

**Company Number: SC308709**

**SCOTTISH GOLF LIMITED**

**(the "Company")**

**Notice of Annual General Meeting**

**NOTICE** is hereby given that the annual general meeting of the Company (the "**Meeting**") will be held on 4 March 2018 at 2.30 pm at the Dalmahoy Hotel, Kirknewton, Edinburgh EH27 8EB for the purposes of considering and if thought fit, passing the following resolutions which shall be proposed as ordinary and special resolutions as detailed below:

**Ordinary Resolutions**

1. **THAT** the minutes of the 2017 AGM of the Company, be approved.
2. **THAT** the accounts of the Company for the period ended 30 September 2017, together with the directors' report and the auditors' report be approved and adopted.
3. **THAT** RSM be appointed as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company at which the accounts are laid before the Company.
4. **THAT** the appointment of June McEwan as President of the Company, who will hold office until the conclusion of the next AGM of the Company, be approved.
5. **THAT** the appointment of Malcolm Mitchell as Senior Vice President of the Company, who will hold office until the conclusion of the next AGM of the Company, be approved.
6. **THAT** the appointment of David Fleming as Junior Vice President of the Company, who will hold office until the conclusion of the next AGM of the Company, be approved.
7. **THAT** the appointment of Lorna Brown, as a director of the Company, who will hold office for the period up to the date of the Company's 2020 AGM, be approved.
8. **THAT** the appointment of Brendan Dick, as a director of the Company, who will hold office for the period up to the date of the Company's 2021 AGM, be approved.
9. **THAT** the appointment of Sean Duffy, as a director of the Company, who will hold office for the period up to the date of the Company's 2021 AGM, be approved.
10. **THAT** the appointment of Bill Woodley, as a director of the Company, who will hold office for the period up to the date of the Company's 2021 AGM, be approved.
11. **THAT** the affiliation fee, based on membership numbers at 30 September 2018 and invoiced for payment by 31 March 2019, be collected on a per capita basis of £15 per playing member, be approved.

**Special Resolutions**

12. **THAT** the amendments to the articles of association of the Company, highlighted in green at Appendix 1, be approved.
13. **THAT** the amendments to the articles of association of the Company, highlighted in pink at Appendix 1, be approved noting, specifically in connection with the proposed amendments to Article 49, that the Company intends moving to a Board of Directors which will be composed of seven Directors by 2020.

14. **THAT** the amendments to the articles of association of the Company, highlighted in blue at Appendix 1, be approved

**BY ORDER OF THE BOARD**



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**ELEANOR CANNON**

**Chairman/Director**

Dated: 7 February 2018

Registered Office: The Dukes, St. Andrews, Fife, KY16 8NX

**Notes**

**Appointment and revocation of Proxies**

As a member of the Company, you are entitled to appoint another person as your proxy to exercise all or any of your rights to attend, speak and vote at the Meeting. You should have received a proxy form (the "**Proxy Form**") with this notice of meeting. You can only appoint a proxy using the Proxy Form and the procedures set out in the notes to the Proxy Form. PLEASE NOTE THAT ALL PROXIES NEED TO BE SUBMITTED TO THE COMPANY'S REGISTERED OFFICE AND BE RECEIVED 48 HOURS PRIOR TO THE AGM. Late returns will not be accepted and only those registered proxies as recognised by the Scottish Golf staff on duty will be issued with voting cards on the day of the AGM.

In order to revoke a proxy appointment, a member must sign and date a notice clearly stating his intention to revoke his proxy appointment and deposit it at the Company's Registered Office no less than 48 hours before the time for holding of the meeting.