

Company number 05015443

**PRIVATE COMPANY LIMITED BY GUARANTEE WITHOUT SHARE CAPITAL
NOTICE OF MEETING
OF
SEDEX INFORMATION EXCHANGE LIMITED (the "Company")**

Notice is given that the Company's 2021 Annual General Meeting (AGM) will take place [as an online event] on Monday 10th May 2021 at 12:00pm – 1:00pm (BST), at 5 Old Bailey, London EC4M 7BA to consider and pass the following resolutions, which will be proposed as a special resolution in respect of resolution 1 and ordinary resolutions in respect of resolutions 2 to 6.

We would like to invite all Sedex members to attend. The AGM will be virtual, and members can register to attend. Please email communications@sedex.com if you would like to attend.

In addition, at the AGM a poll will take place in line with the published election Rules to re-elect three Member Directors, and to nominate two new Member Directors of the Company, who will then be appointed as Member Directors by the Board immediately following the AGM. The below special resolution is proposed to amend the Company's Articles of Association in order to give the Board express authority to do so.

SPECIAL RESOLUTION

1. Amendment to Articles of Association

To amend the Articles of Association of the Company by deleting the existing Article 46 and substituting the following:

"46. Subject to Article 43, and where Member Director vacancies arise, at every annual general meeting Member Directors shall be proposed for election to the Board to reflect the composition of the Board as set out in Article 41. The Nomination Committee shall recommend and the Board shall publish election Rules, including the number of Member Director vacancies, and minimum eligibility criteria, not less than one month prior to the annual general meeting at which elections are to be held. The Rules will set out the procedure for administering Member Director elections. Any changes to the Member Director election Rules shall require Board approval by a quorate meeting of the Board at which all Directors attending and voting vote in favour of such changes.

The Board shall have the power to appoint the candidates selected by such Member Director elections in accordance with such Rules to be Member Directors and shall do so promptly following the relevant annual general meeting."

Note: for ease of reference, we have highlighted above the new wording proposed to be added to the current version of this Article.

ORDINARY RESOLUTIONS

2. Report and accounts

To receive and adopt the Company's annual accounts and the reports on those accounts of the directors of the Company and the auditor of the Company for the financial year ended 2020.

3. Re-election of director retiring by rotation

To re-elect Samuel Cliff as a Member Director of the Company.

4. Re-election of director retiring by rotation

To re-elect Mardee Job as a Member Director of the Company.

5. Re-election of director retiring by rotation

To re-elect Kevin O'Neill as a Member Director of the Company.

6. Appointment of auditor and authority to agree remuneration

To appoint RSM UK Audit LLP as auditor of the Company to hold office from the conclusion of this meeting to the conclusion of the next meeting at which the Company's annual accounts and reports are laid before the Company and to authorise the directors of the Company to agree the remuneration of the Company's auditor.

Notes:

- 1.** Following UK Government guidance on social distancing this AGM will be held by means of virtual online voting. The Board of the Company will be implementing the following measures in respect of the AGM:
 - a. We expect only two directors (who will be appointed representatives of members) to be in attendance in person at the venue to conduct the business of the meeting.
 - b. Members will not be permitted to physically attend the AGM, and appropriate health and safety measures will be implemented for anyone physically attending the meeting, including social distancing.
 - c. Voting at the AGM will be carried out by way of poll.
 - d. The results of the AGM will be announced as soon as practicable after it has taken place.
- 2.** In accordance with Company's Articles of Association, the members of the Company have the right to vote at the AGM. Each corporate member is requested to nominate **one authorised person to vote** on behalf of their company. You can register to vote here. You can then attend the AGM online, to cast your vote, or appoint the Chair or another person to cast your vote by proxy.
- 3.** To be effective, any proxy form or any other instrument appointing a proxy (including for the avoidance of doubt electronic form) must be completed, signed and deposited (together with any power of attorney or other authority under which an appointment is made) at the Company's registered office address no later than 24 hours before the time appointed for the taking of the poll. Proxy votes received less than 24 hours before will not be valid.
- 4.** Once registered, you will receive login details via email to join the virtual AGM securely. These details can be used to both vote and join the AGM. Please allow 24 hours to receive these login details.

5. The deadline for registering to vote and attend the AGM is midnight 9 May.
6. During the AGM, the Chair and Chief Executive and Chief Financial Officer will provide an update to Company members about progress of the business over the past 12 months. Members will also have the opportunity to vote to approve the resolutions set out above and also to vote to nominate two further Member Directors for election to the Board immediately following the AGM.

Questions? Please email us at communications@sedex.com