

## SCHEDULE 3

### Letters of appointment of Nominated Directors

[on the headed notepaper of the Company]

[name and address of Nominated Director]

Dear

#### CITY OF YORK TRADING LIMITED ("Company")

1. This letter contains the terms which we have discussed and agreed for your appointment as a non-executive director of the Company, as the nominated director of [ ]. Your appointment is made pursuant to and is subject to the terms and conditions set in the Shareholders' Agreement dated 2015 and made between, (1) City of York Council and (2) the Company (the "**Shareholders Agreement**").
2. You will be expected to attend the Board Meetings and General Meetings of the Company. You will receive details of all such meetings in advance.
3. You will not, whether during the appointment or after its termination, except in the proper course of your duties or as required by law, use or divulge, and shall use all reasonable endeavours to prevent the use or disclosure of, any trade or business secrets or any information concerning the business or finances of the Company or of any dealings, transactions, or affairs of the Company or any client, customer or supplier of the Company which comes to your knowledge during the course of this appointment and will comply with the provisions of clause 12 (Confidentiality) of the Shareholders Agreement as if it applied to you. You will, however, be entitled to disclose information to the Shareholder appointing as permitted under the Shareholders Agreement.
4. The appointment will automatically cease in relation to the Company in the event that you resign as a director or are removed from office in relation to the Company. In particular, in signing this letter, you acknowledge that your office is subject to the terms of the Shareholders' Agreement and the Company's Articles of Association (the "**Articles**") and may be determined as permitted under the terms of the Shareholders' Agreement and the Articles and that such termination will not give rise to any claim against the Company whatsoever.

5. On termination of your appointment, you agree that you will promptly return to the Company Secretary all papers and property of the Company which are in your possession or under your control.

Please indicate your acceptance and acknowledgement of these terms by signing the attached copy.

Yours sincerely

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SIGNATORY

I agree to and acknowledge the terms and conditions set out above relating to my appointment as non-executive director of City of York Trading Limited.

Signed

Dated