

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000 (AS AMENDED) WITHOUT DELAY.

IF YOU HAVE SOLD OR TRANSFERRED YOUR HOLDING OF ORDINARY SHARES OF 1P EACH IN THE CAPITAL OF SANDERSON DESIGN GROUP PLC, PLEASE PASS THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY, AS SOON AS POSSIBLE, TO THE PURCHASER OR TRANSFEREE OR TO THE AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR ONWARD TRANSMISSION TO THE PURCHASER OR TRANSFEREE.

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# SANDERSON DESIGN GROUP PLC

## NOTICE OF ANNUAL GENERAL MEETING

(Registered in England and Wales with company number 00061880)

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A notice convening an Annual General Meeting to be held at the offices of Sanderson Design Group PLC, Voysey House, Sandersons Lane, London, W4 4DS at 10:00 a.m. on Friday 28 June 2024, is set out in this circular.

You will not receive a hard copy form of proxy for the 2024 AGM in the post. Instead, you will be able to vote:

Electronically using the Link Investor Centre app or at <https://investorcentre.linkgroup.co.uk> ;

Using the CREST electronic proxy appointment service;

If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform;

Or by requesting a hard copy form of proxy from the Registrars in each case, as further detailed on pages 6 and 7 of the Notice.

You will need to log into your Link Investor Centre account, or register if you have not previously done so. To register you will need your Investor Code, this is detailed on your share certificate or available from our Registrar, Link Group as soon as possible but, in any event no later than 10:00 a.m. on 26 June 2024.

# SANDERSON DESIGN GROUP PLC

REGISTERED OFFICE: Voysey House, Sandersons Lane, London W4 4DS

04 June 2024

## TO THE HOLDERS OF THE ORDINARY SHARES OF 1p EACH IN THE CAPITAL OF THE COMPANY

Dear Shareholder

### ANNUAL GENERAL MEETING

This letter explains the resolutions to be proposed at the Annual General Meeting of the Company to be held on 28 June 2024 at Voysey House, Sandersons Lane, London, W4 4DS. The Notice of the Annual General Meeting is set out on pages 4 and 5 of this document.

#### Voting

Voting on all resolutions at the AGM will be on a poll (rather than on a show of hands) as the Directors believe that this will result in a more accurate reflection of the views of all shareholders as it ensures that all votes cast are counted, rather than just those of the shareholders attending the meeting. On a poll, each shareholder has one vote for every share held.

You will be able to vote in one of three ways for each of the resolutions: 'For', 'Against' or 'Withheld'. Please note that a 'Withheld' is not a vote in law and will not be counted in the calculation of votes 'For' and 'Against' each resolution.

The results of the poll will be announced through Regulatory Information Service and will be published on our website <https://sandersondesign.group/> on 28 June 2024 after the conclusion of the AGM or as soon as reasonably practicable thereafter.

Should you not be able to attend in person and cast your vote at the AGM, we strongly encourage you to submit a proxy vote. To be valid, proxy forms should be completed and returned to the Company's registrars as soon as possible and so that they are received no later than 48 hours before the time of the meeting.

#### Questions

If you have any questions relating to the business of the AGM, you may submit these in advance by emailing [SDGAGM@sandersondesigngroup.com](mailto:SDGAGM@sandersondesigngroup.com). We will then collate the answers to the questions received and, if relevant, address these at the AGM. After the AGM, we will also include a summary of questions and answers on our website.

#### Resolutions

An explanation of the resolutions being proposed is set out below. Resolutions 1 to 11 are proposed as ordinary resolutions. This means that for each of these resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 12 to 15 are proposed as special resolutions. This means that for each of these resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

#### Resolution 1: Approval of the Report and Accounts

This resolution deals with the receipt and adoption of the Strategic Report, the Report of the Directors and the Financial Statements for the year ended 31 January 2024, together with the Auditors' Report.

#### Resolution 2: Declaration of a Dividend

The Directors are recommending a final dividend for the year ended 31 January 2024 of 2.75p per ordinary share. If approved, the final dividend will be paid on 9 August 2024 to shareholders whose names appear on the register at the close of business on 12 July 2024.

