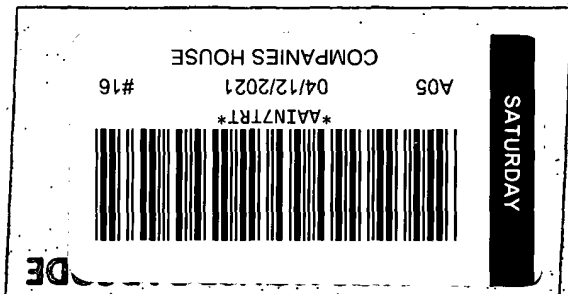


SEPARATOR SHEET



The Companies Act 2006
Company Limited by Guarantee
Special Resolution of Halifax Opportunities Trust Ltd
Company number 04089288

Passed the 24th November 2021

At the General Meeting of the members of the above company, the following Special Resolution was duly passed:

The Articles of Association of the company be modified by special resolution as follows:

(a) Deleting Article 7 and replacing it with the following new article 7:

The Company shall in each calendar year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it. Every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting; the first Annual General Meeting shall be held within eighteen months of incorporation. This meeting can take place in person, online only or as a hybrid event (i.e. combined in person and online).

(b) Deleting Article 9 and replacing it with the following new article 9:

All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings. These meeting can take place in person, online only or as a hybrid event (i.e. combined in person and online).

(c) Adding the following new article 24:

The chairperson may exercise his or her rights to manage the meeting, to pause, interrupt or adjourn in the event of the electronic or technical facilities failing. The chairperson may exercise this right without having to seek the consent of the meeting if seeking consent is not practicable in the circumstances.

(d) Deleting article 26 and replacing it with the following new article 26:

“(a) Organisations having the right to appoint a Board member under article 24 shall be asked every year to confirm or replace their chosen representative to be so appointed.

(b) No Board member may serve as such for longer than fifteen consecutive years (the “Maximum Term”) save where the Board (acting by a majority of not less than 75%) agrees that circumstances exist where it would be in the best interest of the Company for a Board member to serve for a longer period.

(c) Once a Board member has reached their Maximum Term (including any period of extension as above), they will cease to be a Board member and cannot be re-appointed as such for a period of one calendar year thereafter. “

(e) Deleting Article 27 and replacing it with the following new article 27:

"At the first and every Annual General Meeting, one-third of the elected members of the Board of Trustees (those elected under article 24), or if their number is not a multiple of three then the number nearest to one-third, shall retire from office. The members to retire shall be those longest in office since the last election. Regarding members of the Board of Trustees who have been office for the same length of time, the members to retire shall be selected by lot. A retiring Board member shall be eligible for re-election, subject reaching their Maximum Term (as extended in accordance with Article 26), such Individuals may re-stand for re-election after a period of one year has lapsed."

(f) Deleting Article 37 and replacing it with the following new article 37:

Members of the Board of Trustees may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit. These meeting can take place in person, online only or as a hybrid event (i.e. combined in person and online).

(g) Deleting Article 45 and replacing it with the following new article 45:

The Board of Trustees may delegate any of their powers to Sub-Committees consisting of such members of their body and others as they think fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Board of Trustees which regulations shall always include provision for regular and prompt reports to the Board of Trustees. These meeting can take place in person, online only or as a hybrid event (i.e. combined in person and online).

Signed:



Alison Haskins, Company Secretary

24th November 2021