

THE YORKSHIRE COUNTY CRICKET CLUB LIMITED
(the "Club")

NOTICE OF EXTRAORDINARY GENERAL MEETING ("EGM")

Notice is given that an EGM of the Club will be held at Headingley Cricket Ground, Leeds LS6 3BU in the East Stand Long Room on Thursday 31 March at 6pm to consider and vote on the resolutions set out below, which are being proposed as special resolutions:

1. THAT the Rules of the Club be amended by inserting the following Rule as Rule 19.16:

19.16 Lord Patel of Bradford is appointed as a member of the Board and as Chair, and Mr Paul Hudson is appointed as a member of the Board and as acting Chief Executive Officer, in each case with effect from the time of registration of this Rule 19.17 under the Acts until:

19.16.1 (in the case of Lord Patel's appointment as Chair only) the appointment of a new Chair pursuant to rule 18.2; and

19.16.2 (otherwise) the earlier of:

19.16.2.1 (in the case of Mr Hudson only) the appointment of a new Chief Executive Officer; and

19.16.2.2 (in the case of each person's appointment as a Board member only): (i) the termination of his Board membership pursuant to Rule 18.4 and (ii) the end of the third annual general meeting following the registration of this Rule 19.16.

Rules 18.1, 19.1 to 19.5 and 19.7 to 19.10 shall apply in respect of each person's eligibility for re-election, and in respect of any such re-election, upon the termination of his Board membership. Save as expressly provided by this Rule 19.16, it shall have effect notwithstanding any other provision in the Rules.

2. THAT with effect from the time when the amendment to the Rules set out at resolution 1 above shall take effect on registration:
 - (a) the Club ratifies, affirms, approves and adopts as acts of the Club each of the actions taken by each of Lord Patel, Paul Hudson, Trevor Strain and Neil Hartley on behalf of, or purportedly on behalf of, the Club between 5 November 2021 and the end of this meeting (inclusive); and
 - (b) the Club absolutely, irrevocably and unconditionally releases and waives each of Lord Patel of Bradford, Paul Hudson, Trevor Strain and Neil Hartley from any and all liability that any of them has or may have to the Club and any and all claims the Club has now or may have at any time against them in connection with any acts or omissions of any of them between 5 November 2021 and the end of this meeting (inclusive) in the exercise or purported exercise of their functions as members (or purported members) of the Board, to the extent that any such acts or omissions amounted to a breach or breaches of their duties as Board members or purported Board members.
3. THAT the Rules of the Club be amended in the manner set out in the appendix to this Notice.

By Order of the Club

Paul Hudson
Club Secretary

8 March 2022

Registered office:

The Yorkshire County Cricket Club Limited
Headingley Cricket Ground
Leeds
LS6 3BU

NOTES:

- 1.1 A member may exercise their proxy vote by use of the online voting facility on the email containing notice of the meeting. Alternatively, a member may appoint another person as proxy to exercise all or any of his/her rights to attend, speak and vote at the meeting. A proxy must be a member of the Club entitled to attend and vote at a general meeting. The appointment of a proxy will not preclude a member from attending and voting in person at the meeting.
- 1.2 To be effective, any proxy voting needs to be either on the electronic voting facility or by using a proxy form. For those voting using a proxy form, it must be completed, signed and sent:
- 1.2.1 by post to the Yorkshire County Cricket Club, Headingley Cricket Ground, Leeds LS6 3BU marked for the attention of the Club Secretary; or
 - 1.2.2 during normal business hours/between the hours of 9.30 am and 5.30 pm on any weekday (Saturdays, Sundays and bank or public holidays in England excepted) by hand to the Yorkshire County Cricket Club, Headingley Cricket Ground, Leeds LS6 3BU marked for the attention of the Club Secretary; or
 - 1.2.3 to paul.hudson@yorkshireccc.com, as specified in the accompanying proxy form
- in each case so as to be received not later than 5pm on Tuesday 29 March 2022 or, if the meeting is adjourned, not less than 48 hours before the time appointed for holding any adjourned meeting.
- 1.3 Any proxy forms may be sent by electronic means to the electronic address specified in the accompanying proxy form and will not be validly received by the Club if they are sent to any other electronic address. Only proxy forms will be validly received at that address. No electronic address set out in this notice, the accompanying proxy form or any other document relating to the meeting may be used for the purpose of sending information or documents to the Club, including documents or information relating to proceedings at the meeting, except as provided in this Note 1.3. Any electronic communication received by the Club that is found to contain any virus will not be accepted.
- 1.4 Only persons over the age of 18 and who have held a membership for more than twelve consecutive months on 31 March 2022 are permitted to vote.

