



**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Chamber for 2023 will be held 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.

### **Notes**

A copy of the balance sheet to 31 March 2022 and every document required by law to be annexed to it has already been circulated to members. As they are to be laid before the above-mentioned meeting, a further copy is attached through the links below.

Nominations are invited for candidates who wish to stand for election to the four positions as elected directors of the Chamber which will be available to be filled at the Annual General Meeting. Article 48 of the Articles of Association of the Chamber contains details of eligibility of candidates to hold office as elected directors of the Chamber, but Members should note in particular that nominations of candidates for election or re-election as directors must be received by the Chamber not later than Monday 13 February 2023. Such nominations of candidates must include:

*“(A) notices in writing signed by at least five (5) Active Members duly qualified to attend and vote at the meeting for which such notice is given ... of their intention to propose such person for election and also notice in writing signed by that person of his willingness to be elected; and*

*(B) the written consent of the Active Member to which such person is connected as an Eligible Person to such person serving as an Elected Director;”*

An “Active Member” is a member of the Chamber other than an honorary member. An “Eligible Person” means an individual who is a shareholder or a partner in, or a director or senior employee of, the relevant Active Member. Questions regarding eligibility of candidates and on the nomination process should be sent to [madalina.ciinaru@brcconline.eu](mailto:madalina.ciinaru@brcconline.eu), to whom nominations should also be sent by e-mail or to the addresses below. Details of the candidates for election as directors will be circulated after nominations close, in accordance with Article 48 of the Articles of Association of the Chamber.

Any member of the Chamber entitled to attend and vote at the above-mentioned meeting (either in person or by an individual who is a shareholder in, or a partner, director or employee of or a consultant to that member) may instead 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 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 19:00 on 26 February 2023 (Bucharest time).

For the convenience of members, a form of proxy is attached through the link below.

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 19:35 on 28 February 2023 at the same location.

**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 meeting on 28 February 2023, 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@brconline.eu](mailto:madalina.ciinaru@brconline.eu)) or in hard copy to the registered office of the Chamber at c/o K J Pittalis LLP, Global House, 303 Ballards Lane, London N12 8NP no later than 19:00 (Bucharest time) on 26 February 2023**

