

**Dear Colleagues,**

I am writing to you in anticipation of the reconvened General Meeting of GPDF Limited (the “**Company**”), previously adjourned to be held on 16 March 2023 and to provide some background, together with updated information on the format and voting arrangements.

**Why is GPDF holding this meeting?**

The general meeting which took place on 18 November 2022 was adjourned with agreement of an overwhelming majority of members until 1100 on 16 March 2023.

Because a specific date and time was formally set for the adjourned meeting to reconvene, we are under a company law obligation to proceed to give notice for and open that meeting, notwithstanding that significant changes have been made to the Board and governance of the Company via requisition of members. Further, company law requires that the existing resolutions put before the meeting on 18 November be presented without amendment (the “**Original Resolutions**”). Accordingly, we include herewith the original Notice to call the meeting on 18 November 2022, together with a copy of the Explanatory Memorandum that accompanied that notice.

**What will be discussed?**

The current GPDF Board recognises that events have moved on considerably since 18 November 2022 and the focus of the Company is now very different. However, we also value the opportunity to engage with members via the forum of a general meeting, even in circumstances where the resolutions originally proposed now appear relevant to past rather than current circumstances.

The Board’s recommended approach, therefore, on which members will be offered a vote, will be to use the meeting for the purposes of updating members on developments since the requisitioned meeting in early January (including, but not only, in relation to ongoing negotiations relating to the Deed of Grant) and inviting views on the Board’s progress and any other matters members may wish to raise. Accordingly, rather than forcing members to go through the motions of voting on what is effectively a dead letter, we propose to offer up a resolution adjourning the general meeting *sine die*, that is to say, indefinitely.

At the conclusion of the formal business described above, GPDF Board members want to use this opportunity to update the members on progress to date and have an informal discussion; consequently, the Board very much encourages all members to attend and continue to participate actively once the formal business has been disposed of.

**Reasons for dispensing with considering the Original Resolutions**

Because of the changes to the membership of the Board on 6 January 2023, the Directors now in office do not consider it appropriate to pass the resolutions set out in the original Notice. Treating the Original Resolutions in turn:

- Taking on board members' scepticism as to the need to draw down £2 million from reserves and concern as to the lack of clarity as to the proposed uses for this sum, the Board consider the special resolution proposed to approve this measure is no longer necessary or desired.

The Board notes that in previous years it has unfortunately been necessary to meet funding shortfalls via significantly more modest drawdowns from the reserve fund. It is possible, as the GPDF's budget for 2023 continues to be recast, that a similar, more modest drawdown may be necessary in order to allow GPDF to balance its books in the current financial year and members will be updated should this become necessary. Going forward, the Board expects that its cost management strategy should largely, if not entirely, result in GPDF no longer needing to access the reserve fund in this way.

- In light of the changes to the Board and the very strong desire for member-led reform of GPDF, the Board no longer considers any of the various alternative proposals for the future of GPDF in the Original Resolutions are in each case reflective of LMCs' aspirations for the Company. Instead of requiring a vote on a policy decision the Board is not confident will deliver what LMCs desire, therefore, the Board feel it will be more constructive to abandon the Original Resolution proposed in this regard (Ordinary Resolution 1 in the Notice) and engage directly with LMCs over a longer period in order to ensure that the proposed future strategy and direction fully reflect the wishes of a very substantial majority of LMCs.
- In the Board's view, Ordinary Resolution 2, which proposed that members should vote to express their confidence in the Board as it existed in November 2022, has been substantially superseded by the meeting requisitioned by LMCs and at which resolutions to reconstitute the Board were passed by an overwhelming majority of LMCs on 6 January 2023. There is no particular mandatory company law consequence arising from a vote of no confidence and the Board does not see much useful purpose in proposing a vote which either confirms the status quo or, contrary to the wishes of LMCs clearly expressed by your votes on 6 January 2023, could be understood as suggesting that the very recently elected Board should no longer serve.

**Accordingly, the Board unanimously recommends that you vote to adjourn the Meeting when the adjournment vote is proposed, as those members of the Board who represent LMCs intend to do in respect of their own voting rights.**

## **Next Steps**

**If you are unable to attend the GM please do not forget to either appoint a proxy to vote on the resolutions using the proxy appointment site or complete and return a paper proxy form as soon as possible and by no later than 11am on 14 March 2023.**

**The Board is also conscious that this time and date unfortunately now clashes with a GPCUK meeting and, because the date and time for this general meeting were set by vote in November 2022, they are fixed. Please ensure you have appointed a proxy if you are a GPC member and know you will be unable to attend.**

I look forward to seeing and speaking to you all on 16 March.

Yours faithfully



Zoe Norris

Chair

21 February 2023

GPDF Limited



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