#### Resolutions 3 – 8: Re-election of Directors

Under the Company's Articles of Association, each Director is obliged to retire and shall be eligible for re-election at the third Annual General Meeting of the Company after the general meeting to which he/she was appointed or last reappointed. In accordance with our commitment to good corporate governance practice, the Board has voluntarily adopted the policy that in normal circumstances all continuing Directors stand for re-election on an annual basis. All the Directors will therefore retire at the AGM and are offering themselves for re-election.

Biographical details of the Directors seeking re-election are set out on page 49 of the Annual Report and on the Company's website at <https://sandersondesign.group/>.

#### Resolutions 9 & 10: Appointment and Remuneration of the Auditors

The Company must appoint auditors at each general meeting at which accounts are presented to shareholders to hold office until the conclusion of the next meeting. Resolution 9 seeks shareholder approval to reappoint BDO LLP as the Company's auditors until the conclusion of the next Annual General Meeting and in accordance with normal practice, resolution 10 seeks shareholder authority for the Directors to set their remuneration.

#### Resolution 11: Authority to allot shares

Resolution 11 seeks to renew the authority of the Directors to allot securities up to an aggregate nominal amount of £239,020.75 such authority to expire at the Annual General Meeting in 2025 or on 27 September 2025, whichever is the earlier. The authority represents 33% of the current ordinary issued share capital as at the date of this Notice. This amount complies with guidelines issued by investor bodies. The Directors have no present intention of allotting new ordinary shares other than in relation to the Company's Long Term Incentive Plan, however the Directors consider it appropriate to maintain the flexibility that this authority provides.

#### **Resolution 12 & 13: Disapplication of statutory pre-emption rights**

Resolution 12 seeks to disapply the statutory pre-emption provisions that otherwise restrict directors from issuing new shares other than pursuant to a rights issue. The relaxation of the statutory restriction proposed in paragraph (b) of this resolution would apply to 10% of the Company's current issued share capital.

Resolution 13 seeks to enable, pursuant to paragraph (a) an additional 10% of the Company's current issued share capital to be issued without applying the statutory pre-emption requirements where the share issue is proposed in connection with an acquisition or capital investment.

Resolution 12 paragraph (c) and resolution 13 paragraph (b) allow for up to an additional 2% of the Company's issued share capital to be offered to holders of securities not allocated shares under issues made pursuant to paragraph (b) of resolution 12 and paragraph (a) of resolution 13 of each resolution by way of a follow-on offer.

The directors confirm that, should the authorities conferred under resolutions 12 and 13 be utilised, it will follow the shareholder protections and expected features for any follow-on offer as outlined in Part 2B of the Pre-Emption Group Statement of Principles, issued in November 2022.

#### **Resolution 14: Authority to purchase own shares**

Resolution 14 seeks to renew the general authority for the company to make market purchases of its own shares up to a maximum of 7,170,622 ordinary shares of 1p each (representing 10% of the Company's issued share capital at the date of this document). Your Directors will only exercise the authority granted pursuant to this resolution once they are satisfied that any purchase will have a beneficial impact on earnings per share and/or will be in the best interest of all shareholders generally.

#### **Resolution 15: Amendments to notice period for calling of General Meetings**

Resolution 15 seeks to approve the calling of general meetings, other than Annual General Meetings, on not less than 14 days' notice, as is currently permitted under the Companies Act 2006 and the Company's Articles of Association. The Board would strive to give as much notice as possible in any given situation but believe it is important to retain flexibility for calling a meeting at 14 days' notice, for example to respond quickly to business opportunities that may arise which require shareholder approval. Should a meeting be called on such short notice, the Company would make available to all shareholders facilities to vote by electronic means.

#### **Actions to be taken**

If you would like to vote on the resolutions set out in the Notice but cannot come to the AGM in person, your Board strongly encourages you to vote in advance of the AGM appointing a proxy who will exercise your right to vote at the AGM in accordance with your instructions. You can use the following methods to submit your voting instructions in advance. If you choose to use any of the methods below, this will not prevent you from subsequently attending the AGM in person, voting or speaking, in which case any votes held by the proxy will be superseded. The following will be available from the date this Notice is published until 10:00 a.m. on Wednesday 26 June (or 48 hours (excluding non-working days) before the time fixed for any adjourned AGM).

- by submitting your proxy electronically using the Link Investor Centre app or at <https://investorcentre.linkgroup.co.uk>;
- (if you are a CREST member) using the CREST electronic proxy appointment service; or
- if you are an institutional investor you may also be able to appoint a proxy electronically via the Proximity platform.

