

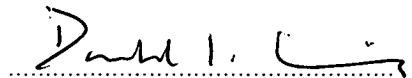
FOUNDATION OF HEARTS LIMITED

(No. SC387126)

SPECIAL RESOLUTION

At an annual general meeting of the Company duly convened and held at Tynecastle Park, Gorgie Road, Edinburgh on 16 December 2021, the following resolution was duly passed as a special resolution:

"THAT the articles of association of the Company be amended as set out in the Appendix to this notice."


Donald Cumming
Director



Appendix: amendments to the Articles of Association

The amendments to the Articles of Association made by the special resolution are as follows:

- (a) in article 15.3:
 - (i) after "notice in writing signed", insert "(or endorsed in such other manner as may be specified by the directors for the purpose)"; and
 - (ii) after "addressed to the Company,", insert "or sent to the Company by such other means as may be specified by the directors for the purpose,";
- (b) in article 17A:
 - (i) for "one of their number", substitute "any director or former director (provided such former director is a member)"; and
 - (ii) insert at the end: "Any person appointed as director of member' affairs shall not, by reason only of such appointment, be a director of the Company for any of the purposes of the Act or these Articles, nor shall he have, by reason only of such appointment, any of the powers or duties of a director except in so far as specific powers or duties may be vested in him by the directors as aforesaid. The directors may at any time change the designation or title of any person appointed under this article.";
- (c) in article 26.1, insert after "for all purposes: ", subject to the proviso that if the general meeting is adjourned under article 27 of the Model Articles due to the absence of a quorum, two members present in person or by proxy and entitled to attend and vote shall be a quorum at the continuation of the adjourned meeting. Model Article 27(1) shall be amended by the insertion, after "adjourn it", of the words ", save in the case of a meeting convened on the requisition of members, where the meeting shall be dissolved.""