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NATIONAL COUNCIL FOR HYPNOTHERAPY LIMITED

(Company number: 03195906; the '**Company**')

WRITTEN RESOLUTION OF THE DIRECTORS

We, the undersigned, being all of the directors being eligible to vote on the relevant matters set out in this document (the "**Directors**") RESOLVE pursuant to Article 73 and Model Article 8 of the articles of association of the Company that these written resolutions are passed as resolutions of the Directors with effect from execution hereof.

Unless stated otherwise, reference to an Article in this written resolution is reference to an existing Article of Association of the Company. Reference to "**CA2006**" is reference to the Companies Act 2006. Reference to a "**Model Article**" is reference to an Article set out in SI 2008/3229 Schedule 2.

(A) Background and purpose of meeting

1. The Company's Annual General Meeting ("**AGM**") is planned to take place on 27 November 2026.
2. The Directors want to modernise the Company's Articles which, inter alia, includes formally exemption the Company from some provisions of the Model Articles for private companies limited by guarantee, and amend the director re-election by members cycle so that directors appointed by a resolution of the Board stand for election by members at the AGM following their appointment, and then at each fifth AGM thereafter.
3. The Company's existing Articles contain entrenched provisions; these are not being changed by the proposal to adopt new Articles, however, the Company needs to file a statement of compliance if the new Articles are adopted and so the Board needs to confirm that it is willing to endorse and agree that the entrenched Articles in the existing Articles are not being amended and so endorse the statement of compliance. This statement is a requirement of CA2006 section 24.
4. Finally, as a matter of good order, the Board wishes to resolve formally to approve the Notice of AGM being sent to members and the associated key date schedule.

(B) Conflict of interest

The Directors note for the record that, notwithstanding any interests, each Director is entitled to count towards the quorum present and to vote on any of the matters in which they are interested pursuant to Company Article 79 and Model Article 14.

(C) Documents and information presented to the meeting

The following documents are tabled at the meeting:

- The Notice of AGM and form of proxy (the "**Notice**")
- The proposed Articles for adoption at the AGM (the "**New Articles**")

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The schedule of key dates associated with the AGM (the "**Schedule**") are:

Date of AGM =	Fri 27-Nov-26
Proxy deadline =	Wed 25-Nov-26
Last day of clear period =	Thu 26-Nov-26
First day of clear period =	Fri 06-Nov-26
Date of Notice =	Thu 05-Nov-26
Deemed delivery (days) =	2
Day of posting =	Tue 03-Nov-26

Summary of entrenched Articles

	Article No (2018)	**Article No (proposed)**
One Member one GM vote	37	22.3
How to deal with entrenched terms*	44	28.1
Dissolution	90	5

* This article is not entrenched but has been retained unchanged.

(D) RESOLUTIONS

IT IS HEREBY RESOLVED by the Directors of the Company that:

1. Having reviewed the Schedule, the Schedule is agreed and hereby approved;
2. The Director wish to call an AGM of the Company on 27 November 2026 in accordance with the Schedule and the Notice has been reviewed and agreed and is hereby approved for release to the members of the Company;
3. The New Articles have been reviewed and agreed, and the New Articles are hereby approved for presentation at the AGM on 27 November 2026 for the purpose of adoption at that AGM; and
4. The Directors agree that the entrenched Articles present in the existing Articles of the Company are retained in the New Articles and so, if the New Articles are approved by the members of the Company for adoption at the AGM on 27 November 2026, then the Company can then properly make the statement of compliance required by CA2006 section 24.

This written resolution may be signed in counterpart (as permitted by Company Article 73 and Model Article 8(1)).

