

CIRCULAR

By your side

メンバーの皆様

2021年8月2日

年次総会招集のお知らせ

The Standard Club UK Ltd（以下「Standard UK」）の年次総会が2021年8月18日に開催されます。総会招集通知は、本書面に添付しております。

招集通知には、年次総会の対象となる通常の議案に加えて、定款変更案の採択に向けた決議案が含まれています。The Standard Club Ltd および複数の子会社（Standard UK を含む）の定款の見直しは、クラブ内の管理チームによる新しいオペレーティングモデルへの移行完了に先駆けて行われてきました。完了後の新しいオペレーティングモデルに関する規定を確実に盛り込み、定款上の一部手続きを明確化して、本クラブグループに所属する企業全体で整合性を図るために、定款の変更を提案しています。2021年7月16日に開かれた会合で理事会は、定款の変更案を審議し、メンバーの皆様の承認に付すことを提言しました。変更箇所を明示した定款は、[こちら](#)でご覧いただけます。

総会開催の方法

目下のパンデミックを受け、総会は英国にある本クラブの事務所からオンラインで開催します。総会への出席を希望される方は、Nicola.Podmore@standardclub.com までメールでお知らせください。

委任状

総会招集通知とともに委任状の用紙を同封しております。用紙の最後に記載されている注意事項をよくお読みの上、正確にご記入ください。代理人はメンバー以外の方でも構いませんが、正確に記入された委任状を総会開始時間の48時間前までに本クラブの事務局担当宛て（Nicola.Podmore@standardclub.com）にメールでご送付いただけない場合、無効となりますのでご注意ください。なお、委任状を作成しご提出いただいた場合でも、ご本人が総会に出席し、議決権を行使することができます。

以上

The Standard Club UK Ltd

www.standard-club.com

Registered in England No. 17864. Authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority FRN 202805

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

Telephone: +44 20 3320 8888 Email: pandi.london@ctplc.com



Jeremy Grose
Director
The Standard Club UK Limited

Email: jeremy.grose@standardclub.com

(本回覧は、英文クラブ回覧をメンバー各位の便宜のために日本語に仮訳したものです。)



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.