

**Company No: 4117847**

**THE COMPANIES ACT 2006**

**A PRIVATE COMPANY LIMITED BY GUARANTEE**

**EEEEGR**

**("the Company")**

**NOTICE OF THE 15<sup>th</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 2016 ANNUAL GENERAL MEETING of the Company will be held at 15:00 at the Imperial Hotel, 13-15 North Drive, Great Yarmouth, NR30 1EQ

**1 AS SPECIAL BUSINESS for which a Special Resolution will be proposed as follows:**

*THAT the Articles of Association of the Company be altered as follows:*

- a. by deleting the wording of article 3.1.4 and replacing with the following:  
"Subject to the provisions of the Acts to authorise the Board to appoint and fix the remuneration of the independent firm of chartered accountants to be appointed from time to time by the Board ("The Company Accountants"), or as the case may be, to appoint and fix the remuneration of any auditors, where so required, to be appointed in accordance with the provisions of the Acts."
- b. by deleting the wording of article 4.3 and replacing with the following:  
"The notice shall be given to all the Full Members and to the directors and such Company Accountants as are appointed from time to time by the Board, or as the case may be, the Auditors appointed in accordance with the Acts."
- c. in article 14.1 in the third line by replacing the words "an audit" with the words "a finance" so that it reads "a finance committee" instead of "an audit committee".
- d. in article 16.3 where the word "auditors" appears replace with the words "Company Accountants" and in the last sentence only replace so that it reads "The Company Accountants, or as the case may be the Auditors, report shall be laid before the meeting as required by the Acts."
- e. by deleting the wording of article 16.4 and replacing with the following:  
"The Board shall appoint each year the Company Accountants and shall be authorised to fix the remuneration of such firm, and the Company Accountants shall produce the income and expenditure accounts for each financial year together with a balance sheet and report thereon. The Company Accountants shall not be required to audit the accounts unless they are required by law or in accordance with section 476(2) of the Companies Act 2006."
- f. in article 18.2 replace the word "auditors" with the words "Company Accountants for the time being or the Auditors, where so appointed".
- g. in article 20 after the words "or auditor" add the words "and in the absence of any Auditor, the Company Accountants"

**NOTE 1**

Copies of the Company's existing articles of association and the proposed new articles of association marked to show the changes are available for inspection at the Company's registered office during normal business hours and will be available for inspection at the AGM at least 15 minutes prior to the start of the meeting and up until the close of the meeting.

The Special Resolution is being proposed to allow the alteration of the Articles of Association of the Company to remove the constitutional requirement for the financial reports and accounts of the Company to be audited.

**NOTE 2:**

**The Directors' Recommendation**

After a review by the finance committee of the Board of Directors of the Company, the Board is recommending this resolution to the members as the Company, being able to take advantage of the exemptions available to smaller medium sized companies whereby its accounts are not required to be audited, and have done so on the basis that this will then save the additional costs of a statutory audit. Nevertheless, the Directors will still require an independent firm of accountants to produce a report and accounts, which will then be in the format currently delivered to the members but without having to meet the additional auditing requirements.

**NOTE 3:**

The Full Members should note that this will not remove their statutory rights to require an audit, as not less than 10% of the Company's Full Members may require the accounts for a particular financial year to be audited by depositing a notice in writing at the registered office of the Company not less than one month before the end of the financial year in question (section 476 Companies Act 2006)

**2 AS ORDINARY BUSINESS**

1. To receive the Annual Report of the Board and the Statement of Accounts and Balance sheet of the Company for the year ended 31 March 2016 together with the Auditors Report.
  
2. To declare that three of the following candidates have been duly elected to the position of Elected Director of the Board:
  - David Rowan            EPIC International
  - Kevin Magee            Proeon Systems Ltd
  - Martin Dronfield        James Fisher & Sons PLC
  - Mikkel Gleerup          Global Marine Systems Ltd
  - Patrick Phelan          Energy Business Catalyst
  - Philip Watkins          Eastern Edge
  - Stuart Thornton         Fred. Olsen Windcarrier

Details of the documents for the meeting are available at [www.eeegr.com](http://www.eeegr.com)

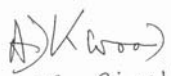
Please see the attached notes

DATED: 23<sup>rd</sup> September 2016

SIGNED BY ORDER OF THE BOARD OF DIRECTORS:

FOR AND ON BEHALF OF

**Birketts Secretaries Ltd** (Company Secretary)



for Birketts Secretaries Ltd.

