

Private & Confidential

LTA OPERATIONS LIMITED

Company number 07475460

(the “Company”)

Minutes of a meeting of the BOARD OF DIRECTORS of the Company (the “Board”) held on Tuesday 11 February 2025 at 8.30am in the boardroom at the National Tennis Centre, 100 Priory Lane, Roehampton, SW15 5JQ

Present Bridie Amos, Rachel Baillache (by Teams), Sara Bennison, Sanjay Bhandari, Roy Colabawalla, Richard Cutler, Lord Davies of Abersoch, Anil Jhingan, Nigel Jordan, Scott Lloyd, Sandi Procter, Simon Steele and Sir David Tanner

In attendance Georgina Land-Wilkins (minutes) and Pamela Woodman (Company Secretary)

1. Welcome and Declarations of Interest

Lord Davies welcomed everyone to the meeting.

In accordance with section 177 of the Companies Act 2006, each director present confirmed that they had no direct or indirect interest in any of the business to be transacted at the meeting, other than in relation to certain of the corporate governance items below. Otherwise, the declarations of interest were as previously recorded, and directors were reminded to continue to declare any interest which may arise during the meeting at the appropriate time.

2. Minutes

The minutes of the meetings respectively held on 3 December 2024 and 21 January 2025 were each approved as a correct record.

3. Actions and Matters Arising

There were no outstanding actions or matters arising.

4. CEO Executive Summary

A comprehensive summary had been included in the Board pack and was noted.

5. Finance Report

The Board had received a report from Simon Steele in the Board pack covering finance, legal and LTA Tennis Foundation, which was taken as read.

6. Reports for Noting

6.1 Business Update

The paper included in the Board pack was noted.

6.2 Health & Safety Update

The minutes of the LTA health and safety group meeting on 27 November 2024, which were included in the Board pack, were noted.

7. Corporate Governance – Amendment of Articles of Association and Resignation of Directors

A comprehensive paper had been included in the Board pack, which was noted. After discussion:

- 7.1 each of the directors of the Company (except Scott Lloyd and Simon Steele, who were continuing as directors) agreed to resign as a director of the Company with effect from 23:59 on Tuesday 11 February 2025 and agreed to sign a resignation letter addressed to the Company (the form of which was included as Appendix 6 to the paper);
- 7.2 the Board approved the circulation of two written resolutions to the Company's shareholder, Lawn Tennis Association Limited ("**LTA**"), for consideration and, if thought fit, approval and signature, such written resolutions being:
 - a. a special resolution in the terms set out in Appendix 4 to the paper ("**Written Special Resolution**") to approve the adoption of the articles of association set out in Appendix 3 to the paper as the articles of association of the Company with effect from Wednesday 12 February 2025; and
 - b. an ordinary resolution in the terms set out in Appendix 5 to the paper ("**Written Ordinary Resolution**") to approve the authorisation of any direct or indirect interest of each of Scott Lloyd and Simon Steele that conflicts, or possibly may conflict, with the interests of the Company as a result of their holding office as a director of other companies in the LTA group; [*Scott Lloyd and Simon Steele did not vote on this item of business*]
- 7.3 the Board accepted the resignations (as directors of the Company) of the eleven resigning directors of the Company (i.e. all except Scott Lloyd and Simon Steele), with effect from 23:59 on Tuesday 11 February 2025; and
- 7.4 subject to the passing of the Written Special Resolution and the Written Ordinary Resolution by LTA, the Board:
 - a. approved the adoption of the articles of association set out in Appendix 3 to the paper as the articles of association of the Company with effect from Wednesday 12 February 2025; and
 - b. authorised the Company Secretary of the Company to make all required filings at Companies House and all required updates to the company books of the Company in respect of:
 - i. the adoption of the new articles of association; and
 - ii. the resignations of the directors.

There being no further business the meeting closed.

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Chair