

ASSOCIATION OF RUN-OFF COMPANIES LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the third Annual General Meeting of the Company will be held at The Old Library, Lloyd's, Lime Street, London EC3 at 11.00 a.m. on Tuesday 3rd November 2009 to transact the following business:

1. To receive the Report and Accounts of the Company for the year ended 30th June 2009.
2. To consider and vote on the election of 4 directors of the Company:

Notes:

(i) Julian Miller was Co-opted until the AGM.

(ii) Tony Bamber and Bill Bower will retire by rotation at the AGM and are not seeking re-election.

(iii) Darryl Ashbourne will retire by rotation at the AGM and is seeking re-election.

(vi) David McGuigan has given notice of retirement at the AGM.

(v) Article 57 of the Company's Articles of Association provides (in summary) that anyone who wishes to stand for election to the board, not being a director, shall be eligible to do so provided:

(a) he or she is proposed in writing (by written notice to the Secretary) by two members of ARC qualified to attend and vote at the AGM; and

(b) he or she has given written notice to the Secretary of ARC of his or her willingness to be elected.

In both cases, the notice should be given to the Secretary not less than 4 or more than 28 days before the meeting.

3. To appoint Sarah Place Accountants as auditors of the company until the conclusion of the next annual general meeting and to authorise the directors to determine their remuneration.
4. To consider and vote on the following resolution as a Special Resolution:

"THAT the Articles of Association in the form produced to the meeting and signed for identification purposes by the Chairman of the meeting be and they are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association."

Note:

The form of Articles of Association that will be produced to the meeting is available by [clicking here](#)

NOTE: PROXIES

Any member of the Company entitled to attend and vote at the meeting convened by the above notice may appoint a proxy to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company. Appointment of a proxy will not preclude a member from attending and voting at the meeting instead of by proxy. A form of Proxy accompanies this notice.

By order of the Board

Mark Everiss

Company Secretary, Association of Run-Off Companies
47 Bury Street, First Floor, Stowmarket, Suffolk, IP14 1HD
1 October 2009

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