



The British Chamber of Commerce for Italy

NOTICE OF ANNUAL GENERAL MEETING (ONLINE)

PLEASE TAKE NOTE THAT in accordance with the Chamber's Articles of Association (the 'Articles'), notification is hereby given that the 2025 Annual General Meeting will be held on:

Wednesday 25th June 2025 at 11:00AM CET

On Zoom Platform

REGISTER HERE:

<https://us02web.zoom.us/meeting/register/DK2d4UwZRzeSSfCzo83Uqw>

In accordance with Art. 25A of the Articles, any voting member shall be allowed to vote in person or by proxy (see accompanying proxy form). The annual accounts accompanied by the auditor's report and Report of the Council will be published on our website by 11th June 2025.

AGENDA OF THE MEETING

Part 1

1. Welcome
2. Identification of any proxies
3. Introductory remarks from the President
4. To receive and adopt the report of the Council for the year ended 31 December 2024
5. To receive the audited accounts and the auditor's report for the year ended 31 December 2024
6. To approve the audited accounts for the year ended 31 December 2024

Steven Sprague ends his mandate as President of the Chamber and hands over to President Elect, Tom Noad.

Part 2

7. To amend the articles 12 and 14 of association of the Chamber to increase the maximum number of Councillors and alter their termination provisions in accordance with enclosed draft special resolution (**see accompanying special resolution for details**); the approval of this resolution requires the consent of at least 75% of the membership voting at the AGM.
8. To consider and elect Council members (**see accompanying list of Candidates**)
9. Any other business.

Please note: Online voting will be carried out using "eBallot", a dedicated secure electronic voting platform. An email will be sent to you with the voting link after registration on Zoom.

Please note that the Articles provide that only members attending the AGM may vote. If you are unable to attend the meeting in person or through another representative of your business but wish to express a vote on the items on the agenda you should complete and return the attached proxy form as indicated in the instructions.

Milan, 3rd June 2025



The British Chamber of Commerce for Italy

SPECIAL RESOLUTION OF THE BRITISH CHAMBER OF COMMERCE FOR ITALY

PASSED AT THE ANNUAL GENERAL MEETING ON 25 JUNE 2025

IT IS HEREBY RESOLVED THAT the articles of association of the Chamber be amended as follows:

1. Article 12 regarding THE COUNCIL, the first part of which currently provides:

"The business of the Chamber shall be managed by a Council of not less than eight Councillors, but not more than one Councillor for each twenty five members, who shall either be Members of the Chamber or the nominated representative of a company, partnership or association which is a Member, together with the immediate past President of the Chamber (ex-officio) and up to 5 Councillors nominated by Sponsoring Sustaining Members.

In addition there will be the following two non-voting ex-officio members:

HM Ambassador in Italy;

HM Consul-General in Milan. [...]"

shall be replaced, in the same first part, with the following (changes highlighted in green)

"The business of the Chamber shall be managed by a Council of not less than eight Councillors, but not more than twelve Councillors (unless the number of members from time to time shall exceed three hundred and twenty five, in which case, not more than one Councillor for each twenty five members), who shall either be Members of the Chamber or the nominated representative of a company, partnership or association which is a Member, together with the immediate past President of the Chamber (ex-officio) and up to 5 Councillors nominated by Sponsoring Sustaining Members.

In addition there will be the following two non-voting ex-officio members:

HM Ambassador in Italy;

HM Consul-General in Milan. [...]"

AND

2. Article 14A(vi) regarding TERMINATION OF OFFICE, which currently provides:

"The office of any Councillor shall terminate ipso facto if he/she:

[...]

(vi) being an elected officer, fails to attend three consecutive meetings of the Council, unless excused from attendance by resolution of the Council."

shall be replaced with the following (changes highlighted in green)

"The office of any Councillor shall terminate ipso facto if he/she:

[...]

(vi) being an elected officer, fails to attend three consecutive meetings of the Council, unless excused from attendance by resolution of the Council."

END OF RESOLUTION

For a full text of the Chamber's unamended articles of association, please see:

<https://britishchamber.it/wp-content/uploads/2019/11/articles-of-association-2014.pdf>



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2025 ANNUAL GENERAL MEETING

Article 23E: List in alphabetical order of the candidates to vacancies in the Council (whether nominated under paragraph **23C** or offering themselves for re-election under paragraph **23D**).

COUNCILLORS UP FOR ELECTION & RE-ELECTION

The following candidates are standing for election or re-election to the Council for a two-year term.

- **AZZOLA, CARLO**
- **COMINOTTO, CRISTIANO**
- **CONIGLIO PRINGLE, PAOLO**
- **COOK, MATT**
- **DONA', MASSIMO**
- **HAMILTON, RICHARD**
- **VIO, ALESSANDRO**

The biography of each candidate is readable at the following [link](#)



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IF YOU ARE UNABLE TO ATTEND THE AGM, PLEASE RETURN THIS PROXY FORM BY EMAIL (PDF File/JPEG)

BY 11:00 AM ON WEDNESDAY 25th June 2025

TO: AMMINISTRAZIONE@BRITISHCHAMBER.IT

PROXY FORM

I, THE UNDERSIGNED

COMPANY

CITY, A MEMBER OF THE BRITISH CHAMBER OF COMMERCE FOR ITALY,

GIVE MY PROXY TO [NAME] OR IN THEIR ABSENCE TO [NAME]

..... TO VOTE IN MY PLACE AT THE CHAMBER'S AGM WHICH WILL

TAKE PLACE ON June 25th 2025 at 11:00 AM CET.

DATE SIGNATURE