Signed by:
Marc Johnson
CE2124F835084C6...
Marc Johnson, Director
Date: 03 November 2026

Signed by:
Natalie Nunn
6895E51AA70D472...
Natalie Nunn, Director
Date: 03 November 2026

Signed by:
B5E49521F0744E1...
Susan Pitman, Director
Date: 03 November 2026

Docusign Envelope ID: B19E94E8-D88F-8DFD-8368-A856EE9695CC

NATIONAL COUNCIL FOR HYPNOTHERAPY LIMITED (Company number 03195906)

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 North Wales and Chester Clinical Wellness Centre, Deeside Enterprise Centre, Rowley's Drive, Shotton, Flintshire CH5 1PP and via Zoom* on Friday 27 November 2026 at 10.00 a.m. for the purpose of considering the following resolutions.

(* The address for those members wishing to attend the Annual General Meeting by Zoom will be available from https://www.hypnotherapists.org.uk/agm/ closer to the date of the meeting.)

ORDINARY BUSINESS

ORDINARY RESOLUTIONS

1. To receive and adopt the financial statements and reports of the directors of the Company for the financial period ended 31 March 2026.

2. To re-appoint C H Financial as the accountants of the Company until the next Annual General Meeting, and the Directors are authorised to fix the remuneration of the auditor.

3. To re-elect Marc Lee Johnson as Director of the Company who is retiring by rotation in accordance with the Company's Articles of Association and, being eligible, has put himself forward for election.

SPECIAL BUSINESS

SPECIAL RESOLUTION

4. THAT, the articles of association produced to the Annual General Meeting 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.

BY ORDER OF THE BOARD

Cargil Management Services Limited
Company Secretary

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

Dated: 3 November 2026

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NATIONAL COUNCIL FOR HYPNOTHERAPY LIMITED (Company number 03195906)

Notes:

1 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.

2 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 10.00 am on 25 November 2026.

3 Completion and return of a form of proxy will not preclude a member from attending and voting at the meeting in person should a member wish to do so.

4 A copy of the articles of association proposed for adoption by resolution 4 is available at: URL

Docusign Envelope ID: B19E94E8-D88F-8DFD-8368-A856EE9695CC

NATIONAL COUNCIL FOR HYPNOTHERAPY LIMITED (Company number 03195906)

FORM OF PROXY

I/We …… (Member(s) 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 my/our name(s) at the Annual General Meeting of National Council For Hypnotherapy Limited to be held at North Wales and Chester Clinical Wellness Centre, Deeside Enterprise Centre, Rowley's Drive, Shotton, Flintshire CH5 1PP (or via Zoom) on Friday 27 November 2026 at 10.00 a.m. and at any adjournment thereof.

	Ordinary Business Resolutions 1 to 3 are proposed as Ordinary Resolutions.	**FOR**	**AGAINST**	**ABSTAIN**
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 2026.			
2	To re-appoint C H Financial as the accountants of the Company until the next Annual General Meeting, and to fix the remuneration of the auditor.			
3	To re-elect Marc Lee Johnson as Director of the Company who is retiring by rotation in accordance with the Company's Articles of Association and, being eligible, has put himself forward for election.			
	Special Business Resolution 4 is proposed as a Special Resolution.			
4	THAT, the articles of association produced to the Annual General Meeting 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.			

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:

……

Date: ……

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

Docusign Envelope ID: B19E94E8-D88F-8DFD-8368-A856EE9695CC

NATIONAL COUNCIL FOR HYPNOTHERAPY LIMITED (Company number 03195906)

Notes on completion:

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

1. 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.

2. 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.

3. 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.

4. You may not appoint more than one proxy.

5. 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.

6. 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 cosec@msporg.co.uk; and received by MSP Secretaries Limited no later than 10.00 am on 25 November 2026.

7. 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.

8. 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.

9. 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.

