

FOUNDATION OF HEARTS LIMITED

Company number: SC387126

Minutes of the Annual General Meeting of Foundation of Hearts Limited (**Company**) held at Tynecastle Park, Gorgie Road, Edinburgh on 28 January 2021 at 11 a.m.

PRESENT:

Stuart Wallace (Chair)

Donald Cumming Director

And 590 members present by proxy

1. CHAIR

Stuart Wallace was appointed chair of the meeting.

2. QUORUM

2.1 It was noted that, as a result of pandemic restrictions, the meeting was being conducted on an adapted basis, using the flexibilities provided by the Corporate Insolvency and Governance Act 2020. In line with the legislation, the meeting was being held as a closed meeting, and members were entitled to vote by appointing a proxy in advance. Members were also invited to send in questions on the business of the meeting via the Company's e-mail address, but the chair reported that no questions had been received in advance.

2.2 The chair reported that he had been appointed proxy for 590 members. As a result, it was noted that a quorum was present.

2.3 With the consent of the members present, the notice convening the meeting and dated 6 January 2021 (**Notice**) was taken as read.

3. ANNUAL ACCOUNTS

The Company's financial accounts for the year ended 30 June 2020, together with the directors' report, were presented to the meeting.

4. RESOLUTIONS

4.1 The chair proposed that each of the ordinary resolutions set out in the Notice (relating to the appointment and re-appointment of directors) be approved. A poll was conducted at the meeting on each resolution, and the chairman announced that the votes cast on the polls were as follows:

Resolution	Votes For	Votes Against	Proxy votes Withheld
Election of Paul Cheshire	562 [in person – 2] [by proxy - 560]	16 [in person – 0] [by proxy - 16]	14
Re-election of Donald Cumming	578 [in person – 2] [by proxy - 576]	8 [in person – 0] [by proxy - 8]	6

4.2 The chairman declared that each resolution was duly passed.

5. OTHER BUSINESS

There being no further business, the chair declared the meeting closed at 11.20 a.m.

Stuart Wallace

Chair

28 January 2021