

**IMPORTANT INFORMATION - IMPACT OF THE COVID-19 PANDEMIC ON THE AGM**

In light of the evolving Coronavirus (COVID-19) pandemic, the Board has been monitoring closely the rapidly changing situation. The health of our members, employees and stakeholders remains extremely important to us and accordingly, the Board has taken into consideration the compulsory 'Stay at Home' measures published by the UK Government. These measures currently provide that public gatherings of more than two people are not permitted unless the gathering is 'essential for work purposes'. Attendance at an annual general meeting by a member, other than one specifically required to form the quorum for that meeting, is not 'essential for work purposes' under those measures. Regrettably therefore, members are requested not attend the AGM to be held on 24<sup>th</sup> July 2020 and the Company will be unable to allow entry to anyone seeking to attend the AGM in person. As noted below, Members should instead vote by proxy. Our advisers have also been requested not to attend.

The Company will convene the AGM with the minimum necessary quorum as per Article 27 of the Articles of Association (which the Company will facilitate). The Company will include all valid proxy votes (whether submitted electronically or in hard copy form) in its polls at the AGM and the Chair of the meeting will call for a vote on each resolution. The Company accordingly requests that shareholders submit their proxy votes in respect of the resolutions as set out in this Notice, electronically or by post in advance, in accordance with the instructions set out in this Notice.

Members should submit their votes via proxy as early as possible, and Members are requested to appoint the Chair of the meeting as their proxy. If a Member appoints someone else as their proxy, that proxy will not be able to attend the AGM in person or cast the members' vote.

**NATIONAL COUNCIL FOR HYPNOTHERAPY LIMITED**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of National Council For Hypnotherapy Limited (the "Company") will be held at 27-28 Eastcastle Street, London, W1W 8DH on Friday the 24<sup>th</sup> July 2020 at 11am for the purpose of considering the following resolutions.

**ORDINARY BUSINESS**

1. To receive and adopt the financial statements and reports of the directors of the Company (the "Directors") for the financial period ended 31 March 2020.
2. To re-appoint C H Financial as the accountants of the Company until the next Annual General Meeting.
3. To re-elect Lorraine Jean McReight as Director of the Company who is retiring by rotation in accordance with the Company's articles of association.
4. To elect Marc Johnson as a director of the Company who has put himself forward for election.

BY ORDER OF THE BOARD

Cargil Management Services Limited  
Company Secretary

Registered Office: 27/28 Eastcastle Street  
London  
W1W 8DH

Dated 29 June 2020

## NATIONAL COUNCIL FOR HYPNOTHERAPY LIMITED

### Notes:

- 1 Given the current Coronavirus (COVID-19) situation, and to ensure adherence to current Government requirements, attendance in person at the meeting will not be possible this year. Shareholders are requested to appoint the Chairman of the meeting as his or her proxy as any other person so appointed will not be permitted to attend the meeting. The below notes are to be read subject to this COVID-19 related proviso.
- 2 A member entitled to attend and vote at the meeting convened by this notice is entitled to appoint a proxy to exercise all or any rights to attend, speak and vote at the meeting. The proxy need not also be a member of the company. A form of proxy can be filled in online on the National Council for Hypnotherapy Limited's website at <http://www.hypnotherapists.org.uk/agm/>. Alternatively, if you would prefer to send in a form of proxy by hand, please fill in the proxy form below.
- 3 To be effective, completed forms of proxy and the power of attorney or other authority (if any) under which they are signed or a copy of that power or authority certified notarially or in accordance with the Powers of Attorney Act 1971 must be lodged in accordance with the instructions printed thereon, not later than 22 July 2020.
- 4 Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting in person should he wish to do so.

**NATIONAL COUNCIL FOR HYPNOTHERAPY LIMITED**

**FORM OF PROXY**

I/We ..... (name in full)

of .....

hereby appoint the Chairman of the Meeting or ..... (delete as appropriate) as my/our proxy to attend, to speak and to vote in respect of the shares registered in my/our name(s) at the Annual General Meeting of National Council For Hypnotherapy Limited to be held on Friday **24 July 2020 at 11am** and at any adjournment thereof.

	<b>Ordinary Business - Ordinary Resolutions</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
1	To receive and adopt the financial statements and reports of the directors of the Company (the "Directors") for the financial periods ended 31 March 2020.			
2	To re-appoint C H Financial as the accountants of the Company until the next Annual General Meeting			
3	To re-appoint Lorraine Jean McReight as a Director of the Company who retires by rotation in accordance with the Company's articles of association.			
4	To elect Marc Johnson as a director of the Company who has put himself forward for election.			

Please indicate with an "X" how you wish your vote to be cast. If you do not indicate how you wish your Proxy to use your vote on any particular matter the Proxy will exercise discretion as to how to vote or whether to abstain from voting.

Signature(s) or Common Seal:

.....

Dated: .....

This proxy may be completed and sent by electronic means using the approved proxy form found on The National Council for Hypnotherapy Ltd's website at <http://www.hypnotherapists.org.uk/agm/>.

**Notes on completion:**

## NATIONAL COUNCIL FOR HYPNOTHERAPY LIMITED

**This proxy may be completed and sent by electronic means using the approved proxy form found on The National Council for Hypnotherapy Ltd's website at <http://www.hypnotherapists.org.uk/agm/>.**

1. Given the current Coronavirus (COVID-19) situation, and to ensure adherence to current Government requirements, attendance in person at the meeting will not be possible this year. Shareholders are requested to appoint the Chairman of the meeting as his or her proxy as any other person so appointed will not be permitted to attend the meeting. The below notes are to be read subject to this COVID-19 related proviso.
2. 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 a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
3. 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.
4. A proxy does not need to be a member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the space provided. If you sign and return this proxy form with no name inserted in the space, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
5. You may not appoint more than one proxy.
6. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. If no voting indication is given, 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.
7. To appoint a proxy using the proxy form enclosed, the form must be:
  - completed and signed;
  - sent or delivered to MSP Secretaries Limited, 27/28 Eastcastle Street, London, W1W 8DH
  - alternatively, the completed proxy form can be scanned and emailed to [misp@mispsecretaries.co.uk](mailto:misp@mispsecretaries.co.uk); and received by MSP Secretaries Limited no later than **22 July 2020**.
8. In the case of a member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
9. **Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form and received by the registrars.**
10. 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.