

INSTITUTE FOR SOCIAL VALUE

(Company number: SC322057, Registered Office: 272 Bath Street, Glasgow, G2 4JR)

("the Company")

Notice of Annual General Meeting

NOTICE is hereby given that the ANNUAL GENERAL MEETING of the Company will take place at Kanishka, 17-19 Maddox St, London W1S 2QH and online via Zoom on Monday 13th January 2025 from 12:00 pm to 1:00 pm when the meeting will consider and, if thought fit, pass the following resolutions which will be proposed as Ordinary Resolutions in the case of resolutions 1 and 2 and as Special Resolutions in the case of resolutions 3 to 4.

ORDINARY RESOLUTIONS:

1. To consider and approve the minutes of the annual general meeting of the Company held on 17th October 2023 in the form of draft produced to the meeting and initialled by the Chair.
2. If they remain willing to act, to re-appoint the following directors:
 - a. Penny Anderson
 - b. Fran Boorman
 - c. Jacob Hill
 - d. Becky Lythgoe
 - e. Jamie Reed
 - f. Liam Ronan-Chlond
 - g. Richard Spencer
 - h. Jeremy Wyatt

SPECIAL RESOLUTIONS:

(See explanatory notes in the attached AGM Papers Pack)

3. That the draft articles of association attached to this resolution be adopted as the articles of association of the Institute of Social Value in substitution for, and to the exclusion of, the existing articles of association.
4. That within 15 days of the date of the annual general meeting, the directors of the company shall file the necessary paperwork with Companies House and, subject to the board being

satisfied that charitable registration is in the best interests of the company, with the Office of the Scottish Charity Regulator at a later date.

BY ORDER OF THE BOARD

Penny Anderson and Fran Boorman

Co-Chairs of the Board of the Institute for Social Value

16th December 2024

Notes to the Notice of General Meeting

Appointment of proxies

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A proxy does not need to be a 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.
3. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share.
4. 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 they think fit in relation to any other matter which is put before the Meeting.

Appointment of proxy

5. 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 form, the form must be:

5.1 completed and signed;

5.2 received by the Company no later than 48 hours before the time for the holding of the Meeting; and

5.3 in the case of a member which is a company, the proxy form 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 proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Changing proxy instructions

6. 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.

7. Where you have appointed a proxy and would like to change the instructions using another hard-copy proxy form, please contact the Secretary.

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

8. In order to revoke a proxy instruction you will need to inform the Company by sending an email notice clearly stating your intention to revoke your proxy appointment to info@socialvalueuk.org. 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.

The revocation notice must be received by the Company no later than 48 hours before the time for the holding of the Meeting.

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.