

CATERHAM GRADUATES RACING CLUB

ANNUAL GENERAL MEETING

CROFT

01-JUL-17

Dear Member,

As a Racing Member of the Caterham Graduates Racing Club (CGRC) you are entitled to vote at the Annual General Meeting (AGM) of the Company, which will be held at Croft on Saturday 1st July 2017, commencing at 5pm in the CGRC Paddock Awning. The Agenda is:

- 1.) To receive and approve the Minutes of the 2016 Annual General Meeting held on the 25th June 2016;
- 2.) To consider the following **Special Resolution**: That the Memorandum and Articles of Association should be replaced in their entirety with an updated version to reflect the Companies Act 2006, incorporating all previous changes and replacing the Technical Director with a Commercial Director. Please note that this resolution will be proposed as a Special Resolution and requires the agreement of 75% of those voting at a quorate General Meeting.; and
- 3.) To elect six directors. The Club's Articles of Association require that at least three of the nine directors retire each year by rotation. This year, Mark Carter, Roger Ford and Nick Haryett retire and are standing for re-election. Additionally, Nigel Board, Tristan Judge and Peter Marsh are retiring. The Board have received nominations for election from Oliver Gibson, Peter Tattersall, Barry White and Jamie Winrow. The Board request that any further nominations for election to one of the six places are notified to the Chairman as soon as possible and in any event seven (7) days before the date of the AGM to allow for circulation of names and short statements about each candidate.

If you are unable to attend the AGM, you are entitled to submit a **Proxy Voting Form**, or appoint a proxy to attend, speak and vote at the AGM on your behalf. A proxy does not have to be a member of the Company, but must attend the AGM to represent you. To appoint a proxy, the **Proxy Declaration** at the bottom of the **Proxy Voting Form** must be duly signed and delivered to the Chairman by 5pm on Thursday 29th June 2017, at the following address: 8 Poulett Gardens, Twickenham, TW1 4QR.

Voting Slips will be available to Racing Members at the AGM.

Yours sincerely,

Roger Ford
CGRC Chairman

Enclosures: Revised Memorandum and Articles of Association

CATERHAM GRADUATES RACING CLUB

ANNUAL GENERAL MEETING

PROXY VOTING FORM

Please mark your vote on the following resolutions with an 'X'. If there is no indication against a Resolution, this will be taken as a vote to abstain from the vote.

RESOLUTIONS	FOR	AGAINST
1. To receive and approve the Minutes of the 2016 Annual General Meeting held on the 25 th June 2016.		
2. To consider the following Special Resolution : That the Memorandum and Articles of Association should be replaced in their entirety with an updated version to reflect the Companies Act 2006, incorporating all previous changes and replacing the Technical Director with a Commercial Director.		
3. To elect up to but not exceeding six (6) of the persons named below to the Board of Directors:		
a) CARTER, Mark		
b) FORD, Roger		
c) GIBSON, Oliver		
d) HARYETT, Nick		
e) TATTERSALL, Peter		
f) WHITE, Barry		
g) WINROW, Jamie		

PROXY DECLARATION ONLY:

I being a Racing Member of the Company appoint _____
as my proxy to act on my behalf at the Annual General Meeting of the Company to be held at
Croft in the CGRC Paddock Awning on Saturday 1st July 2017 at 5pm and at any
adjournment of the meeting.

Signature: _____ **Date:** _____

NOTES ON APPOINTING A PROXY

- 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 an Annual 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, you must notify the Chairman prior to the start of the meeting for your proxy appointment to be terminated.
- 3.) A proxy does not have to be a member of the Company, but must attend the meeting to represent you. To appoint a person as your proxy, who may be the Chairman of the meeting, write his or her full name in the first line of the Proxy Declaration, and then sign and date Proxy Declaration, which is at the bottom of the Proxy Voting Form. If you wish your proxy to make comments on your behalf, you must appoint someone other than the Chairman of the meeting as your proxy and you must give that person the relevant instructions directly.
- 4.) 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.
- 5.) To appoint a proxy using the Voting Form, the Form must be:
 - a) Completed, signed and dated;
 - b) Posted or delivered to 8 Poulett Gardens, Twickenham, TW1 4QR for the attention of the Chairman; and
 - c) Received at this address by no later than 5pm on Thursday 29th June 2017.
- 6.) Any power of attorney or of any other authority under which the Proxy Declaration is signed (or a duly certified copy of such power of authority) must be included with the Voting Form.
- 7.) To change your proxy instruction, submit a new proxy appointment in accordance with Note 5.) above. Note that the deadline of 5pm on Thursday 23rd June 2016 for receipt of proxy appointments applies to amended instructions and that any amended proxy appointment received after the relevant deadline will be disregarded. If you submit more than one valid proxy appointment, the last appointment received before the deadline will take precedence.
- 8.) In order to revoke a proxy instruction, you will need to inform the Company by sending a signed hard copy notice to the Chairman at 8 Poulett Gardens, Twickenham, TW1 4QR before the deadline of 5pm on Thursday 29th June 2017. If you attempt to revoke your proxy appointment after the deadline, your proxy appointment will remain valid.

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