

NOTICE OF THE ANNUAL GENERAL MEETING

OF

THE EDUCATIONAL RECORDING AGENCY LTD (“the Company”)

to be held on

Thursday 15 September 2016

The Directors of the Educational Recording Agency Limited have requisitioned the holding of an Annual General Meeting in accordance with Clause 13 of the Articles of Association of the company.

Notice is hereby given that the Annual General Meeting of The Educational Recording Agency will be held on Thursday 15 September 2016 at Verulam House, 60 Gray's Inn Road, London WC1X 8LU at 11.30am, when the following business will be transacted: -

ORDINARY BUSINESS – Section A

- 1. To receive and approve the Minutes of the previous Annual General Meeting held on Thursday 17 September 2015.**
- 2. To receive the report of the Chief Executive on the activities of the Company and the Governance Review undertaken to reflect legislative changes implemented from April 2016.**
- 3. To receive and consider the Directors' Report and the Financial Statements of the company for the year ended 31 March 2016 and the Auditor's Report thereon.**
- 4. To consider and, if thought fit, pass a resolution that the auditors of the company, Moore Stephens LLP, be reappointed as auditors of the company to hold office from the conclusion of the meeting until the Annual Report and Financial Statements are next laid before the Members, and that their remuneration be determined by the Directors.**

SPECIAL BUSINESS

- 5. To consider and, if thought fit, pass a special resolution that the Articles of Association of the Company (as amended by Special Resolutions passed on 23 September 2004, 22 September 2005 and 14 May 2009) be replaced by Articles of Association of the Company in the form published with this Notice (the 2016 Articles) with immediate effect of the special resolution being passed and that the Company Secretary send to the registrar at Companies House a copy of the 2016 Articles within 15 days of the special resolution being passed.**
- 6. To pass a special resolution that the non-executive Directors of the Company shall provide the supervisory function for continuously monitoring the activities and the performance of the duties of the**

persons who manage the business of the Company as provided by Article 14 of the 2016 Articles.

7. To consider and, if thought fit, pass a special resolution that the standard terms of the Membership Agreement of the Company be updated and adopted in the form published with this Notice.
8. To consider and, if thought fit, pass a special resolution that the Distribution Policy of the Company (including and incorporating the Policy of the Company on non-distributable amounts) in the form published with this Notice be formally adopted by the Members and applied for the purposes of application of the 2016 Articles.
9. To consider and, if thought fit, pass a special resolution that the Investment Policy of the Company in the form published with this Notice be formally adopted by the Members and applied for the purposes of application of the 2016 Articles.
10. To consider, and if thought fit, pass a special resolution that the Policy on Deductions of the Company (including provision for payment of management fees) in the form published with this Notice be formally adopted by the Members and applied for the purposes of application of the 2016 Articles.

ORDINARY BUSINESS – Section B

11. To pass a resolution pursuant Article 13.4 of the 2016 Articles that the current Directors of the Company be confirmed as appointed as non-executive Directors of the Company from the date of adoption of the 2016 Articles to hold office for four years subject as otherwise provided under the 2016 Articles.
12. To receive and consider the Annual Transparency Report for the Members prepared and presented by the non-executive Directors of the Company following audit in respect of the year ended 31 March 2016.
13. To receive and consider the updated Code of Conduct of the Company approved by the Directors and to be applied to reflect application of the 2016 Articles and the Constitution of the Company as defined therein.



Signed by Helen Nicholson
Company Secretary

By Order of the Board

11 August 2016

A Member entitled to attend and vote at the meeting is entitled to appoint a proxy, and, in a poll, to vote in his stead. A proxy may demand, or join in demanding, a poll. A proxy need not be a Member of the Company.

Proxy Forms are published for Members with this Notice. Copies can be obtained by telephoning 020 7837 3222 or by emailing era@era.org.uk

To be effective forms must be completed, signed and returned as set out in the Proxy Form by no later than 10am on Tuesday 13 September 2016.

The Educational Recording Agency Limited
Registered Office: Verulam House, 60 Gray's Inn Road
London WC1X 8LU

Registered in England: Company number 02423219