APPENDIX

PARTIAL AMENDMENT TO THE RULES OF YORKSHIRE COUNTY CRICKET CLUB

Rule 8.5.1 be amended by the substitution of the words "Nominations Committee" for "Board".

Rule 12.1.1 be amended by the addition of the following words immediately after "in each year" : "(save in the case of 2022, when the Annual General Meeting shall be held no later than 31 May 2022)".

Rule 14.2 be amended by the insertion of the words "the Deputy Chair or failing them" after the words "or unable to act , then", and replacing the words "If no" in the final sentence with the words "If neither the Deputy Chair nor any other".

Rule 16 is retitled "President , Chief Executive and Managing Director of Cricket".

Rules 16.1 be amended by the substitution of the words "Nominations Committee" for "Board".

Rule 16.2 be amended by the substitution of "three" for "two" and inserting the following words at the end of the rule: ", save only where the members in general meeting by a special resolution decide otherwise."

Rule 16.3 be amended by the replacement of the words "the Board" with the words "a candidate nominated by the Nominations Committee whose nomination is approved by the Board"

New rules 16.5 to 16.7 (inclusive) be added as follows :

"16.5 A Chief Executive and a Managing Director of Cricket may be appointed from time to time by the Board.

16.6 The Chief Executive and Managing Director of Cricket shall be employees of the Club who shall be appointed for such period, on such terms and conditions and with such powers and duties as the Board shall decide from time to time.

16.7 The Board may at its discretion create such other roles to be filled as it shall consider to be appropriate or beneficial to the running of the Club. Any person appointed to any such role may be removed by the Board as it sees fit."

Rules 17.1 be amended by the substitution of the word "Acts" for "Deregulation (Industrial and Provident Societies) Order 1996".

Rules 17.2 be amended by the substitution of the word "Acts" for "section 7 of the Friendly and Industrial and Provident Societies Act 1968".

Rule 18.1 be amended by the substitution of "twelve" for "ten", the deletion of the words " all of whom shall be paid up voting members of the Club" and the insertion of the following:

"18.1.1 The Board shall comprise :

18.1.1.1 so long as they are appointed, the Chief Executive Officer and the Managing Director of Cricket, each of whom shall, subject to Rule 19.6, be Board members by virtue of holding the relevant position;

18.1.1.2 up to two Board members elected from the Club's membership in accordance with Rules 19.3 and 19.9 and subject to the following. If there are more than two applicants for these member designated roles on the Board, the Nominations Committee (in their absolute discretion) shall consider the applications and recommend which two Members shall be proposed as the candidates for election;

18.1.1.3 up to 8 persons are to be nominated by the Nominations Committee as independent Non-Executive Directors. The Non-Executive Directors' responsibilities shall be specified by letters of appointment whose terms shall be subject to the approval of the Board from time to time. Before making any such nomination, the Nominations Committee shall seek to satisfy itself that each such candidate is able to exercise independent judgement and that there are no relationships or circumstances which are likely to impair, or which could appear to impair, the director's independent judgement.

18.1.2 The candidates for Board membership nominated pursuant to Rules 18.1.1.2 and 18.1.1.3 shall be submitted to election pursuant to a vote of the Members at the first annual general meeting following their nomination in accordance with Rule 19.6 save for the first candidates to be approved following the adoption of these rules in 2022 who may be appointed pursuant to the process set out in Rule 18.1.3. For the avoidance of doubt, no such candidate's appointment to the Board shall take effect unless and until they are elected by the Members.

