



NOTICE OF ANNUAL GENERAL MEETING

BROKERS IRELAND

(Brokers Ireland is the trading name of Association of Insurance & Financial Brokers
reg. no.184744)

NOTICE IS HEREBY GIVEN that the 2025 Annual General Meeting of Brokers Ireland will be held at the Merrion Hotel, Upper Merrion Street, Dublin 2, D02 KF79, on 4 September 2025, at 11.00 a.m. and online (i.e. in hybrid format).

The hybrid format describes how Brokers Ireland is providing for participation at the AGM by members both in person and remotely through the use of an online platform during the meeting. Members, by availing of the online platform, are not required to be physically present at the AGM and members are not required to appoint proxies who are to be physically present at the AGM. The meeting shall be held both in person and through the use of the following electronic platform: **the GoToWebinar platform.**

Members who wish to attend remotely must confirm their intention to attend the meeting remotely by registering online via Brokers Ireland website (e.g. through the link in the next paragraph) not less than 48 hours before the scheduled time for the meeting. Upon registration members participating remotely will receive log-in details and instructions to access the meeting. This requirement for confirmation has been put in place so that the company can identify attendees who intend to attend the meeting remotely.

To register for remote attendance at the 2025 AGM, please [CLICK HERE](#).

The procedure for remote attendees to communicate questions and comments during the meeting will be as follows: remote attendees may flag their intention to communicate questions and comments by using the chat function on the platform. Questions and comments will be taken by the chairperson from time to time during the meeting. The procedure for voting on resolutions will involve those entitled to vote being invited to vote via pop-up questions appearing on screen, to which the attendee can respond by clicking the appropriate response (In Favour; Against; Abstain).

Members who wish to attend the meeting in person must register their attendance at the physical venue on the day of the meeting. Physical attendees may flag their intention to communicate questions and comments by raising their hands. Question and comments will be taken by the chairperson from time to time during the meeting. Members attending in person may vote on resolutions by a show of hands.

The business to be transacted at the meeting shall be as follows.

1. Consideration of the minutes of the last AGM;
2. The consideration of the company's statutory financial statements and the report of the directors and the report of the statutory auditors on those statements and on that report for the financial period ended 31 December 2024;
3. The re-appointment of Grant Thornton as statutory auditors, to hold office until the conclusion of the next general meeting at which accounts are laid before the company, and the authorisation of the Board to approve the remuneration of the statutory auditors;
4. To consider and, if deemed appropriate, to pass the special resolutions amending the company's constitution to provide for the vacation of the office of director in the event of a change of control in the member whom the director represents, as set out in Appendix A hereto;
5. As Mark Nugent and Stephen Blythman are retiring from the Board of Directors so as to meet the requirements of the constitution of the Company, the following election and re-election of directors:
 - I. the election to the Board of Directors of: **Niamh De Búrca**
 - II. the election to the Board of Directors of: **John Healy**
 - III. the re-election to the Board of Directors of: **Donal Milmo Penny**
 - IV. the election to the office of President of: **Samantha Nagle**
 - V. the election to the office of Vice President of: **Thomas Cotter**.
6. The review by the members of the company's affairs.

Note: *A member entitled to attend and vote at the above meeting is entitled to appoint a proxy using the form set out in section 184 of the Companies Act 2014 to attend, speak and vote in its place. The form of the proxy is for ease of reference enclosed with this notice. A proxy need not be a member of Brokers Ireland. The time by which the proxy must be received at Brokers Ireland's registered office is specified on the enclosed proxy form.*

BY ORDER OF THE BOARD OF BROKERS IRELAND

Signed: Rachel McGovern

Date: 11 August 2025

Registered Office: 87 Merrion Square, Dublin 2

APPENDIX A

SPECIAL RESOLUTIONS AMENDING THE CONSTITUTION TO PROVIDE FOR THE VACATION OF THE OFFICE OF DIRECTOR IN THE EVENT OF A CHANGE OF CONTROL IN THE MEMBER WHOM THE DIRECTOR REPRESENTS.

IT HAVING BEEN PROPOSED by the Board of Brokers Ireland as follows:

- (i) that Brokers Ireland wishes to represent as broad a spectrum of brokers in the Irish market as possible and that, in circumstances where there is an increasing amount of consolidation in the broker industry, there is a coherent rationale for requiring directors of Brokers Ireland to vacate their office if there is change of control in the member whom they represent;
- (ii) that, if a vacancy on the Board arises as a result of a change of control, the Board of Brokers Ireland could, if it so wished, re-appoint the same person to fill the casual vacancy until the next AGM;
- (iii) that it is in the best interests of Brokers Ireland and of its membership as a whole that the constitution of Brokers Ireland should be updated to expressly provide that the office of a director should be vacated in the circumstances described above.

IT IS RESOLVED by the members by way of a special resolutions as follows:

1. that the constitution of Brokers Ireland be amended by adding a new sub-section 19(g) under the part of the constitution entitled “Directors – Vacation of Office” as follows:

19. The office of director shall be vacated if:

- (g) there is a change of control in, or in respect of, a member whom the director represents (in the terms contemplated by Article 7). For this purpose, a change of control shall be deemed to occur if the member is a company and there is an acquisition, sale, investment, realisation or other transaction or series of transactions concerning that member such that any person (or persons connected with each other or persons acting in concert with each other), not already having control, obtains control over the member. For this purpose, “control” has the meaning given by section 432 of the Taxes Consolidation Act 1997. For the avoidance of doubt, any office of director so vacated shall lead to a casual vacancy that may be filled by the Board by the appointment of any eligible person, including the person who just held the office; or
2. that the existing sub-section 19(g) be renumbered 19(h) and that all other numbering or formatting changes be made to the constitution as are necessary to give effect to the amendments described above. A copy of the proposed amended constitution is enclosed.

/END OF APPENDIX A