

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS GIVEN that an Extraordinary General Meeting of Members of Audio-Visual Copyright Society Limited (ABN 76 003 912 310) (**the Company**) trading as Screenrights will be held on:

Thursday, 25 July 2019
at Screenrights' Boardroom
1st Floor
140 Myrtle Street
Chippendale, NSW 2008
at Noon

SPECIAL BUSINESS

1. Resolution 1: All proposed amendments.

To consider, and if thought fit, pass the following resolution as a special resolution:

That in accordance with s 136(2) of the Corporations Act 2001, the Memorandum and Articles of Association of the Company are modified as set out in Appendices A, D, E and F which accompany this Notice of Meeting, such amendment to take effect from the conclusion of the meeting.

Resolutions 2-7 will only be put if Resolution 1 is not passed.

2. Resolution 2: Modification of Articles of Association – Authorial Directors and New Zealand Director combined

To consider, and if thought fit, pass the following resolution as a special resolution:

That in accordance with s 136(2) of the Corporations Act 2001, the Articles of Association of the Company are modified as set out in Appendix A which accompanies this Notice of Meeting, such amendment to take effect from the conclusion of the meeting.

Resolutions 3 and 4 will only be put if Resolution 2 is not passed.

3. Resolution 3: Modification of Articles of Association – Authorial Directors only

To consider, and if thought fit, pass the following resolution as a special resolution:

That in accordance with s 136(2) of the Corporations Act 2001, the Articles of Association of the Company are modified as set out in Appendix B which accompanies this Notice of Meeting, such amendment to take effect from the conclusion of the meeting.

4. Resolution 4: Modification of Articles of Association – New Zealand Director only

To consider, and if thought fit, pass the following resolution as a special resolution:

That in accordance with s 136(2) of the Corporations Act 2001, the Articles of Association of the Company are modified as set out in Appendix C which accompanies this Notice of Meeting, such amendment to take effect from the conclusion of the meeting.

5. Resolution 5: Modification of Articles of Association – Director Term of Office

To consider, and if thought fit, pass the following resolution as a special resolution:

That in accordance with s 136(2) of the Corporations Act 2001, the Articles of Association of the Company are modified as set out in Appendix D which accompanies this Notice of Meeting, such amendment to take effect from the conclusion of the meeting.

6. Resolution 6: Modification of Articles of Association – Director Term Limit

To consider, and if thought fit, pass the following resolution as a special resolution:

That in accordance with s 136(2) of the Corporations Act 2001, the Articles of Association of the Company are modified as set out in Appendix E which accompanies this Notice of Meeting, such amendment to take effect from the conclusion of the meeting.

7. **Resolution 7: Modification of Memorandum and Articles of Association – Modernisation and Clarification**

To consider, and if thought fit, pass the following resolution as a special resolution:

That in accordance with s 136(2) of the Corporations Act 2001, the Memorandum and Articles of Association of the Company are modified as set out in Appendix F which accompanies this Notice of Meeting, such amendment to take effect from the conclusion of the meeting.

For further information, please refer to the attached Appendixes A, B, C, D, E and F and the Explanatory Notes.

IMPORTANT INFORMATION

VOTING

As Members may cast their votes by electronic Direct Voting (see below under the heading “Direct Voting”), in accordance with Article 5.10, at the Meeting the resolutions will be decided on a poll.

In accordance with Article 4.12, a special resolution must be passed by a majority of at least 75% of the votes cast by Members entitled to vote on the special resolution.

APPOINTMENT OF PROXIES

Please note that:

(a) a Member who is entitled to attend or cast a vote at the Meeting has the right to appoint a person as proxy to attend and vote in the Member’s place at the Meeting (“a **Proxy**”);

(b) the Proxy does need not be a Member or the representative of a Member; and

(c) a Member who is entitled to cast two or more votes may appoint two Proxies and may specify the proportion or number of votes each Proxy is appointed to exercise.

A form for this purpose is enclosed with this Notice (“the Appointment of Proxy Form”). To be valid, the Appointment of Proxy Form (and if applicable, the authority under which the appointment is signed, or a certified copy of the authority), must be received by the Company, by no later than 5.00pm on Tuesday 23 July 2019 (48 hours prior to the Meeting).

The Appointment of Proxy Form can be sent to the Company by post: PO Box 853, Broadway, NSW 2007 or by e-mail info@screenrights.org

DIRECT VOTING

The Board has determined under Article 5.9 to allow Members to cast their votes at the Meeting by electronic Direct Voting.

The procedures for casting electronic Direct Votes are as follows:

1. Members who wish to vote electronically must have nominated a valid email address for the purpose of electronic voting.
2. Members will be contacted by an email that informs the Member how to vote, indicates the Member's voting entitlement and provides a link to access the online poll. Where a poll has been called, each Member has votes as determined by Article 5.1(b).
3. Once Members click through the link, the Member's voting page will identify the Member and allow the member to vote for the relevant resolutions.
4. A voting receipt is sent once the Member's vote is received.
5. Votes, whether postal or electronic, must be received at least 7 days before the relevant Member's meeting.
6. A scrutineer, being a partner or employee of the Screenrights' Auditor may be appointed by the Directors for the poll. The scrutineer may declare that a vote is valid even if the method for completing the voting paper has not been strictly followed but the scrutineer considers that the voting intention is clear.

Members who wish to vote by post must send a request to do so in writing within 5 days after the giving of notice of this meeting. Screenrights will, in response to any such request, send the member postal voting documents, including details of the Member's voting entitlements and appropriate instructions as to the voting procedure.

To be valid, electronic Direct Votes and postal votes must be received by the Company no later than 5.00pm on 18 July 2019 (7 Days prior to the Meeting).

Dated: 3 July 2019

By Order of the Board
Company Secretary