

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the
EIGHTY-THIRD ANNUAL GENERAL MEETING
of National Housing Federation Limited ('the Company')
will be held virtually at
<https://meetings.ringcentral.com/j/1498625616?pwd=cXIHRU53ZDZkbUlzYm1XK2ErRjdYUT09>

Join from PC, Mac, Linux, iOS or Android with the above link

Password: 031176

on Tuesday 29 September 2020 at 12pm
for the transaction of the following business:

1 Apologies for absence

2 Annual report

SPECIAL RESOLUTION

3 That the Articles of Association of the Company be deleted in their entirety and replaced by the Articles of Association in the form attached in substitution for all former articles of association.

ORDINARY RESOLUTIONS

4 To confirm the minutes of the eighty-second (2019) Annual General Meeting;

5 To receive the Report of the Directors, the Financial Statements and Report of the Auditor for the twelve months to 31 March 2020;

6 To move that Mazars LLP be re-appointed auditor of the Company in accordance with the provisions of the Companies Act 2006 and that the board be authorised to fix the remuneration of such auditor;

7 To note that in accordance with article 36, the following board members shall retire from office at this AGM:

- Mark Henderson

8 To elect the following candidate as a board member in accordance with article 36:

- Gail Teasdale

BY ORDER OF THE BOARD
Jackie Cunningham, Secretary

Company Registration No. 302132

Registered Office: Lion Court, 25 Procter Street, London WC1V 6NY

Dated 17 July 2020

NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING (in accordance with s325 of the Companies Act 2006)

- 1 A Member of the Company entitled to attend and vote at the above-mentioned meeting is entitled to appoint a proxy to exercise all or any of its rights to attend, and to speak and vote at the meeting, and a proxy form should have been received with this notice of meeting. A proxy can only represent a member at this meeting by attending the virtual meeting in person.
- 2 A proxy may only be appointed using the procedure set out in these notes and by completing the attached form, signed or executed by the member or an Authorised Representative.
- 3 A proxy need not be a member of the Company (and need not be a board member or employee of the member organisation).
- 4 To appoint a person other than the Chair of the meeting as a proxy, insert their name and address at the appropriate place on the form. If this is not done, but the form is signed and returned, the Chair of the meeting will be deemed to have been appointed as proxy.
- 5 If a proxy is to make any comments on a member's behalf, that member will need to appoint someone other than the Chair of the meeting as proxy, and give them instructions directly. If a person other than the Chair is appointed as proxy, the member appointing him/her is responsible for ensuring that they attend the meeting and are aware of the member's voting intentions. Note that if a proxy has not been instructed how to vote on a particular matter, he/she will vote or abstain from voting at his/her discretion.
- 6 The instrument appointing a proxy (i.e. the attached form), and any authority under which it is executed, must be delivered to the registered office of the Company no later than 24 hours before the meeting (that is by 12pm, Monday 28 September 2020). Any proxy form delivered late shall be invalid.
- 7 The completion and submission of a proxy form does not preclude a member from attending, speaking and voting through its usual Authorised Representative, should that be preferred, but in those circumstances the proxy appointment will be deemed null and void. It is also possible to revoke a proxy instruction by sending a signed, soft copy notice clearly stating the intention to revoke the proxy appointment, together with any authority under which it is executed, to the Company Secretary no later than 24 hours before the meeting (that is by 12pm, Monday 28 September 2020). Any revocation notice delivered late shall be invalid.
- 8 To change a proxy instruction, simply submit a new proxy appointment in the way described in these notes. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions and any amended proxy appointment received after the relevant cut-off time will be disregarded. If more than one valid proxy form is submitted, the form which was received last before the latest time for the receipt of proxies will take precedence.
- 9 Any question as to the validity of a proxy shall be determined by the Chair of the meeting, whose decision is final.