Registered Office:        EEEGR, Unit 4, Ground Floor  
Wellington Park  
Excalibur Road  
Great Yarmouth  
NR31 7BB

Issued to all Full Members,  
The Directors, and the Auditors (Lovewell Blake.)

## NOTES TO THE NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

1. **Only those Full Members registered on the Company's register of Members at:**
  - 15:00 on 14<sup>th</sup> October 2016 or,
  - If this meeting is adjourned, at 15:00 on the day or two days prior to the adjourned meeting,Shall be entitled to attend and vote at the Meeting.

### Website giving information regarding the Meeting

2. Information regarding the Meeting, including the information required by section 311A of the Companies Act 2006, is available from [www.eeegr.com](http://www.eeegr.com). See also the notes regarding the auditing requirements being removed from the Articles.

### Attending in person

3. If you wish to attend the Meeting in person, please confirm your attendance to Charlotte Upcraft at EEEGR, Unit 4, Ground Floor, Wellington Park, Excalibur Road, Gorleston, Great Yarmouth, NR31 7BB or via email [charlotte.upcraft@eeegr.com](mailto:charlotte.upcraft@eeegr.com)

### Appointment of Proxies

4. If you are a Full Member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy (who need not be a Full Member) to exercise all or any of your rights to attend, speak and vote at the General Meeting and AGM of the Company and you should have received a proxy form with this notice of the Meeting.
5. Appointment of a proxy does not preclude you as Full Member from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically terminate.
6. To appoint as your proxy a person other than the Chairman of the meetings, delete the words '*the chairman of the meeting*' and insert the name of the person appointed proxy in the space provided. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy.
7. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
8. To direct your proxy how to vote on the resolutions, mark the appropriate box with an 'X'. If this form is returned without any indication as to how the person appointed proxy shall vote, your proxy will exercise his discretion as to how he votes or whether he abstains from voting.
9. In the case of a Full Member which is a company, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney of the company. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority in accordance with the Powers of Attorney Act 1971) must be lodged with the proxy form.
10. To be effective, this form must be lodged together with the documentation mentioned above at the Company's registered office up to 48 hours before the meeting or adjourned meeting or, if sent by electronic means, must be received at the email address specified below up to 48 hours before the meeting or adjourned meeting. All times given exclude weekends and bank holidays.
11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for receipt of the proxies will take precedence. Any alterations to this form should be initialed.
12. A proxy does not need to be a Full Member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

13. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

#### **Appointment of proxy using hard copy proxy form**

14. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy using the proxy form, the form must be:

- Completed and signed;
- Sent or delivered to the Company at Unit 4, Ground Floor, Wellington Park, Excalibur Road, Gorleston, Great Yarmouth, NR31 7BB
- Received by the Company no later than Wednesday 12<sup>th</sup> October 2016 at 15:00.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

#### **Electronic appointment of proxies**

15. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by emailing Charlotte Upcraft at [charlotte.upcraft@eeegr.com](mailto:charlotte.upcraft@eeegr.com) not less than 48 hours before the time for holding the meeting at which the person named proposes to vote. For an electronic proxy appointment to be valid, your appointment must be received by the Company no later than Wednesday 12<sup>th</sup> October 2016 at 15:00

This [charlotte.upcraft@eeegr.com](mailto:charlotte.upcraft@eeegr.com) should not be used for any other purposes unless expressly stated.

#### **Appointment of proxy by joint members**

16. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

#### **Changing proxy instructions**

17. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Charlotte Upcraft by sending an e-mail to [charlotte.upcraft@eeegr.com](mailto:charlotte.upcraft@eeegr.com).

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### **Termination of proxy appointments**

18. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

- By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Unit 4, Ground Floor, Wellington Park, Excalibur Road, Gorleston, Great Yarmouth, NR31 7BB. In the case of a member, which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
- By sending an e-mail to [charlotte.upcraft@eeegr.com](mailto:charlotte.upcraft@eeegr.com)

In either case, the revocation notice must be received by the Company no later than Wednesday 12<sup>th</sup> October 2016 at 15:00.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

### **Corporate representatives**

19. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers as a Full Member.

### **Communication**

20. Except as provided above, members who have general queries about the Meeting should contact Charlotte Upcraft by email (no other methods of communication will be accepted).

You may not use any electronic address provided either:

- in this notice of annual general meeting; or
- any related documents (including the proxy form),

to communicate with the Company for any purposes other than those expressly stated.