



NOTICE OF ANNUAL GENERAL MEETING

BROKERS IRELAND

(Brokers Ireland is the trading name of Association of Insurance & Financial Brokers (reg. no.184744))

NOTICE IS HEREBY GIVEN that the 2021 Annual General Meeting of Brokers Ireland will be held online (using electronic communications technology in the terms permitted by Covid-19 emergency legislation) on 30 September 2021 at 11.00 a.m.

The meeting shall be held through the use of the following electronic platform: the *GoToWebinar* platform. You must confirm your intention to attend the meeting by registering online via Brokers Ireland website not less than 48 hours before the scheduled time for the meeting. Upon registration you will receive log-in details and instructions to access the meeting. This requirement for confirmation has been put in place so that the company can identify attendees who intend to attend the meeting. To register for the 2021 AGM please [CLICK HERE](#).

The procedure for attendees to communicate questions and comments during the meeting will be as follows: attendees may flag their intention to raise questions or make comments by raising their hand or by using the *Chat* function on the platform. Questions and comments will be invited and be taken by the chairperson.

The procedure for voting on resolutions will involve the attendees who are entitled to vote at general meetings being invited to vote via pop up questions appearing on your screen, to which the attendee can respond by clicking on the appropriate response (In Favour; Against; Abstain) as appropriate. All attendees will be able to see the overall response to each vote requested. All attendees who are entitled to vote at general meeting will also be permitted to speak.

The business to be transacted at the meeting shall be as follows.

1. The consideration of the company's statutory financial statements and the report of the directors and the report of the statutory auditors on those statements and on that report for the financial period ended 31 December 2020;
2. The re-appointment of Grant Thornton as statutory auditors, to hold office until the conclusion of the next general meeting at which accounts are laid before the

company, and the authorisation of the Board to approve the remuneration of the statutory auditors;

3. To consider and, if deemed appropriate, to pass the special resolutions for the current board to remain in situ, as set out in Appendix A hereto;
4. To consider and, if deemed appropriate, to pass the special resolution amending the company's constitution to permit online general meetings in the future, as set out in Appendix B hereto;
5. The review by the members of the company's affairs.

Note: A member entitled to attend and vote at the above meeting is entitled to appoint a proxy using the form set out in section 184 of the Companies Act 2014 to attend, speak and vote in its place. The form of the proxy is for ease of reference enclosed with this notice. A proxy need not be a member of Brokers Ireland. The time by which the proxy must be received at Brokers Ireland's registered office is specified on the enclosed proxy form.

BY ORDER OF THE BOARD OF BROKERS IRELAND

Company Secretary: Kathleen Shannon

Date: 3 September 2021

Registered Office: 87 Merrion Square, Dublin 2

APPENDIX A

SPECIAL RESOLUTIONS FOR THE CURRENT BOARD TO REMAIN IN SITU

The following special resolutions in this Appendix A shall only be given effect to if both of the resolutions are passed. If only one of the resolutions is passed, neither shall be deemed to have been passed and neither shall be given effect to.

IT HAVING BEEN PROPOSED by the Board of Brokers Ireland as follows:

- (i) that, because the Covid-19 pandemic has had such a material and continuous adverse effect on the ability of Brokers Ireland to fully carry out its representative functions for the benefits of its members during the *lost pandemic year* of 2020/2021, the board of directors of the company should continue in its current form for a further year in order to properly deal with its existing business.
- (ii) the *lost pandemic year* between the 2020 AGM and the 2021 AGM of the company should not be taken into account in the future when applying the rules that are laid down in the constitution of the company regarding rotation and terms of directorships.

IT IS RESOLVED by the members by way of special resolutions as follows:

1. **THAT** in the unique circumstances of the Covid-19 pandemic the members and office holders of the board of directors of the company that were in place at the commencement of this 2021 Annual General Meeting be permitted to remain in situ until the next Annual General Meeting of the company (notwithstanding the provisions of the constitution of the company that relate to retirement and rotation of board members or to the maximum terms of office) without amending the constitution of the company for this purpose.
2. **THAT**, consequent on the preceding resolution, the period between the 2020 AGM and the 2021 AGM of the company shall not be taken into account in the future when applying the rules in the constitution regarding the rotation or maximum terms of office or terms of directorships in the company.

/END OF APPENDIX A

APPENDIX B

SPECIAL RESOLUTION AMENDING THE CONSTITUTION TO PERMIT ONLINE GENERAL MEETINGS IN THE FUTURE

IT HAVING BEEN PROPOSED by the Board of Brokers Ireland as follows:

- (i) that as a preferred alternative to the company relying, as it currently does, on temporary emergency Covid-19 legislation in order to lawfully convene online general meetings, the constitution of the company should be updated to expressly allow for the convening in the future of general meetings of the members by the use of electronic communications technology.

IT IS RESOLVED by the members by way of a special resolution as follows:

1. That the constitution of the Company be amended in the terms enclosed (see separate copy enclosed) as follows:
 - (a) new articles 32, 34 to 39, 49, 51 and 56 be added to the constitution so that general meetings can be convened by electronic communications technology;
 - (b) articles 7 and 10 be updated to take account of the fact that the matters relating to the composition of the Board that were consequent upon the 2017 merger have now been completed; and
 - (c) the necessary renumbering and attention to housekeeping matters in updating the constitution that are necessary to give effect to the amendments described above be effected.

/END OF APPENDIX B