Docusign Envelope ID: B19E94E8-D88F-8DFD-8368-A856EE9695CC

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

NATIONAL COUNCIL FOR HYPNOTHERAPY LIMITED

Company No 03195906

ARTICLES PROPOSED FOR ADOPTION AT THE COMPANY'S ANNUAL GENERAL MEETING

ON 27 NOVEMBER 2026

Docusign Envelope ID: B19E94E8-D88F-8DFD-8368-A856EE9695CC

CONTENTS

CLAUSE

1. Interpretation 3
2. Object 6
3. Powers 6
4. Income 7
5. Winding up or dissolution 7
6. Guarantee 7
7. Unanimous decisions 8
8. Calling a directors' meeting 8
9. Quorum for directors' meetings 8
10. Casting vote 9
11. Directors' conflicts of interest 9
12. Directors education and training 9
13. Records of decisions to be kept 10
14. Delegation 10
15. Committees 10
16. Number of directors and director retirement 10
17. Termination of director’s appointment 11
18. Secretary 12
19. Change of company name 12
20. Membership 12
21. Removal of a Member 13
22. Votes of members 14
23. Attendance and Speaking at General Meetings 14
24. Annual General Meeting 14
25. Quorum at a general meeting 14
26. Poll votes 15
27. Proxies 15
28. Resolutions 15
29. Means of communication to be used 16
30. Rules 17
31. Audit 17
32. Application of surplus 17

Docusign Envelope ID: B19E94E8-D88F-8DFD-8368-A856EE9695CC

33. Borrowing from Members 18
34. Social accounting and reporting 18
35. Registers 18
36. Indemnity and insurance 18

Docusign Envelope ID: B19E94E8-D88F-8DFD-8368-A856EE9695CC

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
NATIONAL COUNCIL FOR HYPNOTHERAPY LIMITED (the "Company")
(Adopted by special resolution passed on [DATE])

Interpretation, objects and limitation of liability

1. Interpretation

1.1 In these Articles, unless the context otherwise requires:

Act: means the Companies Act 2006;

Acts: means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the Company;

Articles: means the Company's articles of association for the time being in force;

bankruptcy: includes insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

Board of Directors: means all those persons appointed to perform the duties of directors of the Company;

Business Day: means any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business;

Cooperative Principles: refers to the principles of voluntary and open membership, democratic member control, member economic participation, autonomy and independence, education, training and information, and concern for the community;

Conflict: means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company;

clear days: means the number of days required by the ‘clear day rule’ given in section 360 of the Act;

Docusign Envelope ID: B19E94E8-D88F-8DFD-8368-A856EE9695CC

director: means a director of the Company and includes any person occupying the position of director, by whatever name called;

document: includes, unless otherwise specified, any document sent or supplied in electronic form;

electronic form: has the meaning given in section 1168 of the Act;

Eligible Director: means a director who would be entitled to vote on the matter at a meeting of directors (but excluding in relation to the authorisation of a Conflict pursuant to Article 11, any director whose vote is not to be counted in respect of the particular matter);

Entrenched: meaning given by section 22 of the Act;

Member: means a person whose name in entered in the Register of Members of the Company and **Membership** shall be construed accordingly; and

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles and reference to a numbered "**Model Article**" is a reference to that article of the Model Articles;

ordinary resolution: has the meaning given in section 282 of the Act;

participate: in relation to a director's meeting, has the meaning given in Model Article 10;

proxy notice: has the meaning given in Model Article 31;

secretary: means the secretary of the Company and any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

special resolution: has the meaning given in section 283 of the Act;

subsidiary: has the meaning given in section 1159 of the Act;

The Cooperative: means the Company in its support of Cooperative Principles.

writing: means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context

Docusign Envelope ID: B19E94E8-D88F-8DFD-8368-A856EE9695CC

otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.

1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

1.4 A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.

1.5 Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.

1.6 Any word following the terms **including**, **include**, **in particular**, **for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

1.7 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles.

1.8 The following Model Articles shall not apply to the Company:

(a) 1 (Defined terms);

(b) 2 (Liability of Members);

(c) 8 (Unanimous decisions);

(d) 9(1) (Calling a directors' meeting);

(e) 11(2) (Quorum for directors' meeting);

(f) 13 (Casting vote);

(g) 14 (1), (2), (3) and (4) (Conflicts of interest);

(h) 17(2) (Methods of appointing directors);

(i) 21 (Applications for membership);

(j) 22 (Termination of membership);

(k) 30(2) (Poll votes);

(l) 31(1)(d) (Content of proxy notices);

(m) 35 (Company seals);

(n) 38 (Indemnity);

(o) 39 (Insurance).

