numbered) and the insertion in its place of the following:  
  
*"An individual appointed to the office of Chair in accordance with the provisions of article 69 shall cease to hold that office if he/she ceases to be a director, he/she resigns from that office by written notice to that effect or Cancer Research UK removes him/her from office as Chair, by way of written notice to the company.";* and
5. The insertion of the following provision immediately following the existing provisions of article 54 (to be re-numbered):  
  
*"A person elected to any office, other than the office of Chair, shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.";* and
6. the subsequent re-numbering of the remaining provisions of the articles of association (and any corresponding cross-references) accordingly.



.....  
Company Secretary

Dated: 15 April 2020

**Registered Office**  
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Bearsden  
Glasgow  
G61 1BD