18.1.3 If the number of Board members for the time being becomes less than the quorum required under Rule 20.2, the Nominations Committee shall nominate a candidate for appointment to the Board in accordance with the procedure under which the person previously occupying the position which has become vacant had been appointed, save that:

18.1.3.1 the vote of the members under Rule 18.1.2 shall take place at an extraordinary general meeting to be convened by the Board as soon as is practicable following the Board's approval of the Nomination Committee's recommendation (rather than at an annual general meeting);

18.1.3.2 the recommendation of the Board under Rule 19.6 shall be made in the circular provided to Members in advance of that extraordinary general meeting (rather than in its annual report for consideration at the following annual general meeting), and the resolution to approve their appointment shall be considered at that extraordinary general meeting (rather than at an annual general meeting);

18.1.3.3 the deadline for submission of nominations under Rule 19.3 shall be determined by the Nominations Committee at its discretion (rather than the deadline specified by Rule 19.3); and

18.1.3.4 the appointment of any Board member by this procedure shall take effect from the date of the extraordinary general meeting at which they are elected, rather than the annual general meeting prescribed by rule 19.7.

18.1.4 If the Members decline to elect a candidate recommended by the Board for election pursuant to Rule 18.1.3, the procedure under Rule 18.1.3 shall be repeated as many times as is necessary until the Board becomes quorate or the occurrence of the next annual general meeting, whichever is the earlier.

18.1.5 In the event that the number of Board members for the time being is less than the quorum required, the remaining Board members (in respect of the Board) and the remaining Nomination Committee members (in respect of the Nominations Committee) shall constitute a quorum and shall in each case have power and authority to take the steps prescribed by Rule 18.1.3. So long as the Board members comply with Rule 18.1.3, they shall have authority and power to transact the business of the Board until the number of Board members is again sufficient to constitute a quorum."

A new rule be inserted as 18.5 as follows :

"18.5 The Board shall elect a Deputy Chair from its number who shall serve on an annual basis but shall be eligible for re-election provided that they remain a Board member. The Deputy Chair shall preside in the absence of the Chair and shall generally assist and support the Chair in in the execution of their role and otherwise as the Board and the Chair sees fit from time to time."

Rule 19.1 shall be deleted and replaced with the following :

"19.1.1 The Club shall have a Nominations Committee which shall be a stand-alone committee of the Club and its duties are:

19.1.1.1 recommending to the Board suitable candidates as independent Non-Executive Directors under Rule 18.1.1.3;

19.1.1.2 proposing to the Board suitable Members as candidates for Board membership under Rules 18.1.1.2 and 18.1.3;

19.1.1.3 proposing persons for election as President under Rules 16.1 and 16.3 and Vice-Presidents under Rule 8.5.1;

19.1.1.4 periodically reviewing the process for election of Board members and proposing any changes to the Board that they feel are necessary or desirable, which in each case the Board shall consider in good faith;

19.1.1.5 ensuring that the process for election and appointment in each case is open and transparent.

19.1.2 The Board shall appoint a Nominations Committee consisting of:

- (i) the President (if in office);
- (ii) the Chair (if in office);
- (iii) the Deputy Chair provided that they are an independent non-executive Director; and
- (iv) up to three further independent Non-Executive Directors, who shall be appointed by the Board.

19.1.3 The Board shall ensure that the Nominations Committee shall always have a majority of independent non-executive directors at all times.

19.1.4 The Club Secretary shall be permitted to attend meetings of the Nominations Committee in a non-voting but speaking role.

19.1.5 The quorum for a meeting of the Nominations Committee shall be four of its members provided also that there shall be a majority of independent Non-Executive Directors. Where only four members are in attendance, voting must be unanimous for a nomination to be passed. Where five are present, then four votes are required to approve a nomination.

19.1.6 The term of office of each category of member of the Nominations Committee shall be as follows :

19.1.6.1 (as regards the President, Chair and, if applicable, Deputy Chair) for so long as they hold the relevant office;

19.1.6.2 (otherwise) for the period of three years from their appointment subject always to their being in office as Board members and unless removed from the Nominations Committee by a resolution of the Board.

19.1.7 The Board shall appoint another independent Non-Executive Director as soon as practicable to fill a casual vacancy among the appointed members of the Nominations Committee, who shall serve on the Nominations Committee for the remainder of the three-year term of their predecessor."