If you require a paper proxy form to be sent to you, please contact our Registrar, Link Group via email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk) or on +44 (0)371 664 0391.

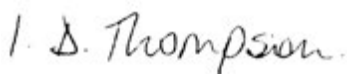
Your proxy appointment must be received by **10:00 a.m. on 26 June 2024**. Further details relating to voting by proxy are set out in the notes to the Notice on pages 6 and 7 of this document.

#### **Recommendation**

Your Board believes that all resolutions set out in the Notice are in the best interests of the Company and its shareholders as a whole and the Directors unanimously recommend that shareholders vote in favour of the resolutions as they themselves intend to do in respect of their own beneficial shareholdings.

On behalf of the Board, I look forward to welcoming you to the forthcoming AGM and thank you for your continued support.

Yours faithfully



**Dianne Thompson**  
Chairman

#### **Form of Proxy**

SANDERSON DESIGN GROUP PLC is committed to reducing paper and improving efficiency in its shareholder communications. We will no longer be sending paper proxy cards to shareholders unless specifically asked to do so. If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Group by email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk), or you may call Link on 0871 664 0391 if calling from the UK, or +44 (0) 371 664 0391 if calling from outside of the UK. Link are open for business between 9:00 a.m. – 5:30 p.m. Monday to Friday, excluding public holidays in England and Wales.

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the shareholders of Sanderson Design Group PLC will be held at Sanderson Design Group PLC, Voysey House, Sandersons Lane, London, W4 4DS on Friday 28 June 2024 at 10:00 a.m. for the following purposes:

## The following resolutions will be proposed as ordinary resolutions.

1. To receive the reports of the directors and of the auditors, together with the accounts for the year ended 31 January 2024.
2. To declare a final dividend on the ordinary share capital of the Company for the year ended 31 January 2024 at the rate of 2.75p per ordinary share of 1p each in the capital of the Company to be paid on 9 August 2024 to shareholders registered at the close of business on 12 July 2024.
3. To re-elect Dianne Thompson, who is retiring by rotation, as a Non-executive Director.
4. To re-elect Juliette Stacey, who is retiring by rotation, as a Non-executive Director.
5. To re-elect Christopher Rogers, who is retiring by rotation, as a Non-executive Director.
6. To re-elect Patrick Lewis, who is retiring by rotation, as a Non-executive Director.
7. To re-elect Lisa Montague, who is retiring by rotation, as a Director.
8. To re-elect Mike Woodcock, who is retiring by rotation, as a Director.
9. To re-appoint BDO LLP as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid.
10. To authorise the Directors to determine the remuneration of the auditors.
11. That the Directors be generally and unconditionally authorised, pursuant to Section 551 of the Companies Act 2006 (“the Act”), to exercise all powers of the Company, to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £239,020.75 provided that (unless previously revoked varied or renewed) this authority shall expire at the conclusion of the Annual General Meeting of the Company in 2025 or on 27 September 2025, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after such expiry and the Directors may allot shares or grant such rights in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired.

## The following resolutions will be proposed as special resolutions.

12. That, subject to the passing of the resolution numbered 11 above, the Directors be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:
  - (a) to the allotment of equity securities for cash in connection with or pursuant to an offer of, or invitation to acquire, equity securities (but in the case of the authorisation granted under resolution 7(b) above, by way of a rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the directors may consider necessary or appropriate to deal with fractional entitlements, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever;
  - (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £71,706.23; and
  - (c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) or paragraph (b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) above, such authority to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 27 September 2025) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

13. That, subject to the passing of the resolution numbered 11 above, the Directors be authorised in addition to any authority granted under resolution 12 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

(a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £71,706.23,

such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the directors of the Company determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice; and

(b) limited to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) above, such authority to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such authority to expire at the end of the next Annual General Meeting of the Company (or, if earlier, at the close of business on 27 September 2025) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

14. That, pursuant to section 701 of the Act, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares of 1p each in the capital of the Company provided that:

(a) the maximum number of ordinary shares hereby authorised to be purchased is 7,170,622;

(b) the minimum price which may be paid for an ordinary share shall be 1p exclusive of expenses;

(c) the maximum price (excluding expenses) which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share as derived from the AIM section of the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is purchased;

and (unless previously renewed, revoked or varied), this authority shall expire at the conclusion of the Annual General Meeting of the Company to be held in the year 2025 or 27 September 2025, whichever shall be the earlier save that the Company may make a contract to purchase ordinary shares before this authority expires under which such purchase will or may be completed or executed wholly or partly after this authority expires and may make a purchase of ordinary shares pursuant to any such contract as if this authority had not expired.

