

Freedom Festival Arts Trust (the 'Company')

Company Number 08530799

Written Special Resolution of the Members of the Company

Circulation Date: 26 March 2024

The following resolution is proposed by the Directors of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006 as a special resolution.

Special Resolution

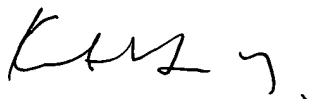
3 The Articles of Association of the Company be amended by deleting the present Article 2.1.1 and replacing it with the following new Article numbers:

*2.1.1 to advance the education of the public in the arts and in particular the arts of performance, music, drama, poetry reading, sculpture, painting, handicrafts and all other associated arts, and to encourage public participation in the said arts by the presentation of concerts, performances, exhibitions and festivals in the City of Kingston upon Hull ("the City") and its environs (including Yorkshire and Lincolnshire) including, but not limited to events which celebrate the history of the City including its contribution to the abolition of slavery through the pioneering work of Hull-born William Wilberforce, provided that the promotion of such events is undertaken solely for the benefit of the public, and

The notes at the end of this document indicate how you can signify your agreement to the above resolutions. Please read those notes.

Each of the undersigned, being a member of the Company entitled to vote on the above resolutions on the first date on which this written resolution is sent or submitted to members of the Company, Hereby Agrees to the above resolutions.

Signed:



Date of signature: 26 / 3 / 24



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Signed:


LOUISE ALFORD.

Date of signature: 26.03.24.

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SALLY CHRISTOPHER

Date of signature: 26th March, 2024

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Date of signature: *28 March 2024.*

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Date of signature:

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2.3 by sending an email to vanessa@freedomfestival.co.uk confirming your agreement to the resolution. Please ensure that the email subject box or the text of the email refers to your name and 'Written resolutions date 22 March 2024'.

A member's agreement to this written resolution, once signified, cannot be revoked.

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- 4 This written resolution will be passed once members representing at least 75% of the total voting rights of the members who would have been entitled to vote on the resolution on the circulation date have signified their agreement to it.

Guidance Notes:

- 1 The 28 day 'lapse' period referred to in 2 and 3 above is the default period under the Act, which applies if no other period is specified in the company's Articles (see section 297).
- 2 It would be usual for a member to signify his or her agreement to the resolution by signing it and returning it in hard copy form to the Company. However, a member can also signify his agreement to the resolution in electronic form.

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Where a document or information is sent by one person on behalf of another, section 1146 does not affect anything in the Company's Articles by which the company specifies that it requires reasonable evidence of the authority of the former person to act on behalf of the latter person.

- 3 A written resolution cannot be used to remove a director or an auditor.
- 4 A copy of the written resolution should be sent to the Company's auditor (section 502). There is a question as to whether the written resolution needs to be sent to the auditor before it is passed. However, it would be prudent and good practice to send the proposed written resolution to the auditor at the same time as it is sent to members. Failure to send a copy to the auditor does not affect the validity of the resolution.

Freedom Festival Arts Trust (the 'Company')

Company Number 08530799

Written Special Resolution of the Members of the Company

Circulation Date: 26 March 2024

The following resolution is proposed by the Directors of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006 as a special resolution.

Special Resolution

1 The Articles of Association of the Company be amended by deleting the present Article 20.1 and replacing it with the following new Article numbers:

*20.1

The Trustees shall have power at any time to appoint any person to be a trustee for a fixed term of four years ("Four Year Term"). On the expiry of his or her Four Year Term, a Trustee may be re-appointed for another fixed term of four years ("Their Second Four Year Term").

20.1.1 For the avoidance of doubt, a Trustee may be re-appointed pursuant to this article only once so that the maximum period of office is eight years. In exceptional circumstances, this could be extended for a limited time by the passing of a formal resolution by the Trustees.

20.1.2 A Trustee must also be a Member and upon his or her appointment as a Trustee shall also consent in Writing to become a member and for his or her name to be entered in the Register of Members.

The notes at the end of this document indicate how you can signify your agreement to the above resolutions. Please read those notes.

Each of the undersigned, being a member of the Company entitled to vote on the above resolutions on the first date on which this written resolution is sent or submitted to members of the Company, Hereby Agrees to the above resolutions.

Signed:



Date of signature: 26/3/24.

Notes:

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Guidance Notes:

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Freedom Festival Arts Trust (the 'Company')

Company Number 08530799

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Circulation Date: 26 March 2024

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Each of the undersigned, being a member of the Company entitled to vote on the above resolutions on the first date on which this written resolution is sent or submitted to members of the Company, Hereby Agrees to the above resolutions.

Signed:


LOUISE ALFORD

Date of signature: 26.03.24

Notes:

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Freedom Festival Arts Trust (the 'Company')

Company Number 08530799

Written Special Resolution of the Members of the Company

Circulation Date: 26 March 2024

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Each of the undersigned, being a member of the Company entitled to vote on the above resolutions on the first date on which this written resolution is sent or submitted to members of the Company, Hereby Agrees to the above resolutions.

Signed:



SALLY CHRISTOPHER

Date of signature: 26th March 2024

Notes:

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Freedom Festival Arts Trust (the 'Company')

Company Number 08530799

Written Special Resolution of the Members of the Company

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Freedom Festival Arts Trust (the 'Company')

Company Number 08530799

Written Special Resolution of the Members of the Company

Circulation Date: 26 March 2024

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Special Resolution

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Signed:



S. Friend.

Date of signature: 26.3.2024

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Freedom Festival Arts Trust (the 'Company')

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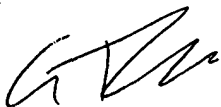
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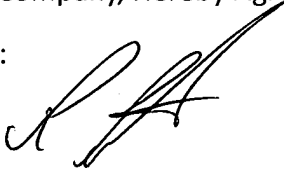
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Signed:



Date of signature:

17/April 2024

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- 3 This written resolution will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date. A member who signs this written resolution and returns to the Company after the expiry of that period will not be regarded as signifying his or her agreement to this resolution.
- 4 This written resolution will be passed once members representing at least 75% of the total voting rights of the members who would have been entitled to vote on the resolution on the circulation date have signified their agreement to it.

