

## NOTICE OF GENERAL MEETING

The annual general meeting of the EUROPEAN ASSOCIATION OF CERTIFIED TURNAROUND PROFESSIONALS (EACTP) shall be held virtually by electronic means in accordance with the provisions of the Companies Act 2006 (S.302) and the Company's articles of association (S.9.1), on Tuesday 6<sup>th</sup> September 2022 at 3:00pm BST for the following purposes:

### ORDINARY BUSINESS

1. Opening Remarks, welcome and quorum by Chairperson
2. Approval of the minutes of the AGM meeting held on 13 July 2021
3. To receive and adopt the financial report of the directors and the unaudited accounts for the year ended 31 December 2021.
4. To re-appoint Ford Campbell Freedman Ltd as accountants.
5. Board Constitution: Retirement and New Appointments
7. Any Other Business

### SPECIAL RESOLUTIONS

1. To amend clause 7.5 of the EACTP Articles of Association from:

7.5. An individual may only be appointed as a member of the Company if he is a member of the Turnaround Management Association

#### **To the proposed addendum to clause 7.5 and inclusion of new clause 7.6 to the EACTP Articles of Association**

7.5. *An individual may only be appointed as a member of the Company if the individual meets the eligibility requirements. The condition to meet the eligibility requirement for the purposes of membership is*

7.5.1 *An individual must be a duly vetted and accredited Certified Turnaround Professional (CTP) and/or Certified Turnaround Analyst (CTA). CTP and CTA Accreditations are exclusively awarded by the EACTP or from any other organisation that the Board of EACTP shall in their sole discretion consider from time to time to be of equivalent standing and reputation*

7.6 *Members of the company shall be encouraged to be members of a Chapter of the Turnaround Management Association (TMA). In the absence of a local Chapter to the individual, the individual may subscribe to membership to the Turnaround Management Association via TMA Virtual International Chapter (<https://turnaround.org/why-join-tma> - information on Global member benefits and programs)*

By order of the Board.

**Maria Pombo**  
Company Secretary

Date: 15 August 2022

Registered Office: C/O Ford Campbell Freedman Limited, 2nd Floor, 33 Park Place, Leeds, England, LS1 2RY

**NOTE:**

All rights to attend, speak and vote for members and proxies shall be in accordance with the Companies Act 2006 and the Company's articles of association.

The quorum of the meeting is formed by those members attending virtually.

Members are able to vote in person on the day of the meeting by attending the meeting virtually and voting electronically.

A member may appoint a proxy to exercise all or any of their rights to attend, speak and vote at the meeting of the Company. A proxy need not be a member of the Company. The Chairperson of the meeting, who will be chairing virtually may be appointed as proxy. The Company strongly encourages members to appoint the Chairperson as proxy.

## FORM OF PROXY

EUROPEAN ASSOCIATION OF CERTIFIED TURNAROUND PROFESSIONALS (EACTP)  
– General Meeting

I/We being (a) members(s) of EUROPEAN ASSOCIATION OF CERTIFIED TURNAROUND PROFESSIONALS (EACTP) (the "Company") and entitled to vote at general meetings of the Company, hereby appoint the Chair of the Meeting or the following person(s) (see note 1)

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as my/our proxy to exercise all or any of my/our rights to [attend, speak and] vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 3:00pm BST on Tuesday 6<sup>th</sup> September 2022 (and at any adjournment thereof).

I/We note that the meeting will be held virtually by electronic means in accordance with the provisions of the Companies Act 2006 (the Act) and the Company's articles of association and that all rights to attend, speak and vote shall be in accordance with the Act and the Company's articles of association. For a meeting to be valid, all members must be able to participate on an equal basis.

Given the need for social distancing and location, I/we intend to attend the meeting virtually in accordance with the Company's recommendation and intend for the Chair to act as my/our proxy to exercise our rights to vote at the virtual meeting.

I/We direct that my/our proxy will vote (or abstain from voting) on the Resolution(s) set out in the Notice of General Meeting as indicated below:

Please indicate with a cross in the appropriate box how you wish your votes to be cast. On receipt of this Form of Proxy duly signed, in the absence of any specific direction, the proxy will vote (or abstain from voting) at his or her discretion. On any other business which properly comes before the General Meeting (including any motion to amend any resolution or adjourn the meeting) the proxy will vote or abstain at his or her discretion.

Please note that a “vote withheld” is not a vote in law and will not be counted in the calculation of the votes cast for or against the resolution(s).

**PLEASE COMPLETE THIS FORM AND SIGN AND DATE BELOW.**

**ORDINARY RESOLUTIONS**

Please mark 'X' to indicate how you wish to vote

	For	Against	Vote Withheld
1. To receive and adopt the financial report of the directors and the unaudited accounts for the year ended 31 December 2021			
2. To re-appoint Ford Campbell Freedman Ltd as accountants.			
3. New Directors Appointment			
a. Alberto Cerini			
b. Kees Lieve			
c. Alain Le Berre			
4. Retiring Directors			
a. Alan Tilley			
b. Volker Beissenhirtz			

**SPECIAL RESOLUTIONS**

Please mark 'X' to indicate how you wish to vote

	For	Against	Vote Withheld
1. To amend clause 7.5 and inclusion of clause 7.6 to the EACTP Articles of association as proposed			

Member Full Name:	
Date:	
Signature:	

**Notes**

- To appoint as a proxy a person other than the Chair of the General Meeting insert the full name in the space provided. A proxy need not be a member of the Company. Completion and return of this Form of Proxy will not prevent you from attending and voting at the General Meeting if you so wish. Attendance and voting shall however be in accordance with the provisions of the Act.
- Unless otherwise indicated the proxy will vote as he or she thinks fit, or, at his or her discretion, abstain from voting.
- The Form of Proxy below must arrive not later than 48 hours before the time set for the meeting at The Company Secretary via email at [eactp@turnaround.org](mailto:eactp@turnaround.org) or [eactpfinance@turnaround.org](mailto:eactpfinance@turnaround.org) during usual business hours.
- A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney.
- The Form of Proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
- The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
- To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.