



THE EXETER GOLF AND COUNTRY CLUB LIMITED

WEAR HOUSE
COUNTRESS WEAR
EXETER
DEVON
EX2 7AE

(registered number 00228045)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting (**Meeting**) of The Exeter Golf and Country Club Limited (**Company**) will be held at Exeter Golf and Country Club, Countess Wear, Exeter, Devon, EX2 7AE on 9th November at 12:00pm for following purposes:

ORDINARY BUSINESS

1. Apologies for absence.
2. Approval of minutes of the AGM held on 10th November 2018.
3. To transact, if any, any other ordinary business notified six weeks before the meeting in accordance with the Companies Act.

To approve the following resolutions as ordinary resolutions:

4. To receive and approve the accounts for the year ended 31st March 2018 and the reports of the Directors and Auditors thereon.
5. To re-elect a Director of the Company who retires by rotation: William Gannon
6. To re-elect a Director of the Company who retires by rotation: Peter Lacey
7. To re-elect a Director of the Company who retires by rotation: Matthew lee Davey

SPECIAL BUSINESS

To approve the following resolution as a special resolution:

8. That with effect from the conclusion of the Meeting the draft articles of association produced to the meeting and, for the purposes of identification only, initialled by the Chairman be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

By order of the Board

C Jones

General Manager, The Exeter Golf and Country Club Ltd

12th October 2019

Explanation of the special resolution set out above (adopting the same numbering)

8. The Company is proposing to adopt new articles of association in substitution for the existing articles of association. The principal changes introduced by the new articles of association are summarised in a comprehensive note, which can be found at <http://exetergcc.co.uk/annual-general-meeting-2019>.

The full text of the new articles can be found at <http://exetergcc.co.uk/annual-general-meeting-2019>. The proposed new articles of association will also be available for inspection at the annual general meeting at least 15 minutes prior to the start of the meeting and up until the close of the meeting.

Notes to the Notice of the Annual General Meeting

Appointment of proxies

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at an annual general meeting of the Company and you should have received a proxy form with this notice of the Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

Appointment of proxy using hard copy proxy form

4. The notes to the proxy form explain how to direct your proxy how to vote on each resolution, or withhold their vote.
5. To appoint a proxy using the proxy form, the form must be:
 - completed and signed;
 - sent or delivered to the Company at Exeter Golf and Country Club, Countess Wear, Exeter, Devon, EX2 7AE; and
 - received by the Company no later than forty-eight hours before the commencement of the Meeting.
6. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Electronic appointment of proxies

7. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by sending the completed and signed form to irene.gilbert@exetergcc.co.uk. For an electronic proxy appointment to be valid, your appointment must be received by the Company no later than forty-eight hours before the commencement of the Meeting.
8. This email address in the paragraph above, irene.gilbert@exetergcc.co.uk, should not be used for any other purposes unless expressly stated.

Changing proxy instructions

9. To change your proxy instructions, simply submit a new proxy appointment using the methods set out above. Please note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
10. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Irene Gilbert either by sending an email to the email address at paragraph 7 (above) or by writing to Irene Gilbert at the address at the beginning of this notice.
11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

12. In order to revoke a proxy instruction, you will need to inform the Company using one of the following methods:
 - By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Irene Gilbert at Exeter Golf and Country Club, Countess Wear, Exeter, Devon, EX2 7AE. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
 - By sending an e-mail to irene.gilbert@exetergcc.co.uk
13. In either case, the revocation notice must be received by the Company no later than no later than twenty-four hours before the commencement of the Meeting.
14. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, then, subject to the paragraph directly below, your proxy appointment will remain valid.
15. Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Communication

16. Except as provided above, members who have general queries about the Meeting should email Irene Gilbert at irene.gilbert@exetergcc.co.uk (no other methods of communication will be accepted).
17. You may not use any electronic address provided either in this notice of annual general meeting or any related documents (including the proxy form), to communicate with the Company for any purposes other than those expressly stated.