

HEREFORDSHIRE CRICKET LIMITED

Member Resolutions

The following member resolutions were passed at a General Meeting of the Company held by remote zoom call on Wednesday 14 October 2020

1. Subject to the passing of special resolutions 2 and 3, the Company shall merge with Herefordshire County Cricket Club to form a single body responsible for cricket in Herefordshire as follows:
 - going forward, the Company shall be the single body responsible for cricket in Herefordshire;
 - each existing member of Herefordshire County Cricket Club shall become a member of the Company for the purposes of s. 112 of the Companies Act 2006; and
 - in consideration of the Company facilitating the merger, Herefordshire County Cricket Club shall transfer, and the Company shall acquire, the assets and liabilities (if any) of Herefordshire County Cricket Club for £1,

(all together the “**Merger**”);
2. Subject to the passing of special resolutions 1 and 3, the Articles of Association attached at Appendix 2 to this notice shall be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company; and
3. Subject to the passing of special resolutions 1 and 2, any one or more directors of the Company shall be given the authority to do all such acts and things and agree and execute on behalf of the Company all such documents to which the Company is a party and all other documents as may be required in order to implement the Merger.