

140248



**THE COMPANIES ACT 2006  
SPECIAL RESOLUTION  
Music Publishers Association Limited  
ADOPTION OF NEW ARTICLES OF ASSOCIATION**

At a General Meeting of the members of the above named company, duly convened and held at Music Publishers Association Boardroom on 20 March 2014 at 1 00pm

The following Special Resolution was duly passed

That the existing articles of association be amended as set out below

**Amendments to the Articles of Association**

The introductory paragraph to read

**Insert a new definition:**

"Election Service Provider" means the independent supplier of ballot and election services appointed in accordance with Article 64(b)

**Article 30 to be amended from:**

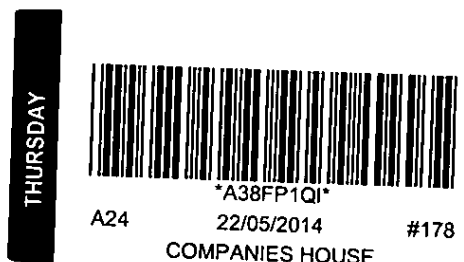
All business shall be deemed special that is transacted at a general meeting, and all that is transacted at an annual general meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors, the election of members of the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors

**To**

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**Article 62 to be amended from.**

At each annual general meeting of the Association and at the next general meeting to be held after the 2011 annual general meeting, such number of persons shall be elected as directors by the Members pursuant to Article 63 as shall make the total number of such directors eighteen (the "Elected Directors") In the case of a proposal to appoint a person as a director, a notice (signed by not less than two Members of the Association) containing the name and address of the person





proposed to be nominated and of the intention to propose his nomination and also notice in writing signed by that person of his willingness to be nominated shall be given to the Association together with a statement outlining the reasons for his proposal by a date which the Board from year to year may decide and notify to the Members

**To:**

At each annual general meeting of the Association, such number of persons shall be elected as directors by the Members pursuant to Article 63 or Article 64 (as relevant) as shall make the total number of such directors eighteen (the "Elected Directors") In the case of a proposal to appoint a person as a director, a notice (signed by not less than two Members of the Association) containing the name and address of the person proposed to be nominated and of the intention to propose his nomination and also notice in writing signed by that person of his willingness to be nominated shall be given to the Association together with a statement outlining the reasons for his proposal by a date which the Board from year to year may decide and notify to the Members

**Articles 63 to be amended from:**

The election of Elected Directors shall be by ballot held at each annual general meeting and the next general meeting to be held after the 2011 annual general meeting In the event of nominations exceeding the number of vacancies, the Company shall, at the same time as it sends the notice of meeting, inform members of the names of the persons validly nominated and the names of persons who nominated them respectively Ballot papers will be distributed at the general meeting which shall show the names of the persons validly nominated and the names of the persons who nominated them respectively, and shall otherwise be in such form as the Board may direct Subject to Article 41(a) and (b), each Member present in person or by proxy shall be entitled to participate in the ballot, and may only vote for persons duly nominated Each such Member shall have the number of votes corresponding to the number of Elected Directors to be elected and shall be entitled to exercise one vote per person duly nominated To the extent that such ballot papers result in any vacancies for the position of an Elected Director, the procedure to be adopted for seeking nominations to fill such vacancies and the voting thereon shall be decided upon by the Board at its discretion In the event of an equality of votes between two or more candidates in respect of one vacancy, the person(s) to be elected shall be determined by lot

**To**

If the number of nominations made pursuant to Article 62 does not exceed the number of vacancies for Elected Directors, the nominees will all be deemed to be elected at the next annual general meeting To the extent that such nominations procedure under Article 62 results in any vacancies for the position of an Elected Director, the procedure to be adopted for seeking nominations to fill such vacancies and the voting thereon shall be decided upon by the Board at its discretion

The following Article 64 to be inserted with subsequent Articles renumbered accordingly  
In the event of nominations made pursuant to Article 62 exceeding the number of vacancies, the Association shall, at the same time as it sends the notice of meeting, inform Members of the names of the persons validly nominated and the names of persons who nominated them respectively The



election of Elected Directors shall then take place at the Board's discretion (to be notified to the Members in the notice of meeting) either

(a) by ballot held at each annual general meeting and the next general meeting to be held after the 2011 annual general meeting

- (i) Ballot papers will be distributed at the general meeting which shall show the names of the persons validly nominated and the names of the persons who nominated them respectively, and shall otherwise be in such form as the Board may direct
- (ii) Subject to Article 41(a) and (b), each Member present in person or by proxy shall be entitled to participate in the ballot, and may only vote for persons duly nominated
- (iii) Each such Member shall have the number of votes corresponding to the number of Elected Directors to be elected and shall be entitled to exercise one vote per person duly nominated
- (iv) To the extent that such ballot papers result in any vacancies for the position of an Elected Director, the procedure to be adopted for seeking nominations to fill such vacancies and the voting thereon shall be decided upon by the Board at its discretion
- (v) In the event of an equality of votes between two or more candidates in respect of one vacancy, the person(s) to be elected shall be determined by lot, or

(b) by postal vote or by voting online in advance of the annual general meeting to which the notice relates

- (i) At the general meeting to be held in March 2014 and at each annual general meeting the Members shall appoint the Election Service Provider to deal with the online and postal votes in respect of the appointment of Elected Directors to take effect at the next annual general meeting in accordance with this Article 64(b) (including any subsequent online and postal votes in respect of the same appointments undertaken pursuant to Article 64(b)(vi))
- (ii) The Association shall, at the same time as it sends the notice of annual general meeting, circulate to all Members voting papers containing the names of the persons validly nominated and the names of the persons who nominated them respectively, and shall otherwise be in such form as the Board may direct



- (iii) Members must return their voting papers to the Election Service Provider or cast their vote online as directed in the voting papers at least two business days before the annual general meeting, or such other date as notified to the Members by the Association
- (iv) Each such Member shall have the number of votes corresponding to the number of Elected Directors to be elected and shall be entitled to exercise one vote per person duly nominated
- (v) Votes will be counted and verified by the Election Service Provider and, provided that votes have been received from at least fifteen per cent (15%) of the total number of Members eligible to attend the annual general meeting at which the appointments will take effect, the results will be announced and the appointments will take effect at such annual general meeting
- (vi) In the event that votes are not received from at least fifteen per cent (15%) of the total number of Members eligible to attend the annual general meeting at which the appointments will take effect, those Members who have not voted by post nor online and who are present in person or by proxy at the annual general meeting shall be given the opportunity to vote following the procedure in Article 64(a). These votes will be combined with those counted and verified by the Election Service Provider prior to the annual general meeting and the result of these combined votes will determine the Elected Directors to be appointed
- (vii) To the extent that such votes result in any vacancies for the position of an Elected Director, the procedure to be adopted for seeking nominations to fill such vacancies and the voting thereon shall be decided upon by the Board at its discretion
- (viii) In the event of an equality of votes between two or more candidates in respect of one vacancy, the person(s) to be elected shall be determined by lot at the annual general meeting



Further small amendments were made in relation to the numbering of various articles in order that correct reference is made to the correct article

DATED Thursday 20 March 2014

SIGNED

A handwritten signature in black ink, appearing to be "SEO" followed by a long horizontal stroke.

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Sarah Osborn, Company Secretary