1.9 Model Article 3 (Directors' general authority) shall be amended by the insertion of the words "in accordance with its objects" after the words "the management of the Company's business".

Docusign Envelope ID: B19E94E8-D88F-8DFD-8368-A856EE9695CC

1.10 Model Article 20 shall be amended by the insertion of the words "and the secretary" before the words "properly incur".

2. Object

The object for which the Company is established is to carry out its objects as set out in Clause 3 of the Company's Memorandum of Association (dated 22 April 1996), the marketing of members' professional services. These services are related to the provision of hypnotherapy, including supervision, training, continuing education, support, and assessment of competence and accreditation of practitioners.

3. Powers

In pursuance of the object set out in Article 2, the Company has the power to:

(a) buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company;

(b) borrow and raise money in such manner as the directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Company's property and assets;

(c) lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary;

(d) lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the directors, affect or advance the principal object in any way;

(e) pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company and to contract with any person, firm or company to pay the same;

(f) enter into contracts to provide services to or on behalf of other bodies;

(g) provide and assist in the provision of money, materials or other help;.

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(h) open and operate bank accounts and other facilities for banking;

(i) incorporate subsidiary companies to carry on any trade; and

(j) do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the object set out in Article 2.

4. Income

4.1 The income and property of the Company from wherever derived shall be applied solely in promoting the Company's objects.

4.2 Nothing in these Articles shall prevent any payment in good faith by the Company of:

(a) reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;

(b) any interest on money lent by any Member or any director at a reasonable and proper rate;

(c) reasonable and proper rent for premises demised or let by any Member or director; or

(d) reasonable out-of-pocket expenses properly incurred by any director.

5. Winding up or dissolution

The Cooperative is a common ownership enterprise. In the event of the winding up or dissolution of the Cooperative the liquidator shall first, according to law, use the assets of the Cooperative to satisfy its debts and liabilities. Any balance of assets remaining may not be distributed among the Members but shall be transferred to some other common ownership co-operative(s) or to a charitable organisation. If such residual assets cannot be distributed in this manner they shall be transferred to some other organisation(s) whose purpose is to promote and support the Co-operative Movement, common ownership enterprises or to Co-operatives UK (or any body that succeeds to its function). This article is entrenched in accordance with section 22 of the Acts; any alteration to this article requires the approval of 100% of the Members.

6. Guarantee

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for

(a) payment of the Company's debts and liabilities contracted before they cease to be a Member,

(b) payment of the costs, charges and expenses of the winding up, and

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(c) adjustment of the rights of the contributories among themselves.

Directors

7. Unanimous decisions

7.1 A decision of the directors is taken in accordance with this article when all Eligible Directors indicate to each other by any means that they share a common view on a matter.

7.2 Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing.

7.3 A decision may not be taken in accordance with this article if the Eligible Directors would not have formed a quorum at such a meeting.

8. Calling a directors' meeting

8.1 Any director may call a directors' meeting by giving not less than four Business Days' notice of the meeting (or such lesser notice as all the directors may agree) to the directors or by authorising the secretary (if any) to give such notice.

8.2 Notice of any meeting of the directors must indicate the date, time, and place of the meeting and, if the directors participating in the meeting will not be in the same place, how they will communicate with each other.

8.3 The Board of Directors may, at its discretion, invite other persons to attend its meetings with or without speaking rights and without voting rights. Such attendees will not count towards the quorum.

9. Quorum for directors' meetings

9.1 The quorum necessary for the transaction of business at a meeting of the Board of Directors shall be 50% of the directors or 2, whichever is the greater.

9.2 If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision:

(a) to appoint further directors; or

(b) to call a general meeting so as to enable the Members to appoint further directors.

