

SCOTTISH FENCING LIMITED

Company Number SC265956

SPECIAL RESOLUTION OF MEMBERS

Proposed Amendment to the Articles of Association

1. Resolution

It is hereby RESOLVED as a Special Resolution pursuant to the Companies Act and the Articles of Association of the Company that the Articles be amended as follows:

2. Amendment to Article [15] – Composition of the Board

Current wording:

“The maximum number of Directors shall be nine, of which seven shall be Elected Directors and up to two may be Independent Directors appointed by the Elected Directors.”

Proposed wording:

“The maximum number of Directors shall be ten, of which six shall be Elected Directors and up to four may be Independent Directors appointed by the Elected Directors. Independent Directors shall be selected to ensure a broad range of skills and experience, including but not limited to Human Resources, Marketing, and Commercial expertise.”

3. Amendment to Article [18] – Appointment of Independent Directors

Current wording:

“The Elected Directors may appoint up to two Independent Directors on such terms and for such period as they think fit. Any such appointment must be approved by Members at the next Annual General Meeting.”

Proposed wording:

“The Elected Directors may appoint up to four Independent Directors on such terms and for such period as they think fit. Independent Directors’ appointments should aim to ensure a diverse range of professional expertise relevant to the Company’s operations.”

4. Rationale

This amendment is intended to enhance the effectiveness of the Board by ensuring a balanced mix of elected membership representation and independent professional expertise to support strategic decision-making and governance.

5. Implementation

The amendment shall take effect immediately upon approval by Members via Special Resolution at the next Annual General Meeting (AGM) or Extraordinary General Meeting (EGM).

6. Approval

This resolution shall be approved by a majority of the votes cast by Members entitled to vote, in accordance with the Articles and applicable law.

We, the undersigned Members of Scottish Fencing Limited, hereby approve this Special Resolution:

Name of Member	Membership Number	Signature	Date
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Chair of the Meeting: _____

Date: _____