

Design Business Association
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DBA AGM

09.10.18

dba

Notice of Annual General Meeting

Company no 2471955
The Companies Act 2006
Design Business Association (the "Company")
Notice of Annual General Meeting

Notice is hereby given under the act mentioned above of the Annual General Meeting ("Meeting") of the Company to be held at Coley Porter Bell, Sea Containers, 18 Upper Ground, London SE1 9RQ at 7.30pm on Tuesday 09 October 2018 for the following purposes:

Ordinary resolutions

1. To receive the Report of the Directors and the audited accounts, together with the auditors report for the period ended 31 December 2017.
2. To appoint Kingston Smith as the Company's auditors to hold office from the conclusion of the meeting to the end of the next period for appointing auditors under section 485(2) of the Companies Act 2006, at a remuneration to be determined by the directors.
3. To vote to appoint new members of the Board
4. To re-appoint existing members of the Board

By order of the Board



Deborah Dawton
Chief Executive
17 September 2018

Proxy Notes

If you are a member who is entitled to attend and vote at the meeting, you are entitled to appoint a proxy to exercise all or any of your rights to attend and vote at the meeting and you will have a proxy form with this notice of meeting. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form. If you have any question concerning the appointment of a proxy please either email or call Ramiro Ramirez on ramiro.ramirez@dba.org.uk or 0207 251 9229

Notes to the Notice of AGM

Appointment of proxies

1. As a member of the DBA, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM. You can only appoint a proxy using the procedures set out in these notes.
2. A proxy does not need to be a member of the DBA but must attend the AGM to represent you. Details of how to appoint the Chairman of the AGM or another person as your proxy using the proxy form are set out in these notes. If you wish your proxy to speak on your behalf at the AGM you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
3. If you do not give your proxy an indication of how to vote on any resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote or abstain from voting as he or she thinks fit in relation to any other matter, which is put before the AGM.
4. Direct your proxy to vote on each resolution or withhold their vote.

Appointment of proxy using hard copy proxy form

5. To appoint a proxy using the proxy form, the form must be completed, signed and sent to the address above, or scanned and emailed to ramiro.ramirez@dba.org.uk. This must be received by the DBA no later than 48 hours before the time appointed for the holding of the AGM.
6. Because a member is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer/director of the company or an attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Changing proxy instructions

7. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

8. In order to revoke a proxy instruction, you will need to inform the DBA using one of the following methods:
 - a. By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the above address. Because a member is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer/director of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.
 - b. By sending an e-mail to ramiro.ramirez@dba.org.uk

In either case, the revocation notice must be received by the DBA no later than 48 hours before the AGM.

The appointment of a proxy does not preclude you from attending the AGM and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.

Communication

9. Except as provided above, members who have general queries about the AGM should contact Ramiro Ramirez via email: ramiro.ramirez@dba.org.uk.

Candidacy statements and biographies for new board directors

Merle Hall

Merle Hall is CEO of Kinneir Dufort (KD), a leading user-centred innovation and product development consultancy. She leads a team of 80 strategists, innovators, researchers, designers, engineers and makers.

Merle joined KD in 2009 and in 2016 led a private-equity backed management buyout. She has 20 years' experience in design consultancy and is an expert in design thinking, strategy and innovation, launching life-changing products and services globally, focusing on medical and consumer markets. Clients include Roche, AZ, Unilever, RB, Coca Cola and Raspberry Pi. Merle is a regular writer and speaker at an international level and curates the podcast, KD Conversations.

Kinneir Dufort's purpose is centred around designing a better world and as such, we are responsible for rolling out the regional chapters of Kerning the Gap, (championing women in design leadership). In addition, we partner with STEM organisations Teen Tech and the Big Bang, the RSA and various charities focusing on the next generation of innovators, designers and engineers.

Candidacy statement

I believe as a business owner and leader, there are many responsibilities, not only internally in providing the best in working environments and opportunities for our team, but externally, ensuring knowledge sharing, collaboration and that we can future proof our industry, as well as grow its world class reputation.

With the speed of change and the impact of technology increasing daily, we need to learn, adapt and plan seamlessly for the transformation our industry will need to embrace in the next decade to develop and prosper.