Docusign Envelope ID: B19E94E8-D88F-8DFD-8368-A856EE9695CC

10. Casting vote

10.1 If the numbers of votes for and against a proposal at a meeting of directors are equal, the chairperson or other director chairing the meeting shall not have a casting vote.

11. Directors' conflicts of interest

11.1 Whenever a Director has a personal, financial or material interest, whether directly or indirectly, in a matter to be discussed at a meeting and whenever a Director has an interest in another unincorporated body, firm, partnership or corporate body whose interests are reasonably likely to conflict with those of the Company in relation to a matter to be discussed at a meeting, notwithstanding matters relating to the terms of business of the Company, they must:

(a) Declare the nature and extent of the interest before the discussion begins on the matter;

(b) Withdraw from that part of the meeting unless expressly invited by the Chair of the meeting to remain;

(c) Not be counted in the quorum for that part of the meeting;

(d) Withdraw during the vote and have no vote on the matter.

11.2 Provided that nothing in this Article shall prevent a Director from counting towards the quorum for Board meetings and voting in respect of their own contract of employment or in respect of bonus or other payments to Members.

11.3 Subject to anything to the contrary in these Articles:

(a) In accordance with (but subject to) the Companies Acts, the Board of Directors may give authorisation in respect of a situation in which a Director has, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company; and

(b) In authorising a situation the Board of Directors may decide, whether at the time of giving the authorisation or subsequently, that if the conflicted Director has obtained any information through his involvement in the situation otherwise that as a Director and in respect of which they owe a duty of confidentiality to another person, the Director is under no obligation to disclose that information to the Company where to do so would amount to a breach of confidence.

12. Directors education and training

12.1 In accordance with the Cooperative Principle of education, training and information, before accepting a position as director an individual must agree to undertake training during their first year of office as deemed appropriate by

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the Company. This training will include information on the roles and responsibilities of being a director of a company.

13. Records of decisions to be kept

13.1 Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

13.2 Model Article 15 replaced by: "The directors must ensure that the Company (including meetings of the Board of Directors and committee meetings) keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors; the record needs to include the names of the people present and the reason(s) for the decision made."

14. Delegation

14.1 Model Article 5(1) is replaced by: "Subject to these Articles, the directors may delegate any of the powers which are conferred on them under these Articles to any person or committee consisting of Members of the Company, by such means, to such an extent, in relation to such matters and on such terms and conditions as they think fit.".

15. Committees

15.1 To the end of Model Article 6, the following requirement is added: "All acts and proceedings of any sub-committee must be fully and promptly reported to the Directors."

16. Number of directors and director retirement

16.1 The Company shall have a Board of Directors comprising not less than two directors.

16.2 The maximum number of directors serving on the Board of the Company shall be determined by a general meeting of the Company from time to time.

16.3 Subject to the provisions of Article 16.4, a director must also be a Member.

16.4 In addition, the Board of Directors may appoint up to two external independent directors ("**EIDs**") who need not be Members and are selected for their particular skills and/or experience. Such EIDs shall serve a fixed period determined by the Board of Directors at the time of the appointment (such period shall be no longer than five years), subject to a review at least every 12 months. Subject also to Article 16.6, EIDs may be removed from office at any time by a resolution of the Board of Directors.

Docusign Envelope ID: B19E94E8-D88F-8DFD-8368-A856EE9695CC

16.5 The Board of Directors may at any time fill a casual vacancy on the Board by co-option. Such co-opted individuals must be Members of the Company and will hold office as director only until the next Annual General Meeting of the Company.

16.6 In the case where a director is appointed by a decision of the directors (in accordance with Model Article 17(1)(b)), such director will stand down at the Company's first Annual General Meeting following their appointment and being willing and eligible for re-appointment shall stand for re-appointment at that Annual General Meeting (their "**Initial Re-appointment**"). This Article 16.6 shall apply to EIDs.

