NOTICE OF THE ANNUAL GENERAL MEETING OF BRITISH EQUITY COLLECTING SOCIETY LIMITED

("the Company") to be held on Tuesday 2nd December 2025

The Directors of British Equity Collecting Society Limited have requisitioned the holding of an Annual General Meeting in accordance with Article 32 of the Articles of Association of the Company

Notice is hereby given that the Annual General Meeting of British Equity Collecting Society Limited will be held

in The Balloon Room, 22 Tudor Street, London EC4Y 0AY

On: Tuesday 2nd December 2025; At: 14.30 to 17:00

when the following business will be transacted: -

ORDINARY BUSINESS

1. To receive and approve the Minutes of the previous Annual General Meeting held on Tuesday 3rd December 2024.
2. To receive a report from the Chief Executive on the activities of the Company.
3. To receive the Directors' Report and the Financial Statements of the Company for the year ended 30th April 2025 and the Auditor's Report thereon.
4. To consider and, if thought fit, pass a resolution that the auditors of the Company, Moore Kingston Smith LLP, be reappointed as auditors of the Company to hold office from the conclusion of the meeting until the Annual Report and Financial Statements are next laid before the Members, and that their remuneration be determined by the Directors.
5. To receive the Annual Transparency Report for the Members prepared and presented by the non- executive Directors of the Company following audit in respect of the year ended 30th April 2025.
6. To ratify the appointment of the nominated Director to the Board of Management pursuant to Article 15.4 of the Articles. (Equity)
7. To ratify the appointment of the nominated Director to the Board of Management pursuant to Article 15.6 of the Articles. (CPMA)
8. To ratify the appointment of the nominated Director to the Board of Management pursuant to Article 15.7 of the Articles. (PMA)

SPECIAL BUSINESS

9. To consider and, if thought fit, pass the following resolutions as Special Resolutions:

Special Resolution 1 – Amendment to Article 15.9 – Elected Directors

That the Articles of the Company be amended by adding the following wording at the end of Article 15.9:

In the event that a Director elected under Article 15.3(a) ceases to hold office before the end of their three-year term, the Supervisory Committee shall be entitled to co-opt to the Board the unelected nominee who received the next highest number of votes in the most recent election under this Article, provided that such nominee:

(a) *remains eligible and willing to act as a Director; and*

(b) *meets the criteria for election as approved by the governance committee at the time of the original election.*

Any Director so co-opted shall hold office for the remainder of the term of the Director whose vacancy they are filling. The appointment shall be reported to the Members at the next General Meeting. If no such nominee is eligible, willing or available, the Board may proceed to fill the vacancy by inviting fresh nominations in accordance with the provisions of this Article.

Special Resolution 2 – Amendment to Article 32 – Decision making by Members and General Meetings and 34 – Proceedings at General Meetings:

that the Articles of Association of the Company be amended by deleting only the existing Article 32.2, adding the new Articles 32.2, 32.3 and 32.4 set out below and amending the numbering of the subsequent sub-Articles of Article 32 accordingly:

32.2 *The Society may hold any General Meeting at a physical place, by electronic means, or as a hybrid meeting, partly at a physical place and partly by electronic means. "Electronic means" includes any technology that allows persons to attend, speak and vote at a meeting without being physically present in the same location.*

32.3 The Directors may limit the number of Members who may attend any General Meeting in person, taking into account the capacity of the venue.

32.4 Members must register their intention to attend in person in accordance with procedures set out in the notice of the meeting. If the number of Members wishing to attend in person exceeds the available capacity, the Directors may allocate places on a fair and reasonable basis, for example, first-come-first-served registration. Failure to register may result in the Member being required to participate electronically.

and that Article 34.1 and 34.2 be amended by deleting the existing Article 34.1 and 34.2 and substituting the following new Article 34.1 and 34.2:

34.1 *All Members of the Society shall have the right to participate in, and the right to vote at, any General Meeting of the Society. Members participating electronically shall have the same rights as those attending in person, including the right to speak, submit questions, and vote.*

34.2 *No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Twenty-five persons, or one twentieth of the Members, whichever is the lesser entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum. A person attending a General Meeting by electronic means is treated as present in person for all purposes, including quorum and voting.*

Special Resolution 3 – Amendment to the Performer Registration Form and Performer Heir Registration Form and Membership Agreement

that the revised Performer Registration Form and Performer Heir Registration Form and Membership Agreement considered and approved by the Supervisory Committee on 27 October 2025 and published for all Members on 5 November 2025 be adopted in the form published with this Notice.

