

NOTICE OF THE ANNUAL GENERAL MEETING OF BRITISH EQUITY COLLECTING SOCIETY LIMITED

("the Company") to be held on Friday 2nd December 2016

The Directors of British Equity Collecting Society Limited have requisitioned the holding of an Annual General Meeting in accordance with Article 5 of the Articles of Association of the Company.

Notice is hereby given that the **Annual General Meeting of British Equity Collecting Society Limited** will be held:

On: Friday 2nd December 2016

**In: the National Film Theatre Auditorium 3 (NFT3)
at the BFI Southbank, Belvedere Road, London SE1 8XT**

From: 13:30 hours 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 Friday 4th December 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 30th April 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 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 Registration Form 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 Policies of the Company for the allocation and distribution of Performers' Remuneration as 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 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 the 2016 Articles.
- 10 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.
- 11 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.
- 12 To consider, and if thought fit, pass a special resolution that in applying the approved Policy on Deductions of the Company, the management fees which may be deducted by the Company from sums collected by BECS as Performers' Remuneration may, by agreement with the Collective Management Organisation from who the payments are received, be up to ten per cent of the monies processed to meet the distribution costs of BECS within approved budgeted costs.

ORDINARY BUSINESS – Section B

- 13 To pass a resolution pursuant Article 13.4 (a) of the 2016 Articles that the current non-executive Directors and the Chief Executive as an executive Director of the Company be confirmed as appointed as Directors of the Company from the date of adoption of the 2016 Articles to hold office as otherwise provided under the 2016 Articles.
- 14 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 30 April 2016.

By Order of the Board

17th October 2016