Rule 19.3 be deleted and replaced with the following:

"Nominations from members for election of members to the Board in accordance with Rule 18.1.1.2 shall be in writing on the prescribed form available from the Secretary and must include a written synopsis in a form prescribed by the Nominations Committee from time to time in which the applicant outlines their skills, competencies and experience and the qualities which they feel they have to offer towards the management of the Club's affairs. Such written submissions must be delivered to the registered office of the Club by post or email not later than noon on 31 December in the year immediately preceding the date on which the relevant Board vacancy is due to arise, or any other date and time notified by the Nominations Committee from time to time. Each such nomination must be signed by no fewer than 20 members eligible to vote."

A new rule 19.6 be inserted and the remaining rules renumbered accordingly.

"19.6 Once it has received nominations from the Nominations Committee (and, if applicable, from Members in accordance with Rules 18.1.1.2 and 19.3) the Board shall, in its annual report for consideration at each annual general meeting at which a vacancy in respect of a Board appointment under Rule 18.1.1.2 and/or Rule 18.1.1.3 is due to arise, propose those nominated candidates for election by the Members. The Members will vote on whether to approve each proposed appointment by ordinary resolution. "

Old rule 19.6 (new rule 19.7) shall be deleted and replaced with the following:

" 19.7 Subject to the exceptions stated below, each Board member shall serve for a term of three years commencing from the annual general meeting in which they are appointed and shall not be eligible for re-election for more than two additional consecutive three-year terms without taking a break from office of one twelve month period or, if less, the period from one annual general meeting to the next annual general meeting. The exceptions to the defined term limits are:

19.7.1 a Board member may serve on the Board for a maximum of twelve years if appointed as Chair;

19.7.2 the Chair shall be appointed for a maximum of six years subject to rule 19.7.1;

19.7.3 the Chief Executive Officer and the Managing Director of Cricket may serve on the Board for as long as they hold the relevant office;

19.7.4 in exceptional circumstances and at the decision of the Board (in its absolute discretion), a Board member or the Chair may hold office for a further year than their stated term;

19.7.5 the Board has discretion to consider how best to retain a director's skills and experience once they have completed their maximum term including as non-voting Board advisors, mentors or sub-committee members. "

Old Rules 19.9 and 19.10 (new Rules 19.10 and 19.11) shall be amended by the insertion of the following sentence at the beginning of the Rule:

"This rule applies only to candidates seeking election as Board members pursuant to Rule 18.1.1.2."

Old Rule 19.7.2 (new Rule 19.8.2) shall be amended by the replacement of the words "Board member" for the word "Director".

Old rules 19.11, 19.15 and 19.16 shall be deleted and the remaining rules renumbered accordingly.

A new rule 19.15 be inserted as follows :

"19.15 Where there is a casual vacancy on the Board caused by death of any Board member, or the termination or cessation of their Board membership in accordance with these Rules (but where the number of directors is sufficient to constitute a quorum), then:

19.15.1 if the departing Board member was the Chief Executive Officer or Managing Director of Cricket, the Board shall appoint a suitable candidate to fill that casual vacancy as soon as is practicable; and

19.15.2 in any other case, the Nominations Committee shall as soon as is practicable nominate a suitable candidate to fill the vacancy and shall ensure, as far as is practicable, that the candidate satisfies the requirements of the Rule (namely Rule 18.1.1.2 or 18.1.1.3, as applicable) under which the departing Board member had been appointed."

A new rule 19.17 be inserted as follows :

"19.17.1 A Board member shall cease to be a member of the Board upon the passing of a two-thirds majority resolution by the Board to the effect that they should cease to be a member of the Board.

19.17.2 A Board member may be removed from office as such and from any office they shall hold by a special resolution passed by a two-thirds majority of members voting at a general meeting of the members convened in accordance with the requirements of these Rules."

Rule 20.2 be amended by deleting the words "non-executive directors" and substituting the words "Board members (of which two shall be Non-Executive Directors)."

Rule 20.3 be amended by the insertion of the words "the Deputy Chair shall preside. Failing that, " immediately before the words "the Board members".

Rule 27.1 shall be amended by the deletion of the words "and with the consent of the Trusts referred to in Rule 19.14".

Rule 33 shall be amended by the insertion of the following definitions where they fall alphabetically:

"Deputy Chair" means the Board member elected as Deputy Chair pursuant to Rule 18.5;

"Non-Executive Director" means a Board member appointed as a Non-Executive Director pursuant to Rules 18.1.1.3 and 18.1.3;