

National Adult Literacy Agency

(the “Company”)

40th ANNUAL GENERAL MEETING

NOTICE

NOTICE is hereby given that the 40th Annual General Meeting of the Company will be held in Sandford Lodge, Sandford Close, Ranelagh, Dublin 6, Ireland, D06 YF65 and via Zoom on Saturday 24 April 2021 at 11am. It will be held for the following purposes:

Please note:

- Due to COVID-19, we expect that only the Chairperson and a maximum of two other Board members will be physically at the meeting. The Chief Executive Officer may also physically attend.
- To attend the meeting via Zoom, members must register by 5 pm on 24 March 2021 on NALA’s website nala.ie/agm-2021. To minimise the risk of unauthorised access to the meeting, access to Zoom will be via a link. We will email you the link after you have registered. The link will not be issued to you until you have registered. NALA has put these requirements and restrictions in place to identify people who attend the meeting. We will record the AGM, and Members will be able to make comments and pose questions through Zoom.
- If you cannot attend via Zoom, you can appoint someone else to attend or vote for you. This is a Proxyⁱ. To attend by Proxy, you must request and return a Proxy Form. The Proxy Form will be available from 24 March 2021 on NALA’s website nala.ie/agm-2021. You can also request the form by emailing literacy@nala.ie. A Proxy Form must be completed and returned by email to literacy@nala.ie or posted to: The Company Secretary, FREEPOST, NALA, Sandford Lodge, Sandford Close, Ranelagh, Dublin 6, Ireland, D06 YF65, no later than 11am on Thursday 22 April (48 hours before the AGM).

Ordinary Resolutions

To consider, and if thought fit, to pass the following resolutions, which will be proposed as ordinary resolutions:

- to receive and consider the Directors’ Report and Financial Statements for the year ended 31 December 2020
- to review the Company’s affairs;
- to elect and re-elect the Directors;
- to re-appoint Mazars the statutory auditors;

- to authorise the Directors to approve the remuneration of the statutory auditor;
- to review and approve proposed amendments to the NALA procedural rules.

Special Resolutions:

To consider, and if thought fit, to pass the following resolutions, which will be proposed as special resolutions:

1. Amendment of the Memorandum of Association

subject to the approval of the Charities Regulator and the inclusion of any further amendments required by the Charities Regulator, to amend the Memorandum of Association of the Company by:

- deleting each of the existing clauses numbered 1 to 12, **and**
- inserting each of the new clauses numbered 1 to 12 consecutively in the Memorandum of Association presented to the meeting (and marked "A" (in the attached) for the purposes of identification

2. Adoption of Articles of Association

to adopt the articles of association of the Company presented to the meeting and marked "B" (in the attached) for the purposes of identification the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company

Dated: 18 January 2021

BY ORDER OF THE BOARD



Patricia Ayton, Secretary

Note: Voting will be done online through google forms, or, if you are unable to attend online, you can vote by proxy vote (where someone else can attend and vote on your behalf).

Registered Office: Sandford Lodge, Sandford Close, Ranelagh, Dublin 6, Ireland, D06 YF65.

Company Registration No: 342807

ⁱ The Companies Act 2014 requires that:

(i) a member entitled to attend and vote is entitled to appoint a proxy using the form set out in section 184 of the Companies Act 2014;

(ii) a proxy need not be a member; and

(iii) To be valid, the form of proxy must be lodged with the company not less than 48 hours before the time appointed for the meeting or any adjournment thereof.