16.7 At every fifth Annual General Meeting of the Company following (i) their successful Initial Re-appointment, or (ii) the general meeting of the Company where the director was last re-appointed, each director shall retire and being willing and eligible for re-appointment, shall stand for re-appointment as a director of the Company. This Article 16.7 counts the number of Annual General Meetings before a director is due to stand at the director's fifth Annual General Meeting from the last general meeting at which the director stood for re-appointment or Initial Re-appointment even if that general meeting took place before the adoption of these Articles of Association.

16.8 A retiring director who is not re-appointed shall retain office until the close of the meeting at which the director retires.

16.9 A Director may also choose to retire at any point in their tenure by giving three months' written notice to the Secretary of the Company.

17. Termination of director's appointment

17.1 In addition to the provisions of Article 16, Model Article 18 and sections 168 and 169 of the Act, a person ceases to be a director of the Company in the event of the following:

(a) That person is absent from 3 meetings of the Board of Directors during a continuous period of 12 months without special leave of absence granted by the Board of Directors and the other directors pass a resolution that he has by reason of such absence been vacated office;

(b) That person has received a unanimous vote of lack of confidence from the other directors;

(c) That person ceases to be a Member (unless they are an EID).

17.2 All directors agree to ensure that, when they leave office through retirement, termination or removal, all material relevant to their office is up to date and

Docusign Envelope ID: B19E94E8-D88F-8DFD-8368-A856EE9695CC

available to the remaining Directors. All documents and materials relating to the Company shall be returned.

18. Secretary

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

19. Change of company name

The name of the Company may be changed by:

(a) a decision of the directors; or

(b) a special resolution of the Members,

or otherwise in accordance with the Act.

Members: becoming and ceasing to be a member

20. Membership

20.1 The Company shall admit to Membership any natural person that:

(a) applies to the Company using the application process approved by the directors; and

(b) is approved by the directors. The directors may prescribe criteria for Membership of the Company but shall not be obliged to accept persons fulfilling those criteria as Members.

20.2 No natural person shall be admitted into membership of the Company unless they have attained the age of 16. All those wishing to become a Member must support the aims of the Company and applications for membership shall be in a form approved by the directors and the directors have approved each application.

20.3 All Members agree to attend General Meetings and take an active interest in the operation and development of the Company and its business. Members have a duty to respect the confidential nature of the business decisions of the Company.

20.4 The Company shall provide potential Members with information about what the role of a Member is within the Company.

20.5 A Member shall cease to be a Member of the Company immediately that they:

(a) Cease to meet the Company's criteria for membership; or

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(b) Fail in the opinion of the Board of Directors unreasonably to pay any fee or other monies due to the Company; or

(c) Resign in writing to the Secretary; or

(d) Are expelled from membership in accordance with these Articles; or

(e) Die or become mentally incapable of managing their own affairs.

20.6 Upon termination under this Article, the rights and privileges of a Member shall not be transferable or transmissible.

21. Removal of a Member

21.1 A Member may be expelled from membership by a Member-proposed resolution stating that it is in the best interests of the Company that the membership is terminated. A resolution to remove a Member from membership may only be passed if:

(a) The Member has been given at least 21 days' notice in writing of the general meeting at which the resolution to expel them will be proposed and the reasons why it is to be proposed; and

(b) The Member or their nominated representative (who need not be a Member of the Company) has been allowed to make representations to the general meeting.

21.2 The Directors may terminate the Membership of any Member without that Member's consent by giving the Member written notice if, in the reasonable opinion of all of the Directors plus the Standards Officer, that Member:

(a) is guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or any or all of the Members and Directors into disrepute; or

(b) has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole; or

(c) has failed to act in accordance with the terms of the Articles and/or the *NCH Code of Conduct, Performance and Ethics*,

The notice to the Member must give the Member the opportunity to be heard in writing or in person as to why his membership should not be terminated. The Directors must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the directors to terminate the Membership of a Member.

21.3 A Member whose Membership is terminated under this Article 21 shall not be entitled to a refund of any subscription or Membership fee (if any) and shall remain liable to pay to the Company any subscription or other sum owed by them.

