

**Extract showing amendments to Article 70, 71 and 73 of Cpl Resources plc's Articles of Association proposed under Resolution 7 of the Notice of Annual General Meeting 2020 to provide for Electronic Proxy Voting**

**70. Appointment of Proxy**

~~(a) The instrument appointing a proxy shall be in writing in any usual form or in any other form which the Directors may approve and shall be executed by or on behalf of the appointor. The signature on such instrument need not be witnessed. A body corporate may execute a form of proxy under its common seal or under the hand of a duly authorised officer thereof. A member may appoint separate proxies to attend on the same occasion in respect of separate shares held by him.~~

(a) Every member entitled to attend and vote at a general meeting may appoint a proxy to attend, speak and vote on his behalf and may appoint more than one proxy to attend, speak, ask questions relating to items on the agenda and vote at the same meeting in respect of separate shares held by him. The appointment of a proxy shall be in writing (in electronic form or otherwise) in any usual form or in any other form which the Directors may approve. A member shall be entitled to appoint a proxy by electronic means, to an address and in the manner specified by the Company.

(b) The Directors may send, at the expense of the Company, by post or otherwise, to the members instruments of proxy (with or without stamped envelopes for their return) for use at any general meeting or at any class meeting, either in blank or nominating any one or more of the Directors or any other persons in the alternative.

(c) Without limiting the foregoing, in relation to any shares which are held in uncertificated form, the Directors may from time to time permit appointments of a proxy to be made by means of an electronic communication in the form of an uncertificated proxy instruction, that is, a properly authenticated dematerialised instruction, and/or other instruction or notification, which is sent by means of the relevant system concerned and received by such participant in that system acting on behalf of the Company as the Directors may prescribe, in such form and subject to such terms and conditions as may from time to time be prescribed by the Directors (subject always to the facilities and requirements of the relevant system concerned), and may in a similar manner permit supplements to, or amendments or revocations of, any such uncertificated proxy instruction to be made by like means. The Directors may in addition prescribe the method of determining the time at which any such properly authenticated dematerialised instruction (and/or other instruction or notification) is to be treated as received by the Company or such participant. The Directors may treat any such uncertificated proxy instruction which purports to be or is expressed to be sent on behalf of a Holder of a share as sufficient evidence of the authority of the person sending that instruction to send it on behalf of that Holder.

**71. Deposit of Proxy Instruments**

(a) ~~The~~ Where the instrument appointing a proxy and any authority under which it is executed or a copy, certified notarially or in some other way approved by the Directors, ~~shall be deposited at the Office or (at the option of the member) at such other place or places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting~~ is to be received by the Company:-

(i) in physical form, it shall be deposited at the Office or (at the option of the member) at such other place or places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting; or

(ii) in electronic form, it may be so received where an address has been specified by the Company for the purpose of receiving Electronic Communications:-

(A) in the notice convening the meeting;

(B) in any appointment of proxy sent out by the Company in relation to the meeting; or

(C) in any invitation contained in an Electronic Communication to appoint a proxy issued by the Company in relation to the meeting;

provided that it is so received by the Company not less than forty-eight hours before the time appointed for the holding of the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used, and in default shall not be treated as valid. Provided that:-

(i) ~~(a)~~ in the case of a meeting which is adjourned to, or a poll which is to be taken on, a date which is less than seven days after the date of the meeting which was adjourned or at which the poll was demanded, it shall be sufficient if the instrument of proxy and any such authority and certification thereof as aforesaid is lodged with the Secretary at the commencement of the adjourned meeting or the taking of the poll;

(ii) ~~(b)~~ an instrument of proxy relating to more than one meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not require again to be delivered for the purposes of any subsequent meeting to which it relates; and

(iii) ~~(c)~~ the Secretary may accept proxy forms submitted by telefax provided such telefaxes are received, to the satisfaction of the Secretary, in clear and tangible form not less than forty-eight hours before the time appointed as aforesaid.

(b) For the purposes of this Article 71:

(i) "Electronic Communication" shall have the meaning given to such expression in Section 2 of the Electronic Commerce Act 2000; and

(ii) references to receipt of any Electronic Communications shall be limited to receipt in such manner as the Company has approved.

[...]

### **73. Effect of Revocation of Proxy or of Authorisation**

A vote given or poll demanded in accordance with the terms of an instrument of proxy or a resolution authorising a representative to act on behalf of a body corporate shall be valid notwithstanding the death or insanity of the principal or the revocation of the instrument of proxy or of the authority under which the instrument of proxy was executed or the revocation or termination of the resolution authorising the representative to act or the transfer of the share in respect of which the instrument of transfer or the authorisation of the representative to act was given, unless notice in writing (whether in electronic form or otherwise) of any such death, insanity, revocation, termination or transfer was (x) received by the Company at the Office or at such other place or one of such other places or an address (if any), at which the instrument of proxy could have been duly deposited in respect of such meeting, in any such case not later than the close of business (local time) at the place where it was so received on the day before the meeting to which it relates, (y) handed to the chairman of the meeting or the Secretary at

the place of the meeting or adjourned meeting at which the vote is to be given or poll demanded, before the commencement of such meeting or adjourned meeting, or (z) in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting, handed to the chairman of the meeting or the Secretary at the place, and prior to the time, appointed for the taking of the poll.