Special Resolution 4 – Amendment to Article 2 – Objects and Functions, Article 3 – Powers and Article 12 – Exercise of Mandated Rights and other rights of the Society:

That Article 2.1 be amended by deleting the existing Article 2.1 and substituting the following new Article 2.1:

2.1 *To operate with its main purpose as a Collective Management Organisation established to manage, assert or withhold, exercise and enforce Mandated Rights for the benefit of Members and Performers and Performer Heirs whether directly under Membership Agreements or through Representation Agreements with third party Collecting Societies and whether to assert and support claims for equitable remuneration or fair compensation or other payments in any circumstances where rights may not be assigned by Members or Performers or Performer Heirs under national laws or for practical purposes except to a Collecting Society or exercised or asserted under national laws or for practical purposes except by a Collecting Society for the purposes of enabling the Collecting Society to exercise, assert and enforce the right or rights on behalf of Members or Performers or Performer Heirs or to enable the collection and distribution of all and any Performers' Remuneration relating thereto.*

That Article 3.3 be amended by deleting the existing Article 3.3 and substituting the following new Article 3.3:

3.3 *To license, manage, assert or withhold, exercise and enforce on behalf of Members and Performers and Performer Heirs all their rights and remedies whether in the nature of Performer's rights or otherwise in respect of the exploitation or use in any way of performances of Performers recorded, broadcast or live."*

That Article 12 be amended by adding the following new Article 12.5 to the end of Article 12:

12.5 *After admission, a Member may request the Society by notice in writing to cease from carrying out its functions entrusted to it with respect to the Mandated Rights in relation to the use of performances for the purpose of training, developing or offering to the public any artificial intelligence system, tool, application or similar technology. If received within 30 days of the passing of the Special Resolution to include the aforementioned right within the Society's mandate, the Special Resolution shall not take effect in relation to the relevant Member's rights. If received after 30 days from the passing of the Special Resolution to include this right within the Society's mandate, the Society shall give effect to such notice and confirm that it has done so to the Member, within 6 months of receipt without prejudice to any licences entered into or other exercise of the Mandated Rights by the Society prior to the end of the notice period.*

By Order of the Board

From the date of publication of this Notice, copies of:

- the Minutes of the Annual General Meeting held on 2 December 2024,
- the Directors' Report and Financial Statements of BECS for the year ended 30 April 2025,
- the Annual Transparency Report for the year ended 30 April 2025,
- the proposed revised Performer Registration Form and Membership Agreement,
- the proposed revised Performer Heir Registration Form and Membership Agreement,
- a document explaining the reasons for the proposed changes to the Articles and the Performer and Performer Heir Registration Forms and Membership Agreement, and
- Proxy Form relevant to the Meeting

are available:

- by Members viewing or downloading the documents from www.becs.org.uk/AGM2025.
- by Members emailing cs@becs.org.uk with a request for a copy to be emailed to the email address of the Member previously notified to the Company.

A Member entitled to attend, speak and vote at the meeting is entitled to appoint a proxy and, in a poll, to attend, speak and vote in his stead.

A proxy may demand, or join in demanding, a poll. A proxy need not be a Member of the Company.

Proxy forms may be obtained for completion by downloading the form from the Structure & Governance section of the Company website www.becs.org.uk .

Further copies can be obtained by calling 0203 946 7800 or by emailing cs@becs.org.uk .

To be effective, proxy forms must be completed, signed, and returned as set out in the form by no later than **2.30pm on Friday 28th November 2025.**

British Equity Collecting Society Ltd
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