Docusign Envelope ID: B19E94E8-D88F-8DFD-8368-A856EE9695CC

Decision making by members

22. Votes of members

22.1 Subject to the Act, at any general meeting:

(a) every Member who is present in person (or by proxy) shall on a show of hands have one vote; and

(b) every Member present in person (or by proxy) shall on a poll have one vote.

22.2 In the case of an equality of votes, whether on a show of hands, poll or other means arranged by the directors, the chair shall not have a second or casting vote and the resolution shall be deemed to have been lost. For the avoidance of doubt, votes and polls may be conducted electronically or by any means the Board considers appropriate.

22.3 In accordance with the Cooperative Principle of democratic member control, each Member shall have one vote on any resolution to be decided in general meeting. This Article 22.3 is entrenched in accordance with section 22 of the Acts; any alteration to this article requires the approval of 100% of the Members.

23. Attendance and Speaking at General Meetings

23.1 Model Article 23 is amended by the addition of a new sub-article: “The chair of the meeting may permit other persons who are not Members of the Company to attend and speak at general meetings.”

24. Annual General Meeting

24.1 The Company shall in each calendar year hold a general meeting which shall be an Annual General Meeting. Every Annual General Meeting shall be held not more than 15 months after the previous Annual General Meeting.

24.2 The Directors shall call an Annual General Meeting giving no less than 21 clear days' notice.

24.3 The notice calling an Annual General Meeting must clearly and explicitly identify the general meeting as being an Annual General Meeting of the Company.

25. Quorum at a general meeting

25.1 Model Article 24 shall be amended by adding to the end of Model Article 24: “Unless amended by special resolution of the Company, a quorum shall be 75 Members or one-third of the Membership as at the date of the notice of the general meeting, whichever is the lesser.”

Docusign Envelope ID: B19E94E8-D88F-8DFD-8368-A856EE9695CC

26. Poll votes

26.1 Model Article 30(3) shall be amended by the insertion of the words "A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that article.

26.2 A poll may be demanded by:

(a) The Chair of the meeting;

(b) A director;

(c) Members representing at least 10% of the relevant voting rights (section 321(2)(c) of the Act).

(d) Five or more persons having the right to vote on a resolution.

27. Proxies

27.1 Model Article 31(1)(d) shall be deleted and replaced with the words "is delivered to the company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate".

27.2 Model Article 31(1) shall be amended by the insertion of the words "and a proxy notice which is not delivered in such manner shall be invalid, unless the directors, in their discretion, accept the notice at any time before the meeting" as a new paragraph at the end of that article.

27.3 A Member who is absent from a general meeting may appoint any person to act as their proxy, provided that no person other than a director shall act as proxy for more than five Members at any one time in any general meeting.

28. Resolutions

28.1 Decisions at general meetings shall be made by passing resolutions, except:

(a) Decisions involving an alteration to articles that have been entrenched in accordance with section 22 of the Acts require the approval of 100% of the Members.

(b) The following decisions to be made by special resolution:

(i) Decisions involving an alteration to the Articles of the Company, (but noting the requirements if Article 28.1(a) where an article is entrenched as detailed above);

(ii) Member-proposed resolutions to expel Members;

Docusign Envelope ID: B19E94E8-D88F-8DFD-8368-A856EE9695CC

(iii) Decisions to dispose assets of the Company equivalent in value to one-third or greater of the Company's last published balance sheet, as detailed in these Articles;

(iv) The decision to wind up the Company;

(c) Other decisions which are required so by statute.

28.2 The business of an Annual General Meeting shall comprise, where appropriate:

(a) Consideration of accounts and balance sheets;

(b) Consideration of Directors' and Auditor's reports;

(c) Elections to replace retiring Directors and elect new Directors;

(d) Consideration of resolutions to be passed;

(e) Appointment and remuneration of the auditor (or their equivalent).

28.3 A written resolution passed by Members shall be effective if it has been passed in accordance with the requirements of the Act. Written resolutions may comprise several copies to which one or more Members have signified their agreement.

