

**East Cambs Trading Company
The role and rights of the Observer**

The Observers are nominated by Council.

Role of the Observers

The purpose of an observer is to add value to discussions, i.e. bring additional knowledge to the debate, at board meetings and provide reassurance to the shareholder, i.e. the Council, that the Board of Directors is meeting its obligations to the company and the shareholder.

Rights of the Observers:

- The Board of Directors shall notify the Observers of when meetings will be held
- The Observers may contribute to discussions at Board Meetings
- The Observers are not entitled to vote on any decision contemplated by the Board of Directors
- The attendance of Observers is not counted towards a quorum
- Observers will have access to board papers and minutes and must comply with confidentiality rules of the company
- Observers cannot participate on matters where there is a direct conflict of interest related in their personal business