

# PRS 2020 AGM - How to complete your Proxy Form



I want to **VOTE INDIVIDUALLY** by proxy on each Resolution:

## Part 1. Put CROSS in **Box A**

Part 2. Outline here how you would like the Chair to vote on your behalf by putting a cross in the relevant box alongside each Resolution listed under **SECTION E**.

You'll need to refer to the Formal Notice booklet in your pack for more information on each of the Resolutions.

Part 3. Sign **Part 3** and don't forget, in future if you would prefer to receive your AGM communications and other important information by email, please provide your email address in the box provided.

If you have any questions please contact [company.secretary@prsformusic.com](mailto:company.secretary@prsformusic.com)

## 2020 Proxy Form

for the Annual General Meeting of Performing Right Society Limited at 12:00pm on Tuesday 18 August 2020

Please appoint a proxy:

**Online**  
please go to [www.cesvotes.com/prsagm2020](http://www.cesvotes.com/prsagm2020) and enter both parts of the security code printed below.

**By post**  
by completing this form and using the pre-paid envelope provided.

Proxies must be **registered no later than 12:00pm on Friday 14 August 2020**.

Because of the impact of COVID-19, following the latest government advice we're unfortunately not able to welcome members in person to our AGM this year and therefore ask that you do not attend the meeting in person. The Board has decided that the AGM will be held as a physical meeting closed to members other than the Chair, with the CEO and CFO also in attendance, in line with the Government's emergency legislation, the Corporate Insolvency and Governance Act 2020. The full proceedings will be live streamed to members, however, and there will be an interactive Q&A session.

We will also be holding interactive Q&A sessions on 10 and 11 August and full details of those are contained within the Formal Notice booklet.

In order to exercise your voting right, you will need to appoint the Chair of the meeting to act as your proxy and you are strongly encouraged to do so.

If you wish to you can also ask the Chairman to require that a vote on one or more resolutions be decided on a poll, which means the weighted voting rights explained in the Formal Notice under the heading 'Votes on a Poll' will be applied. To do so, you should go to Section F and follow the instructions set out there. The Chairman will not be obliged to demand a poll unless at least three Principal Voting or Voting members make such a request in respect of that resolution or if any Principal Voting or Voting member(s) representing not less than one-tenth of the total votes of all Principal Voting and Voting member(s) makes such a request in respect of that resolution.

### Part 1: Proxy nomination

For notes regarding proxies refer to the Formal Notice booklet. Failure to comply with these will invalidate the proxy form.

Please complete section A to appoint a proxy.

**A** I hereby appoint the Chair of the meeting as my proxy to vote for me and on my behalf at the Annual General Meeting of Performing Right Society Limited to be held at 12:00pm on Tuesday 18 August 2020, and at any adjournment thereof (Please put an X in this box)

Security code part 1

Security code part 2

## Proxy Form

2020 AGM - Performing Right Society Limited

### Part 2: Resolutions

Complete one of the sections **B, C, D, E** if you wish to direct your proxy how to vote. For full details of the Resolutions refer to the Formal Notice booklet.

Please put an X in the appropriate box below:

**B** If you would like your proxy to vote in favour of all Resolutions put an X in this box:

**C** If you would like your proxy to vote against all Resolutions put an X in this box:

**D** If you would like your proxy to withhold your vote in respect of all Resolutions put an X in this box:

**E** If you would like your proxy to vote for the Resolutions individually put an X in the appropriate box(es) below:

Resolution 1 (Ordinary) - Receive the Directors' Report and Accounts	For <input type="checkbox"/> Against <input type="checkbox"/> Withheld <input type="checkbox"/>
Resolution 2 (Ordinary) - Approval of the Annual Transparency Report	For <input type="checkbox"/> Against <input type="checkbox"/> Withheld <input type="checkbox"/>
Resolution 3 (Ordinary) - Appointment of writer Director	For <input type="checkbox"/> Against <input type="checkbox"/> Withheld <input type="checkbox"/>
Resolution 4 (Ordinary) - Appointment of publisher Directors	For <input type="checkbox"/> Against <input type="checkbox"/> Withheld <input type="checkbox"/>
Resolution 5 (Ordinary) - Appointment of executive Director	For <input type="checkbox"/> Against <input type="checkbox"/> Withheld <input type="checkbox"/>
Resolution 6 (Special) - Adoption of new Articles of Association	For <input type="checkbox"/> Against <input type="checkbox"/> Withheld <input type="checkbox"/>
Resolution 7 (Ordinary): Consequential on adoption of Resolution 6 - Appointment of external Director	For <input type="checkbox"/> Against <input type="checkbox"/> Withheld <input type="checkbox"/>
Resolution 8 (Ordinary): Consequential on adoption of Resolution 6 - Appointment of external Director	For <input type="checkbox"/> Against <input type="checkbox"/> Withheld <input type="checkbox"/>
Resolution 9 (Ordinary): Consequential on adoption of Resolution 6 - Regulations pursuant to Article 72 governing ballot to determine eligibility of writer and publisher candidates for appointment as Council Members	For <input type="checkbox"/> Against <input type="checkbox"/> Withheld <input type="checkbox"/>
Resolution 10 (Ordinary): Consequential on adoption of Resolution 6 - Changes to the Rules	For <input type="checkbox"/> Against <input type="checkbox"/> Withheld <input type="checkbox"/>
Resolution 11 (Ordinary): Consequential on adoption of Resolution 6 - Changes to the Advances Regulations	For <input type="checkbox"/> Against <input type="checkbox"/> Withheld <input type="checkbox"/>
Resolution 12 (Ordinary) - Appointment of auditors of the Society	For <input type="checkbox"/> Against <input type="checkbox"/> Withheld <input type="checkbox"/>
Resolution 13 (Ordinary) - Appointment of Society-Member appointed trustee of the PRS Members' Fund	For <input type="checkbox"/> Against <input type="checkbox"/> Withheld <input type="checkbox"/>

**F** If you wish to call for a poll you should email the Company Secretary at [companysecretary@prsformusic.com](mailto:companysecretary@prsformusic.com) with the following message: 'I wish to instruct the Chair to call for a poll on resolution [INSERT RESOLUTION NUMBER(S)]' and identify yourself with your name and CAE number so we can check that you have the right to request a poll. Any such email must be received by **12.00pm Friday 14 August 2020**.

### Part 3: Sign here

Signature: \_\_\_\_\_

Position held (if applicable): \_\_\_\_\_

If you are an authorised signatory from your company you must indicate the position you hold. Return this form to Civica Election Services Ltd using the enclosed postage paid envelope to arrive no later than **12:00pm on Friday 14 August 2020**.

If, having read the accompanying Formal Notice booklet, you require assistance to complete this proxy form, call +44 (0)20 3741 4379.

**MOVING TO ONLINE COMMUNICATIONS**

Please provide your email address if you would, in future, prefer to receive AGM communications and other important information about your membership and account (including changes to the way we operate and any action we need from you in order to pay your royalties) electronically

.....