Administrative arrangements

29. Means of communication to be used

29.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

(a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted;

(b) if properly addressed and delivered by hand, when it was given or left at the appropriate address;

(c) if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and

(d) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day.

29.2 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other

Docusign Envelope ID: B19E94E8-D88F-8DFD-8368-A856EE9695CC

information was addressed to an address permitted for the purpose by the Act.

29.3 Subject to these Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act provides. Any notice or Document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or Documents for the time being. A director may agree with the Company that notices or Documents sent to her/him in a particular way are to be deemed to have been received within a specified time or their being sent, and for the specified time to be less than 48 hours.

29.4 Documents or information sent or supplied by "electronic means" has the meaning given in section 1168 of the Act but shall specifically exclude any telephone or text communications (e.g. SMS text messaging).

30. Rules

The directors may establish rules governing matters relating to Company administration that are required from time to time for the effective operation of the Company (for example, the provisions relating to classes of Members, Membership fees and subscriptions and the admission criteria for Members). If there is a conflict between the terms of these Articles and any rules established under this Article, the terms of these Articles shall prevail.

31. Audit

31.1 The directors shall determine, in respect of each financial year, whether the Company is entitled to exemption from audit under section 477 of the Act. Where the Company is entitled to that exemption and takes advantage of it, no audit shall be required under this Article, without prejudice to any requirement for an audit imposed by law, including a requirement arising under section 476 of the Act. In all other cases, the Company's annual accounts shall be audited in accordance with the Act by one or more persons eligible for appointment as statutory auditors under the Act.

31.2 Auditors shall be appointed in accordance with section 485 of the Act, and re-appointed in accordance with Article 28.2(e).

32. Application of surplus

32.1 The surplus of the Company may be applied in the following ways, in such proportions and in such manner as the general meeting shall decide from time to time:

(a) To create a general reserve for the continuation and development of the Company;

Docusign Envelope ID: B19E94E8-D88F-8DFD-8368-A856EE9695CC

(b) In accordance with the Cooperative Principle of concern for community, to make payment for social, cooperative and/or community purposes;

(c) In accordance with the Cooperative Principle of member economic participation, to pay a bonus for all Members, either equally or in accordance with some other equitable formula which recognises the relative contribution made by each Member to the business of the Company.

33. Borrowing from Members

33.1 In accordance with the Cooperative Principle of member economic participation the interest paid by the Company on money borrowed from Members shall not exceed such rate as is necessary to attract and retain the capital required to further the Company's purpose.

34. Social accounting and reporting

34.1 In addition to any financial accounts required by the Act, the Members may resolve to undertake an account of the activities of the Company which will endeavour to measure its Company, social and environmental performance using whatever methodology the Members deem appropriate. Following the completion of such an account the Company shall report any findings to its Members and other stakeholders.

35. Registers

35.1 The Board of Directors shall ensure accurate registers are maintained which shall include a register of Members, a register of Directors and such other registers as required by the Act.

35.2 The Company shall maintain a register of Members which records their name, address and the dates on which they became a Member and ceased to be a Member. A Member shall notify the Secretary of the Company within seven days of any change to their name or address.

35.3 An entry on the register relating to a former Member of the Company may be removed from the register after the expiration of 10 years from the date on which they ceased to be a Member.

36. Indemnity and insurance

36.1 Subject to the following article, any Director or former Director of the Company may be indemnified out of the Company's assets against:

Docusign Envelope ID: B19E94E8-D88F-8DFD-8368-A856EE9695CC

(a) Any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company;

(b) Any liability incurred by that Director in connection with the activities of the Company in its capacity as a trustee of an occupational pension scheme (as per the Acts);

(c) Any other liability incurred by that Director as an officer of the Company.

36.2 The above article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or any other provision of law.

36.3 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any Director or former Director of the Company in respect of any loss or liability which has been or may be incurred by such a Director in connection with their duties or powers in relation to the Company or any pension fund or employees' share scheme of the Company.