FRIENDS FOR CONSERVATION AND DEVELOPMENT
SUPPLEMENTARY NOTICE OF SPECIAL BUSINESS
26TH ANNUAL GENERAL MEETING

To: All Members of Friends for Conservation and Development (FCD)

Further to the Notice of the 26th Annual General Meeting issued on 10th November 2025, the Board of Directors gives notice that the following item of Special Business will also be presented at the AGM to be held on Saturday, 6th December 2025 at 2:00 p.m. at the San Ignacio Resort Hotel, San Ignacio Town, Cayo District, Belize, with the option of virtual participation via Zoom as previously notified.

In addition to the ordinary business already listed in the AGM notice, the following Special Business will be considered:

SPECIAL BUSINESS

Resolution – Amendment of Articles of Association (Waiver of Term Limits for Directors)

To consider and, if thought fit, pass the following Special Resolution as a special resolution of the members of FCD:

THAT the Articles of Association of Friends for Conservation and Development (the "Company") be and are hereby amended as follows:

1. By inserting immediately after Article 39 the following new Article 39A:

   39A. Waiver of Term Limits by the General Membership

   Notwithstanding Articles 30, 32, 34, 36 and 38 above, any person who has served the maximum number of consecutive terms in any office on the Board of Directors may, where the Board considers it necessary in the interests of FCD, be nominated for one or more additional consecutive terms in that office, provided that:

   (a) the nomination is specifically identified to the membership as a proposed waiver of the applicable term limit; and

   (b) such nomination and waiver of the term limit is approved by not less than seventy-five per cent (75%) of the members present and voting at an Annual General Meeting.'

2. By amending Articles 30, 32, 34, 36 and 38 so that each such Article expressly provides that the relevant officer or Director may be eligible to serve beyond

the usual maximum number of consecutive terms, subject always to Article 39A in respect of any further consecutive term or terms.

3. THAT the Directors be and are hereby authorised to make such consequential amendments to the numbering, lettering, cross-references, punctuation and formatting of the Articles of Association as may be necessary or desirable to reflect the insertion of Article 39A and the amendments to Articles 30, 32, 34, 36 and 38, provided that no such changes shall affect the substance or effect of the amendments approved by this Special Resolution.

AND THAT the Directors of the Company be and are hereby authorised to take all necessary steps and do all such things as may be necessary or desirable to give effect to this Special Resolution.

Explanatory Note

At present, the Articles of Association provide that the President, Vice-President, Secretary and Treasurer may serve for no more than two consecutive terms, and that Directors may serve for no more than three consecutive terms.

The proposed amendment does not remove these term limits. Instead, it creates a controlled way for members to allow a director who has reached the usual limit to serve for an additional term or terms, but only when:

a.) the Board believes it is in the best interests of FCD; and
b.) at least 75% of the members present and voting at the AGM agree.

This allows FCD to retain key experience and leadership when needed, while keeping strong member control and transparency.