

**NOTICE OF THE ANNUAL GENERAL MEETING**  
**OF**  
**THE EDUCATIONAL RECORDING AGENCY LTD ("the Company")**

**to be held on**

**Thursday 14 September 2017**

The Directors of the Educational Recording Agency Limited have requisitioned the holding of an Annual General Meeting in accordance with Clause 33 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 14 September 2017 at 1<sup>st</sup> Floor, Barnard's Inn, 86 Fetter Lane, London EC4A 1EN 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 15 September 2016.**
- 2. To receive the report of the Chief Executive on the activities of the Company.**
- 3. To receive and consider the Directors' Report and the Financial Statements of the company for the year ended 31 March 2017 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 pass a special resolution that the non-executive Directors of the Company shall continue to 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.**
- 6. To consider and, if thought fit, pass a special resolution that the updated 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.**

**ORDINARY BUSINESS – Section B**

- 7. To pass a resolution pursuant to Article 13.4 of the 2016 Articles that term of office for the following Directors of the Company**

**appointed after the Annual General Meeting held on 15 September 2016, namely  
Ms CJ Hyndman – appointed 19 January 2017  
Mr JVP O’Sullivan – appointed 10 March 2017  
be confirmed for four years from the date of their appointment  
subject as otherwise provided under the 2016 Articles.**

- 8. 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 2017.**
- 9. To receive and consider the updated Code of Conduct of the Company approved by the Directors and in force at the date of the Annual General Meeting.**



Signed by Helena Djurkovic  
Company Secretary

By Order of the Board

11 August 2017

A Member entitled to attend and vote at the meeting is entitled to appoint a proxy, and, in a poll, to vote in his or her 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](mailto: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 12 September 2017.

The Educational Recording Agency Limited  
Registered Office:  
1<sup>st</sup> Floor,  
Barnard’s Inn  
86 Fetter Lane  
London EC4A 1EN

Registered in England: Company number 02423219