

ANNUAL GENERAL MEETINGS OF MEMBERS

To be held on 27 January 2022 at 16:30 Bucharest time

**at the offices of EY, Bucharest Tower Center Building, 22nd floor, 15-17 Ion Mihalache Bvd.,
011171 Bucharest, Romania**

SUPPLEMENTAL NOTICE IS HEREBY GIVEN pursuant to Art. 48 of the Articles of Association of the Chamber that the adjourned Annual General Meeting of the Chamber for 2020 will be re-convened and held concurrently with the Annual General Meeting of the Chamber for 2021 at the time and location stated above, for the purpose of considering and, if thought fit, passing resolutions as to the ordinary business of the Chamber relating to directors and accounts and, if thought fit, passing the other resolutions set out below to be proposed as a Special Resolution.

Special resolution (to be proposed before the election of directors)

Special Resolution

That, for the purpose of permitting greater flexibility in the supervision of the operations of the British Romanian Chamber of Commerce, the Articles of Association of the British Romanian Chamber of Commerce shall be amended:

(a) by replacing the existing text of Article 65 by the substitution of the following wording:

“65. The Board may elect from their own number Directors with particular responsibilities for tasks set by the Board and each such Director who is so appointed shall be designated a Vice-Chair with responsibility for the relevant designated task. The continued designation of such Directors as Vice-Chairs shall be subject to (a) the continuing requirement for the allocated tasks to be performed and (b) the due performance of the tasks so allocated to the relevant Directors by the Board. The Board may accordingly from time to time resolve to terminate such appointments and related designations of Directors as Vice-Chairs.”

and

(b) by deleting and leaving blank the existing text of Article 68.

Notes

Notice of the AGMs was given on 24 December 2021. The following candidates for election or re-election as elected directors of the Chamber were nominated before the relevant deadline at the end of Wednesday, 12 January 2022:

- Charlie Crocker
- Colin Lovering
- Neil McGregor

- Shajjad Rizvi; and
- Dan Schwartz.

There were five vacancies caused by directors who are due to stand down at the end of the AGMs and five candidates have been nominated for election or re-election. Article 52 of the Articles of Association provides:

“Where the number of candidates is equal to or fewer than the number of vacancies, such candidates shall be deemed to be elected or re-elected unopposed. Successful candidates shall assume office at the conclusion of the meeting at which they were elected.”

No formal election of directors will therefore take place but the other business of which notice has been given (in particular, the special resolution set out above) will be dealt with at the said meetings.

In view of the restrictions on meetings during the current pandemic it may be necessary to change the venue of the meetings, in which event due notice will be given to members.

Any member of the Chamber entitled to attend and vote at the above-mentioned meeting may appoint a proxy to attend and, on a poll, vote instead of that member. A proxy for a corporation may vote on a show of hands as well as on a poll. A proxy may demand, or join in demanding, a poll. A proxy need not be a member of the Chamber. To be effective, a proxy and any power of attorney or other authority under which it is signed or a notarially certified or office copy thereof must be deposited at the registered office of the Company with not less than the relevant maximum period of notice specified in Section 327(2) of the Companies Act 2006, which is forty-eight hours before the time appointed for holding the meeting or adjourned meeting. The deadline for receipt of signed proxy forms is therefore 16:30 on 25 January 2022 (Bucharest time) in respect of the meeting as originally convened.

For the convenience of members, form of proxy is attached.

In the event that an Annual General Meeting as re-convened or convened by this notice is not quorate within 30 minutes of the time for which it was convened, then pursuant to Article 25 of the Articles of Association that Annual General Meeting shall stand adjourned to 17:15 on 27 January 2021 at the same location.

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BRCC

British Romanian
Chamber of Commerce

FORM OF PROXY (if you are not attending in person)

I, (full name) _____

of (member company) _____

being an active member of the British Romanian Chamber of Commerce will not be attending the annual general meetings on 27 January 2022, and nominate:

(Either)

The Chairman of the meeting
(please insert X in the box)

(Or) (name an alternative attending proxy)

(Name of proxy) _____

as my proxy to vote for me on my behalf at the meetings and at any adjournment thereof as indicated below.

Signed _____ (Member of the BRCC)

Proxies to reach the BRCC by email (madalina.ciinaru@brcconline.eu) or in hard copy no later than 16:30 (Bucharest time) on 25 January 2022