

STOCKPORT TOWN CENTRE BUSINESS IMPROVEMENT DISTRICT (BID) LTD

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting (**Meeting**) of Stockport Town Centre Business Improvement District (BID) Ltd (**Company**) will be held on Tuesday 17th November 2020 at 6pm. Due to the current on-going Covid-19 pandemic, the board have taken the decision, pursuant to the powers conferred on them by virtue of Article 8 of the current Articles of Association of the Company, that the General Meeting shall be held virtually by way of a zoom meeting. A link to the meeting and a password will be sent to each member in advance of the meeting. If for any reason any member does not have the ability to access a zoom meeting, please contact Lisa Noel (BID Office Manager) via lisa.noel@totalystockport.co.uk or 0161-537-9382.

You will be asked to consider and vote on the resolution below which will be proposed as a special resolution.

THAT with effect from the conclusion of the meeting the draft articles of association produced to the meeting be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

Attached to this notice are two copies of the proposed Articles of Association. The “clean” copy will be the copy produced to the meeting as referred to in the resolution above. The “tracked” copy shows, for ease of reference, the changes proposed to be made between the Company’s current Articles of Association and those proposed to be adopted (subject to the passing of the above resolution).

By order of the Board

A handwritten signature in black ink, appearing to read 'Michael Lamont', is written over a horizontal dotted line.

Michael John Lamont

Director

Stockport Town Centre Business Improvement District (BID) Ltd whose registered office is at 15 Great Underbank, Stockport, Cheshire, SK1 1LF and whose registered company number is 10543018.

26th October 2020

NOTES TO THE NOTICE OF GENERAL MEETING

1. Appointment of proxies

1. If you are a member who is entitled to attend and vote at the meeting, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. A proxy does not need to be a member of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.

2. If you do not give your proxy an indication of how to vote on any resolution, 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.

Appointment of proxy by post

3. The notes to the proxy form explain how to direct your proxy how to vote on each resolution.

To appoint a proxy using the proxy form, the form must be:

- completed and signed;
- sent or delivered to the Company at 15 Great Underbank, Stockport, Cheshire, SK1 1LF; and
- received by the Company no later than 6pm on Friday 13th November 2020.

In the case of a member which is a company, the 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.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Changing proxy instructions

4. Members may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Lisa Noel (BID Office Manager) via lisa.noel@totalystockport.co.uk or 0161-537-9382.

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.

Termination of proxy appointment

5. A member may change a proxy instruction but to do so you will need to inform the Company in writing by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to the Company. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice

The revocation notice must be received by the Company no later than 6pm on Friday 13th November.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

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.

Communication

6. Except as provided above, members who have general queries about the meeting should contact Lisa Noel (BID Office Manager) via lisa.noel@totallystockport.co.uk or 0161-537-9382 (no other methods of communication will be accepted).

You may not use any electronic address provided either:

- in this notice of general meeting; or
- any related documents (including the proxy form),

to communicate with the Company for any purposes other than those expressly stated.