

# RESOLUTION 1

Lord Patel and Mr Hudson are not currently formally appointed to the Board. The appointments therefore need to be regularised. This resolution will confirm their appointment for a finite period, replicating the existing provisions of the Rules as closely as possible to produce the same result, as would have occurred had their appointments been valid. The final paragraph ensures that, although Lord Patel and Mr Hudson will have been appointed by a unique procedure, the Rules will otherwise ordinarily apply as regards their re-election.

This resolution also seeks to confirm their appointments as Chair and Chief Executive Officer in accordance with the same principles.

# RESOLUTION 2

Limb (a) of the resolution addresses the uncertain position of the Club as a result of the potential invalidity of the actions purportedly taken on its behalf since 5 November 2021. If passed, this will place the Club on a more stable footing, mitigating the danger of unresolved issues creating complications in the future.

Limb (b) of the resolution seeks to release the directors from liability resulting from the invalidity of their actions or appointment since 5 November 2021. This reflects the fact that they have acted in good faith throughout, and is intended to give them confidence that they can proceed with Club business without the threat or distraction of litigation. It covers a finite period of fewer than three months, and you are referred to Schedule 1 for a detailed account of their actions in this period.

This resolution remains conditional upon the rule change to be effected by resolution 1 to avoid any inconsistencies between the members' decisions, or any illogical result.

It is a legal requirement of effective ratification that the members have received full disclosure of the circumstances relevant to the acts they are asked to ratify. The board members consider that they have fully and fairly disclosed those circumstances in Schedule 1 to this letter, and you are asked to read it carefully.

# RESOLUTION 3

This resolution seeks to enact the amendments to the Rules described in section A(ii) of this letter. If you have any questions about the technical features of these amendments, contact details are provided in the following section of this letter. In summary:

1. the extension of the period in 2022 for calling the AGM to take into account this EGM process and to allow the accounts to be validly received and approved by the Board (rule 12.1.1).
2. the extension to the term of the President to three years (rule 16.2).
3. the amendments to rule 18.1 facilitate the appointment of non-executive directors, the ex-officio Board membership of the Chief Executive Officer and the Managing Director of Cricket and the ability to appoint up to two Club members to the Board, while providing for membership oversight over non-executive directors Board membership;
4. further amendments to rule 18.5 to ensure that in the event that the number of directors falls below that required to form a quorum, steps are taken to convene an EGM to fill the vacancies, and to permit the remaining directors to form a quorum until that has taken place;
5. the new rule 18.5 introduces the role and prescribes the functions of the Deputy Chair;
6. the amendment to rule 19.1 is intended to ensure independent oversight and the avoidance of any bias in the nominations process by giving primary responsibility for nominations to non-executive directors which accords with the relevant requirements of Sport England's Code of Governance (Tier 3 requirements);
7. the amendment to rule 19.3 restricts the member nomination process to the election of members in line with the enhanced functions of the Nominations Committee, and simplifies the process for nomination by lowering the threshold nomination requirement from 30 members to 20;
8. the new rule 19.7 introduces the longer and more clearly fixed tenure of Board members in line with the objectives described in section A(ii) of this letter;
9. the removal of old rule 19.11 is a conforming amendment reflecting the new nomination and appointment process and the enhanced role of the Nominations Committee;
10. the removal of rule 19.15 and the amendment of rule 27.1 reflects the agreement of the Graves Trusts that their right of approval over Board appointments and Rule amendments is no longer necessary or desirable; and
11. the removal of rule 19.16 reflects the fact that this less formal nomination process is no longer necessary or desirable following the broader governance overhaul undertaken by these amendments.