Guidance Notes:

- 1 The 28 day 'lapse' period referred to in 2 and 3 above is the default period under the Act, which applies if no other period is specified in the company's Articles (see section 297).
- 2 It would be usual for a member to signify his or her agreement to the resolution by signing it and returning it in hard copy form to the Company. However, a member can also signify his agreement to the resolution in electronic form.

In such a case, the member signifies his or her agreement to it when the Company receives from the member (or someone acting on his or her behalf) an authenticated document.

2.1 identifying the resolution to which it relates and

2.2 indicating the member's agreement to the resolution.

Under section 1146, a document sent in electronic form is sufficiently authenticated.

2.3 if the identify of the sender is confirmed in a manner specified by the Company, or

2.4 where no such manner is specified by the Company if the communication contains or is accompanied by a statement of the identity of the sender and the Company has no reason to doubt the truth of that statement.

Where a document or information is sent by one person on behalf of another, section 1146 does not affect anything in the Company's Articles by which the company specifies that it requires reasonable evidence of the authority of the former person to act on behalf of the latter person.

- 3 A written resolution cannot be used to remove a director or an auditor.
- 4 A copy of the written resolution should be sent to the Company's auditor (section 502). There is a question as to whether the written resolution needs to be sent to the auditor before it is passed. However, it would be prudent and good practice to send the proposed written resolution to the auditor at the same time as it is sent

Freedom Festival Arts Trust (the 'Company')

Company Number 08530799

Written Special Resolution of the Members of the Company

Circulation Date: 26 March 2024

The following resolution is proposed by the Directors of the Company pursuant to Chapter 2 of Part 13 of the Companies Act 2006 as a special resolution.

Special Resolution

1 The Articles of Association of the Company be amended by deleting the present Article 20.1 and replacing it with the following new Article numbers:

***20.1**

The Trustees shall have power at any time to appoint any person to be a trustee for a fixed term of four years ("Four Year Term"). On the expiry of his or her Four Year Term, a Trustee may be re-appointed for another fixed term of four years ("Their Second Four Year Term").

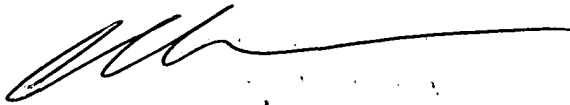
20.1.1 For the avoidance of doubt, a Trustee may be re-appointed pursuant to this article only once so that the maximum period of office is eight years. In exceptional circumstances, this could be extended for a limited time by the passing of a formal resolution by the Trustees.

20.1.2 A Trustee must also be a Member and upon his or her appointment as a Trustee shall also consent in Writing to become a member and for his or her name to be entered in the Register of Members.

The notes at the end of this document indicate how you can signify your agreement to the above resolutions. Please read those notes.

Each of the undersigned, being a member of the Company entitled to vote on the above resolutions on the first date on which this written resolution is sent or submitted to members of the Company, Hereby Agrees to the above resolutions.

Signed:



Date of signature:



Notes:

- 1 This written resolution is first sent or submitted to members of the Company on the circulation date.
- 2 To signify agreement to this written resolution, a member should sign and date this written resolution and return it to the Company within 28 days of the circulation date using one of the following methods:

2.1 by hand delivering the signed copy to Vanessa Nolan, Freedom Festival Arts Trust, Room 905, 9th Floor, 44 Bond Street, Hull, HU1 3EN.

2.2 by post returning the signed copy to Vanessa Nolan, Freedom Festival Arts Trust, Room 905, 9th Floor, 44 Bond Street, Hull, HU1 3EN.

2.3 by sending an email to vanessa@freedomfestival.co.uk confirming your agreement to the resolution. Please ensure that the email subject box or the text of the email refers to your name and 'Written resolutions date 22 March 2024'.

A member's agreement to this written resolution, once signified, cannot be revoked.

- 3 This written resolution will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date. A member who signs this written resolution and returns to the Company after the expiry of that period will not be regarded as signifying his or her agreement to this resolution.
- 4 This written resolution will be passed once members representing at least 75% of the total voting rights of the members who would have been entitled to vote on the resolution on the circulation date have signified their agreement to it.

Guidance Notes:

- 1 The 28 day 'lapse' period referred to in 2 and 3 above is the default period under the Act, which applies if no other period is specified in the company's Articles (see section 297).
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In such a case, the member signifies his or her agreement to it when the Company receives from the member (or someone acting on his or her behalf) an authenticated document.

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Where a document or information is sent by one person on behalf of another, section 1146 does not affect anything in the Company's Articles by which the company specifies that it requires reasonable evidence of the authority of the former person to act on behalf of the latter person.

- 3 A written resolution cannot be used to remove a director or an auditor.
- 4 A copy of the written resolution should be sent to the Company's auditor (section 502). There is a question as to whether the written resolution needs to be sent to the auditor before it is passed. However, it would be prudent and good practice to send the proposed written resolution to the auditor at the same time as it is sent to members. Failure to send a copy to the auditor does not affect the validity of the resolution.