I believe with Kinneir Dufort's work and the visibility I have across many clients and sectors it will equip me to help shape what that commercial and technological reality mean for our industry.

The World Economic Forum released a report in 2016 around the 4th Industrial Revolution, predicting that by 2020, creativity will be the third most sought-after employee skill set (after complex problem solving and critical thinking). In 2015, creativity ranked number 10 in this list. We need to ensure we're collectively challenging, leveraging and delivering on this opportunity over the coming years.

Nir Wegrzyn

Nir is the founding partner and CEO of BrandOpus, one of the UK's leading branding design agencies. His career spans both design and advertising. Life began in Israel, followed by an education in Switzerland and university in London where he gained his MBA.

Specialising in complete brand transformations, Nir's career has seen him work with world renowned brands ranging from small luxury brands, such as Elida Fabergé, through to global FMCG brands, such as Kraft Heinz. He started out in advertising in the 1980s at agencies such as FCB, Publicis and Lintas where he held Board Account Director roles in the UK and Europe. He then moved into brand design joining JKR as Managing Director in 1996, helping grow the agency from 30 to 100. Nir founded BrandOpus in 2007 with a number of his peers. Over the last ten years the agency has grown rapidly, expanding globally with studios in Melbourne and latterly New York as well as London.

BrandOpus is recognised as one of fastest-growing agencies in the UK and has recently expanded into offering comms to reflect the changing needs of clients. The agency specializes in branding with a diverse range of iconic brands and clients within FMCG, B2B and food service, with this work winning a number of Design Effectiveness Awards. Nir is actively involved in the business providing strategic input for senior clients and focuses on growing the agency.

Nir is a collaborator and friend to pioneers in the fields of archetypal psychology, cognitive neuroscience, semiotics and behavioural economics. He is a regular media contributor, a guest lecturer at London Business School and is a regular speaker at Cannes Lions, the world's largest festival of creativity, on the subject of branding.

Candidacy statement

With over 20 years' branding experience within the design sector and 15 years' experience in advertising I have an appreciation of the wider industry and how it is evolving.

I'm passionate about branding and design, continuously curious and inspired by creativity and the power of branding to influence people's decisions. I love to add value to clients by challenging strategies and bringing new perspectives to help further their business.

With experience of growing and building agencies and delivering challenging creative strategies to clients, I have a vested interest in developing and driving the incredible importance that design can bring to businesses.

Form of Proxy

For use at the Design Business Association Annual General Meeting on 09 October 2018

Design Business Association (Company no. 2471955)

The Companies Act 2006

Please scan and email this form to ramiro.ramirez@dba.org.uk no later than **5pm on Friday 5 October 2018**.

I, (your name).....of (company name).....
being a member of the DBA (the "Company") hereby appoint:

(proxy's name)....., or the Chairman of the meeting,
as my proxy to vote in my name on my behalf at the AGM on 09 October 2018 and at any adjournment thereof.

Ordinary resolutions

- | | For | Against |
|---|--------------------------|--------------------------|
| 1. To receive the report of the directors and audited accounts, together with the auditors report, for the period ended 31 December 2017. | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To appoint Kingston Smith as the Company's auditors to hold office from the conclusion of the meeting to the end of the next period for appointing auditors under section 485(2) of the Companies Act 2006, at a remuneration to be determined by the directors. | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To vote to appoint the following as members of the Board for three years : | | |
| Merle Hall, Kinneir Dufort | <input type="checkbox"/> | <input type="checkbox"/> |
| Nir Wegrzyn, BrandOpus | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To re-appoint the following as members of the board: | | |
| Paul Flowers, Lixil Water Technology, for one year | <input type="checkbox"/> | <input type="checkbox"/> |
| Lesley Gulliver, The Engine Room, for one year | <input type="checkbox"/> | <input type="checkbox"/> |
| Sean Carney, Royal Philips, for three years | <input type="checkbox"/> | <input type="checkbox"/> |
| Will Rowe, Rufus Leonard, for three years | <input type="checkbox"/> | <input type="checkbox"/> |

Unless otherwise instructed, the proxy may vote as he/she thinks fit or abstain from voting.

Signed:.....Date:...../...../2018