

Heart of Midlothian plc

Minutes of the 115th Annual General Meeting

Main Stand, Tynecastle Stadium – 11am

16 December 2021

(Formal Business only because of pandemic restrictions)

Present:

Ann Budge – Chair

Andrew McKinlay – Chief Executive

Jacqui Duncan – Director / Company Secretary

Kevin Windram – Director

Stuart Wallace – Director

Donald Cumming – Director

James Anderson - Director

1. Welcome & Introduction

Chair Ann Budge (AB) welcomed those present to the 115th Annual General Meeting, noting it to be different from previous years in that it will deal only with the formal business of the AGM. AB advised that as previously communicated, the Board had taken this decision following the First Minister's requests on Tuesday that we should all reduce, as far as possible, the mixing of people from different households.

As already communicated, AB advised that the presentation and Q&A element of the AGM will be held before the end of January – hopefully in person, if restrictions allow or virtually, depending on the Covid situation at the time.

AB acknowledged that the Board had received a number of questions via our AGM2021 mailbox, and they will be answered during our January session.

The formal part of the AGM was then progressed.

2. Ordinary Resolutions

In accordance with the Notice of the AGM the following ordinary resolutions were considered and passed:

1. The Company's annual accounts and directors' and auditors' reports for the year ended 30 June 2021 were approved.
2. Johnston Carmichael was reappointed as auditors of the Company.
3. The directors were given the authorisation to determine the remuneration of the auditors.
4. James Kennedy Anderson was appointed as a director of the Company.
5. Donald Ian Cumming was reappointed as a director of the Company.
6. Kevin Douglas Windram was reappointed as a director of the Company.

This concluded the ordinary business of the meeting.

3. Special Resolution

In accordance with the Notice of the AGM the following special resolution was considered and passed:

1. The approval of the adoption of new articles of association of the company.

This concluded the special business of the meeting.

4. Closing Remarks

AB thanked everyone for coming to the meeting today and said that the Board looked forward to presenting more fully in January, along with a full Q&A session.

The meeting was formally closed at 11.15am.