



Company No. 134396

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
Special Resolution
-of the members of-
PERFORMING RIGHT SOCIETY LIMITED

(passed at the Annual General Meeting of the Company held on 19 May 2021)

SPECIAL RESOLUTIONS:

1. Composition of the Members' Council

THAT with immediate effect Article 45 of the Society's Articles of Association be amended as follows:

- at Article 45(a), by deleting the words "the adoption of these Articles" and substituting "18 August 2020" therefor;
- at Article 45d(i), by substituting "eleven" for "ten";
- at Article 45(d)(ii), by substituting "ten" for "nine";
- at Article 45(d) (iii), by substituting "nine" for "eight";
- by adding a new Article 45(d)(iv) as follows:
"the 2024 Annual General Meeting, the number of writer Council Members and the number of publisher Council Members (whose number shall always include the three Designated Council Members) on the Members' Council shall not, in each case, exceed eight".

2. Ratification of Ballot in respect of additional vacancies for writer and publisher Council Members

THAT -

It having been resolved in Resolution 4 to amend with effect from the 2021 Annual General Meeting Article 45(d)(i) of the Society's Articles of Association so that "the number of writer Council Members and the number of publisher Council Members (whose number shall always include the three Designated Council Members) on the Members' Council shall not, in each case, exceed eleven" ("the Amendment"), the conduct and results of the ballot to determine the eligibility of candidates for appointment at the Society's 2021 Annual General Meeting to vacancies for writer Council Members and publisher Council Members of the Members' Council be and are hereby ratified for all purposes as the proper and deemed valid process for determining the persons eligible for appointment to the additional vacancies created by the Amendment.



3. Designated Publisher Regime

THAT Articles 70, 72 and 73 of the Society's Articles of Association be amended by:

deleting Article 70 and substituting the following in its place:

"70

(1) Subject to Articles 46, 48, 70(2) and 73, Council Members shall retire from office at the third Annual General Meeting following that at which they were last appointed. Office as a Director immediately prior to 18 August 2020 shall be deemed office as a Council Member for the purposes of these Articles.

(2) Every Designated Council Member appointed at the 2021 AGM shall retire from office at the 2022 AGM.";

amending Article 72 as follows:

- At line 3 of Article 72(b)(i), by deleting the first reference to "45(c)" and substituting "45(b)" therefor;

- At line 1 of Article 72 (c), by deleting the word "retiring" and substituting "retired" therefor;

amending Art 73 as follows:

- At line 1 of Article 73(a), immediately before the words "Members' Council shall invite", by inserting the words "Subject to the following provisions of this Article 73, the" and deleting the word "The";

by deleting Articles 73(c) –(e) in their entirety and substituting new Articles 73(c) – (f) as follows:

(c) As soon as practicable after the first day of January in each year the Secretary shall cause to be prepared and submitted to an independent auditor for certification a list containing the names of the top five principal voting publisher Members as determined by the aggregate average Distributions from the Society during the immediately preceding three years.

(d) In the event that a Member who would otherwise qualify as a Designated Publisher under Article 73(a) declines the invitation to nominate a Designated Council Member pursuant to this Article, then the Members' Council may extend the invitation to the Publisher (not being already represented on the Members' Council) with the next highest average annual Distribution from the Society in the preceding three years ending on 31 December.

(e) With effect from the 2022 Annual General Meeting, Article 73(f) applies (and applies only with effect from that Meeting):

(i) to any Annual General Meeting at which it is proposed to appoint a Designated Council Member (a "DCM Appointment Meeting"); and

(ii) to a Council Member (other than a retiring Council Member) who on the date of a DCM Appointment Meeting represents a publisher who in relation to that Meeting qualifies as a Designated Publisher but who was not so qualified on the date of the general meeting at which the Council Member was last appointed.

(f) At the DCM Appointment Meeting, the Council Member shall, if they would not otherwise be subject to retirement from office under the Articles, retire from office at the DCM Appointment Meeting, for which they may be validly re-appointed as a Designated Council Member on and subject to the provisions of Article 72.

by renumbering Article 73(f) Article 73(g).”.

Secretary:

Jonathan Ritken

Dated: 28-05-21 | 02:24 PDT

Performing Right Society Limited – Company No. 134396