

CIRCULAR

TO ALL MEMBERS

2 August 2021

Dear Sir / Madam

NOTICE OF ANNUAL GENERAL MEETING

An annual general meeting (AGM) of The Standard Club UK Ltd (Standard UK) will take place on 18 August 2021. The notice for the meeting follows this letter.

In addition to the usual matters covered at the AGM, the notice includes a resolution to adopt proposed changes to the Articles of Association (Articles). A review of the constitutions of The Standard Club Ltd and its subsidiaries (including Standard UK) has been undertaken ahead of completion of the transition to the new operating model with an in-house management team. We are proposing changes to the Articles to ensure that they provide for the new operating model from completion, as well as clarifications to certain constitutional procedures in the Articles to ensure that they are consistent across the companies in the club group. At its meeting on 16 July 2021, the board reviewed the proposed changes to the Articles and recommended for them to be put to the members for approval. A marked-up version of the Articles showing the proposed changes can be found [here](#).

Meeting arrangements

Due to the current pandemic the meeting will be held virtually originating from the club's office in the UK. If you wish to attend the meeting, please send an email to Nicola.Podmore@standardclub.com.

Proxy forms

A proxy form is included with the notice of meeting. It is important that the proxy form is completed correctly, and your attention is drawn to the notes at the bottom of the proxy form. A proxy need not be a member but you are reminded that, to be valid, the forms, duly completed, must be sent to the club's secretary by email to Nicola.Podmore@standardclub.com not less than 48 hours before the time of the meeting. Completion and return of the proxy form will not prevent you from attending and voting in person if you so wish.



Yours faithfully

A handwritten signature in black ink, appearing to read 'Jeremy Grose', is located below the closing text.

Jeremy Grose
Director
The Standard Club UK Limited
Email: jeremy.grose@standardclub.com



NOTICE OF ANNUAL GENERAL MEETING

THE STANDARD CLUB UK LTD (the 'Company')

Registered no: 17864

Notice is hereby given that the 137th Annual General Meeting (the meeting) of the Company will be held virtually, originating from The Minster Building, 21 Mincing Lane, London, EC3R 7AG on Wednesday 18 August 2021 at 1:40pm (BST/UK time) for the purpose of considering and, if thought fit, passing the following resolutions.

SPECIAL RESOLUTION

Articles of Association

1. THAT, with effect from the completion of the framework agreement (relating to the sale of certain companies) between members of the Charles Taylor group and The Standard Club Ltd, the Articles of Association, made available to the members, and produced to the meeting, being signed by the chairman of that meeting for the purpose of identification, be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of the existing Articles of Association.

ORDINARY RESOLUTIONS

Reports and financial statements

2. THAT the reports of the directors and auditors and the audited financial statements of the Company for the year ended 20 February 2021 be received and adopted.

Annual re-election of directors

3. THAT Alistair Groom be re-elected as a director of the Company.
4. THAT Alan Cossar be re-elected as a director of the Company.
5. THAT Karl Howarth be re-elected as a director of the Company.
6. THAT Erik Johnsen be re-elected as a director of the Company.
7. THAT Ricardo Menendez Ross be re-elected as a director of the Company

Re-appointment of auditors

8. THAT BDO LLP be re-appointed as auditors, and that the directors be authorised to fix their remuneration.

Date: 16 July 2021

By order of the Board

Charles Taylor Palma Limited
Secretary

Registered Office:
The Minster Building
21 Mincing Lane
London EC3R 7AG



Notes:

1. A member of the Company entitled to attend, speak and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote on his/her behalf. A proxy need not be a member of the Company. A proxy will have the same number of votes on a show of hands as if the member who appointed the proxy was at the meeting.
2. The appointment of a proxy will not prevent a member from subsequently attending, speaking and voting at the meeting in person. Details of how to appoint the Chairman of the meeting or another person as your proxy are set out in the notes to the Form of Proxy. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. For the instrument appointing a proxy to be effective, you must complete the enclosed Form of Proxy and ensure that the Form of Proxy, together with any power of attorney or other authority under which it is executed (or a notarised copy of the same), is sent to the Secretary of the Company by email to Nicola.Podmore@standardclub.com not less than 48 hours before the time fixed for holding the meeting or adjourned meeting.
4. A corporate member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same vote.



FORM OF PROXY

THE STANDARD CLUB UK LTD ('the Company')

Registered no: 17864

137th ANNUAL GENERAL MEETING ('the meeting')

18 August 2021 at 1:40pm (BST/UK time)

I (Block Capitals)....., a member of the above-named Company, hereby appoint the Chairman of the meeting, or as my proxy to vote for me on my behalf at the Annual General Meeting of the Company to be held virtually, originating from The Minster Building, 21 Mincing Lane, London, EC3R 7AG, 2021 at 1:40pm (BST/UK time) and at any adjournment thereof.

Signature..... Dated.....2021

Please indicate with an X in the spaces below how you wish your votes to be cast.

SPECIAL RESOLUTION	FOR	AGAINST
1. THAT, with effect from the completion of the framework agreement (relating to the sale of certain companies) between members of the Charles Taylor group and The Standard Club Ltd, the Articles of Association be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of the existing Articles of Association.		
ORDINARY RESOLUTIONS	FOR	AGAINST
2. THAT the reports of the directors and auditors and the audited financial statements of the Company for the year ended 20 February 2021 be received and adopted.		
3. THAT Alistair Groom be re-elected as a director of the Company.		
4. THAT Alan Cossar be re-elected as a director of the Company.		
5. THAT Karl Howarth be re-elected as a director of the Company.		
6. THAT Erik Johnsen be re-elected as a director of the Company.		
7. THAT Ricardo Menendez Ross be re-elected as a director of the Company.		
8. THAT BDO LLP be re-appointed as auditors of the Company, and the directors be authorised to fix their remuneration.		



RE-ELECTION OF DIRECTORS HOLDING OFFICE FOR OVER NINE YEARS

Director	Date of appointment	
Alistair Groom	1 October 2004	Former CEO of the managers' London agents
Ricardo Menendez Ross	28 January 2004	CEO of Interocean Transportation Inc

NOTES:

1. If you wish any person other than the Chairman to act as your proxy, please delete the words 'the Chairman of the meeting' and insert the name of the person appointed proxy in the space provided. If no name is inserted, you will have deemed to have appointed the Chairman of the meeting. A proxy need not be a member.
2. Please indicate with an 'X' in the appropriate spaces how you wish your vote to be cast in respect of each of the resolutions. On receipt of this form duly signed but without any specific direction on how you wish your votes to be cast, the proxy will vote in favour of the resolutions.
3. In the case of a corporation, this form must be signed under its common seal or be signed by an authorised officer or attorney duly authorised on that behalf, and the signatory should state in the line below their name and office (e.g. Company Secretary, Director).
under the hand of some officer or attorney duly authorised in that behalf.
4. To be valid at the Annual General Meeting referred to, this form must be completed, signed and dated. A scanned copy should then be sent to the Secretary of the Company by email to Nicola.Podmore@standardclub.com not less than 48 hours before the time fixed for holding the meeting or adjourned meeting
5. Completion and return of this form will not prevent you from attending and voting in person if you wish.