



FOUNDATION OF HEARTS LIMITED

2022 Annual General Meeting

Chairman's letter and notice of meeting

Dear Member

I have pleasure in inviting you to attend our ninth Annual General Meeting (the "AGM"), which will be held in the Gorgie Suite at Tynecastle Park on Thursday, 15 December 2022 at 6.00 p.m. Member registration will be available from 5.15 p.m. The formal notice of meeting is set out on page 3 of this document, and you will find a copy of the report and accounts for the year ended 30 June 2022 on our website <https://www.foundationofhearts.org/>.

Attendance

The AGM is an opportunity for members to express their views directly with the board, and I hope you will take the opportunity to do so. If you will not be attending in person, you may appoint a proxy to attend, speak and vote in your place (please note that members under the age of 16 are not entitled to vote). You can appoint a proxy electronically or using a paper proxy form, as further detailed in the notes to the notice of meeting. To be valid, the completed form must reach the Foundation not later than 48 hours before the time fixed for the meeting.

Election of Directors

At the AGM, Stuart Wallace and Alastair Bruce will retire from the Foundation board. In October we invited candidates to stand for election to fill the two vacant places, and two members – Jim Burberry and Graham Robertson – came forward. We are grateful to Jim and Graham for standing. At the AGM, members will be asked to approve the appointment of Jim and Graham as directors of the Foundation. Biographical details are included in the notice of meeting and copies of the candidates' election addresses are available on our website.

Questions to the Board

At the AGM, time will be set aside for members' questions. If you would like to submit a question in advance, you can write to us with your question at c/o Heart of Midlothian FC, Gorgie Road, Edinburgh EH11 2NL or contact us at info@foundationofhearts.org. Questions relating to the business of the meeting will be answered, but the chairman may decline to give answers to questions which are irrelevant to the Foundation or would result in the disclosure of confidential information. You may submit a question at any time before 6.00 p.m. on Monday, 12 December.

Members who have general queries about the meeting may e-mail us at info@foundationofhearts.org.

Yours sincerely

Gerry Mallon

Chairman

25 November 2022

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the ninth Annual General Meeting (the **Meeting**) of Foundation of Hearts Limited (the **Company**) will be held at the Gorgie Suite, Tynecastle Park, Gorgie Road, Edinburgh EH11 2NL on Thursday, 15 December 2022 at 6.00 p.m. to transact the following business:

1. To consider the Company's financial accounts for the year ended 30 June 2022, together with the directors' report.

The directors will present the report and accounts at the Meeting. Copies can be found at <https://www.foundationofhearts.org>.

2. To appoint James Burberry as a director.

Jim (60) is a recently-retired professional tax advisor. For around 30 years, he provided consultancy services and compliance advice on VAT, first with PricewaterhouseCoopers and then with RSM UK. Prior to becoming a business professional, Jim served in the army, then worked as a senior officer in Customs & Excise.

3. To appoint Graham Robertson as a director

Based in East Lothian, Graham (65) is the owner and managing director of a leading supplier of artificial bowling surfaces and a range of bowling equipment and stock. He has had a lifetime involvement in bowling in various capacities, winning numerous titles and representative honours as a player and serving as the National Director of Coaching.

By order of the Board,

Gerry Mallon

Chairman

Foundation of Hearts Limited

Collins House, Rutland Square, Edinburgh, Midlothian EH1 2AA

25 November 2022

NOTES

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 the Meeting. A proxy does not need to be a member of the Company, but must attend the Meeting to represent you.

2. The ways to appoint a proxy are as follows:

- **Hard copy proxy form:** You can print off and complete the blank form of proxy available in PDF format on our website and submit it (a) by post to the Company at c/o Heart of Midlothian FC, Tynecastle Park, Gorgie Road, Edinburgh EH11 2NL, or (b) by e-mail to the Company at info@foundationofhearts.org; or
- **Electronic appointment:** The e-mail sending you this AGM notice will allow you to access the online form of proxy. For security purposes, you will be asked to enter the unique Voter ID provided in the e-mail.

All proxy appointments should be made as soon as possible and by no later than 6.00 p.m. on Tuesday, 13 December 2022.

3. You can change or terminate your proxy instruction by sending an e-mail to the Company at info@foundationofhearts.org, clearly stating your intention. Alternatively, where you submitted your proxy appointment in hard copy form, and would like to change the instruction, you can submit a new hard copy proxy appointment; if you need another proxy form for this purpose, please download a blank form from our website <https://www.foundationofhearts.org> or contact the Company at info@foundationofhearts.org. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions or revocations of proxy appointments; any amended proxy appointment or revocation received after the relevant cut-off time will be disregarded.
7. You may not use any electronic address provided either in this notice of annual general meeting or in any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.