15. That a general meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice in writing.

By Order of the Board



**David Gracie, on behalf of Indigo Corporate Secretary Ltd**  
Company Secretary

04 June 2024

**Registered Office**  
Voysey House  
Sandersons Lane  
London W4 4DS

Registered in England and Wales,  
Company No. 00061880

# NOTICE OF ANNUAL GENERAL MEETING

## CONTINUED

### Notes

1. A member entitled to attend and vote is entitled to appoint one or more persons as proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company but must attend the meeting for the member's vote to be counted. If a member appoints more than one proxy to attend the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by the member. If a member wishes to appoint more than one proxy they may do so at <https://investorcentre.linkgroup.co.uk/>.
2. To be effective, the proxy vote must be submitted via the Link Investor Centre so as to have been received by the Company's Registrars not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it. Link Investor Centre is a free app for smartphone and tablet provided by Link Group (the company's registrar). It allows you to securely manage and monitor your shareholdings in real time, take part in online voting, keep your details up to date, access a range of information including payment history and much more. The app is available to download on both the Apple App Store and Google Play, or by scanning the relevant QR code below. Alternatively, you may access the Link Investor Centre via a web browser at: <https://investorcentre.linkgroup.co.uk/Login/Login>.



Any power of attorney or other authority under which the proxy is submitted must be returned to the Company's Registrars, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL. If a paper form of proxy is requested from the Registrar, it should be completed and returned to Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL to be received not less than 48 hours (excluding non-working days) before the time of the meeting.

3. Pursuant to Regulation 41(1) of the Uncertificated Securities Regulations 2001 (as amended), the Company has specified that only those shareholders registered in the register of members of the Company as at the close of business on 26 June 2024 (the Specified Time) (or, in the event that the meeting is adjourned, to a time more than 48 hours (excluding non-working days) after the Specified Time, by close of business on the day which is two days prior to the time of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. If the meeting is adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purposes of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned meeting. Changes to the register of members after the relevant deadline, shall be disregarded in determining the rights of any person to attend and vote at the meeting.
4. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting (and any adjournment(s) thereof) by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
5. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's ("**Euroclear**") specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The message, regardless of whether it constitutes the appointment of a proxy, or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Company's Registrars (ID RA10) by the last time(s) for receipt of proxy appointments specified in note 2 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
6. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings ([www.euroclear.com](http://www.euroclear.com)).
7. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001 (as amended).
8. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged so as to have been received by the Company's Registrars not less than 48 hours (excluding weekends and public holidays) before the time appointed for the meeting or any adjournment of it. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy. An electronic proxy appointment via the Proxymity platform may be revoked completely by sending an authenticated message via the platform instructing the removal of your proxy vote.

9. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
10. Any electronic address provided either in this Notice or in any related documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.
11. If you need help with voting online, or require a paper proxy form, please contact our Registrar, Link Group by email at [shareholderenquiries@linkgroup.co.uk](mailto:shareholderenquiries@linkgroup.co.uk), or you may call Link on 0371 664 0391 if calling from the UK, or +44 (0) 371 664 0391 if calling from outside of the UK. Link are open for business between 9:00 a.m. – 5:30 p.m. Monday to Friday, excluding public holidays in England and Wales.
12. Submission of a Proxy vote shall not preclude a member from attending and voting in person at the meeting in respect of which the proxy is appointed or at any adjournment thereof. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting.
13. As at 04 June 2024 the Company's issued share capital consists of 71,706,225 ordinary shares, carrying one vote each. There are no shares held in Treasury therefore the total number of voting rights in the Company as at that date was 71,706,225.
14. Biographical details of the Directors offering themselves for reappointment at the meeting are set out on page 49 of the Annual Report and Accounts and on the Company's website.
15. Copies of the following documents will be available for inspection during normal business hours at the registered office of the Company from the date of this notice until the date of the Annual General Meeting and at the place of the Annual General Meeting for 15 minutes prior to, and during, the meeting.
  - the service contracts and letters of appointment of the Directors; and
  - the current Articles of the company

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