



Roehampton Club Members Limited (the “Company”) Notice of Annual General Meeting (the “Meeting”)

Notice is hereby given that the thirty second **Annual General Meeting** of the shareholders of the Company will be held at the Clubhouse, Roehampton Club, Roehampton Lane, London, SW15 5LR on **24 August 2020 at 6.30pm** to transact the business set out below.

The health and safety of our members is our priority in making arrangements for this Meeting. In light of the ongoing Covid-19 pandemic, and taking into account recent legislation and guidance, unfortunately the decision has been made that you will **not** be able to attend the Meeting in person. However, you will be able to vote on the Resolutions below via appointment of a proxy, and watch and listen to proceedings virtually. Please see further details in the “Notes” overleaf.

Ordinary Business

1. To receive and consider the Report and Accounts for the year ended 31 December 2019.
2. To re-appoint BDO LLP as auditors of the Company and to resolve that their remuneration be agreed by the Directors.

Special Business

3. To consider and if thought fit pass the following as a Special Resolution:
That Article 130 of the Company’s Articles of Association be amended with immediate effect by the deletion of the existing wording in full and its replacement with the following:

Proof that an envelope containing a hard copy notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice sent by electronic means was transmitted by the sender and properly addressed shall be conclusive evidence that the notice was given. A hard copy notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted. A notice contained in an electronic communication shall be deemed to be given at the expiration of 24 hours after the time it was sent.

4. To consider and if thought fit pass the following as an Ordinary Resolution:
That Vivien Harris be re-appointed as a Director of the Company.
5. To consider and if thought fit pass the following as an Ordinary Resolution:
That Martin Lock be re-appointed as a Director of the Company.
6. To consider and if thought fit pass the following as an Ordinary Resolution:
That Henrietta O’Shea be appointed as a Director of the Company.
7. To consider and if thought fit pass the following as an Ordinary Resolution:
That Charles Shiplee be re-appointed as a Director of the Company.

By order of the Board
Mrs P Morgan
Company Secretary
27 July 2020

Registered Office: Roehampton Club, Roehampton Lane, London, SW15 5LR
Registered No: 2389907

NOTES:

1. Safeguarding the wellbeing of Members is of utmost importance to us. Considering this, and the Government's guidance relating to the control of the Covid-19 pandemic, the Company's ability to hold the Meeting in the usual format is significantly impacted.
2. The Meeting will be held at the Club premises with a limited number of members present (and observing social distancing) to ensure that the Meeting is quorate and that the business of the Meeting can be conducted effectively.
3. Unless otherwise specifically agreed in writing with the Chief Executive in advance, Members should not attend the Meeting in person, nor should they appoint a proxy to do so unless that proxy has permission to attend the Meeting in person. Any Member or proxy seeking to attend the Meeting without such permission will be refused admittance.
4. Arrangements are being made to allow Members to watch and listen to the Meeting on the internet. Expressions of interest to watch and listen on line are being sought. Please email membership@roehamptonclub.co.uk or telephone reception on 0208 480 4200 to register your interest. The Club cannot however guarantee that these arrangements will function sufficiently to allow any Member or Members to watch and listen to the Meeting and any problems in this respect will not invalidate the proceedings at the Meeting. In any event, you will not be able to participate in the Meeting in this way, and your presence via the virtual platform will not count as formal attendance at the Meeting.
5. As the vast majority of Members will not be able to attend in person, you are strongly encouraged to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting.
6. A proxy need not be a member of the Company but must attend the Meeting to represent you. Please only appoint the Chairman of the Meeting (or any other person who has been given specific permission to physically attend the Meeting) as your proxy.
7. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. (You may not appoint more than one proxy to exercise rights attached to any one share.)
8. Details of how to appoint the Chairman of the Meeting or another person as your proxy are set out in the notes to the proxy form which the Company has produced for this Meeting. Additional forms, if required, are available for collection at Reception at the Clubhouse, Roehampton Club, Roehampton Lane, London, SW15 5LR, or can be sent to a Member in hard copy or electronically on request. Any requests should be sent to the postal or email address specified in Note 9 below.
9. In order to appoint a proxy the relevant form must be sent or delivered to the Company either:
 - a) by post to the Roehampton Club, Roehampton Lane, London, SW15 5LR, marked for the attention of the Company Secretary; or
 - b) by email to membership@roehamptonclub.co.uk;in each case so as to be received by no later than 48 hours before the scheduled start of the Meeting.
10. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.