

Keith Williams
Chairman
The M G Car Club
Kimber House
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By Email Only: *keith.williamsmgccc@btinternet.com*

Our ref: CG/SXR/130099.2
Your ref:

29 March 2021

Dear Mr Williams

THE MG CAR CLUB

We are instructed by our client, Mr Victor Smith, who as you are aware is acting as a coordinator with six other Council Members, each representing their CRB, and with their consent.

Council meeting

We confirm that the Council meeting was held on Saturday 27th March 2021. Such meeting was validly called and held in accordance with the Articles of Association of the Club, in particular, Articles 38, 39 and 40 and the relevant provisions of Articles 78 and 81.1 which allows for the holding of virtual meetings and the attendance and voting of participants to be done virtually. In addition the provisions of the Corporate Insolvency and Governance Act 2020, schedule 14 paragraph 3 allows for the holding of such meetings of the Club virtually.

We confirm that at the above validly called and held Council meeting the following motion was passed by 82% of those who cast a vote. There were 28 votes for the motion, 6 against and 2 abstentions.

Motion:

This Council confirms it has no confidence in the Club Chairman and the current directors, excepting Peter Cook.

The above result gives a strong indication of the level of support of the members in respect of the proposed two resolutions to be considered at the forthcoming general meeting.

General Meeting

As you aware a general meeting of the Club is to be held on Saturday 17th April 2021 at 11 am and this meeting will be held virtually by Zoom. This general meeting was validly requisitioned by the requisitionists in accordance with the Club's Articles of Association. As the Executive Committee failed to give notice to call a general meeting in accordance with the provisions of the Club's

Articles and company law, the requisitionists validly called and gave notice of the general meeting in accordance with the provisions of the Articles of the Club and company law.

Such general meeting is being held virtually in accordance with the provisions of Articles 78 and 81.1 which states that a member entitled to attend and vote at a meeting may participate by means of a telephone conference or other facility enabling all people participating in the meeting to communicate interactively and simultaneously with each other, and participation in a meeting in this manner is taken to be present in person at the meeting.

As you may be aware from the recent Chartered Governance Institute published guidance about company AGMs and the impact of Covid-19, companies will need to adopt a flexible approach to planning general meetings to be held after 30th March 2021, as the options available will depend on the legislation and guidance in place at the time the meeting notice is despatched and at the time of the meeting itself.

Due to the continuing lockdown and social distancing requirements that must be adhered to and to ensure the safety of its members it is both appropriate and valid for the general meeting to be held virtually by Zoom in accordance with the Articles of Association of the Club. On this basis it is not necessary to stipulate a place for the general meeting in the notice of the meeting.

Yours faithfully

A handwritten signature in blue ink that reads "Russell-Cooke LLP". The signature is written in a cursive, flowing style.

RUSSELL-COOKE LLP

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