

# EXECUTIVES INTERNATIONAL

## Notice of 2025 Annual General Meeting of Members

Notice is hereby given that the annual general meeting (AGM) of the members of Executives International (EI) will be held via Zoom on February 24, 2025, at 6 pm CET. The AGM is scheduled for 60 minutes duration. You will be notified of the link details of the Zoom meeting at least 24 hours prior to the AGM.

The AGM will be chaired by Thomas Rosenfield, who served as President until his resignation in December 2024. The AGM will begin with the election of a new President. The election will be conducted by secret ballot, and the successful candidate will be determined by a majority of all votes represented at the General Assembly, including those cast by proxy.

Following the election, Thomas Rosenfield will present the President's Report for 2024. The Treasurer's Report for 2024, will be presented by Mark Kissack, the Interim President.

Details regarding the election process and candidature formalities for the role of President, proxy voting, and communication regarding the AGM are provided in Appendix 1.

The financial statements for EI for the 2024 financial year will be communicated separately in due course.

### Agenda

1. Welcome by the chair.
2. Election of the President.
  - Introduction of Candidates (candidature formalities outlined in Appendix 1)
  - Voting (voting details outlined in Appendix 1)
3. President's Report for 2024.
4. Treasurer's Report.
5. Questions.
6. Vote on Resolutions (detailed below).
7. Close of Meeting.

### Resolutions

Members will be asked to consider and vote on the resolutions below:

1. To approve the financial statements of EI for the 2024 financial year.
2. According to the proposal of the Committee, to decide not to appoint auditors for the 2025 financial year.

3. To vote resolution 4 in block for the President (Thomas Rosenfield), the Interim President (Mark Kissack), and the Directors all at once in respect to their discharge of duties.
4. To discharge the President (Thomas Rosenfield), the Interim President (Mark Kissack), and the Directors from any liability for the performance of their duties in the 2024 financial year.

By order of the Committee:

MARK KISSACK

INTERIM PRESIDENT

Registered Office: Executives International, CP 143 1066 Epalinges, Switzerland

## APPENDIX 1: NOTES TO THE NOTICE OF AGM

### 1. ELECTION AND CANDIDATURE PROCESS FOR PRESIDENT

- 1.1. Any candidate for election as President or Director must be nominated and seconded by at least one Full Member, with the nominator and seconder being different Full Members.
- 1.2. Full members interested in standing for election as President must submit their candidature by February 24, 2025, 6 pm CET to EI for the attention of Thomas Rosenfield at [president@executives-int.ch](mailto:president@executives-int.ch).
- 1.3. Applications should include (i) the names of the nominator and seconder, both of whom must be Full Members of EI, and (ii) a brief CV or statement of interest.
- 1.4. The vote on the election of the President will be conducted by secret ballot using Zoom's polling functionality. This functionality ensures that individual votes remain confidential, as the polling results are collected and managed directly by Zoom, without disclosing how any specific member voted. The candidate receiving the majority of all votes represented at the General Assembly (including proxy votes) will be elected.
- 1.5. If no majority is reached in the first round of voting, and there are more than two candidates, the two highest polling candidates will proceed to a second round of voting. The second round will also be conducted through Zoom's secret polling functionality. The candidate who receives the most votes in this round will be declared the winner.

### 2. ENTITLEMENT TO VOTE

Only full members whose membership is current at the time of the AGM may vote.

### 3. APPOINTMENT OF PROXIES

- 3.1. If you are a full member who is entitled to attend and vote at the AGM, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM in accordance with the proxy form included with this notice of the AGM. A proxy does not need to be a full member of EI 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.
- 3.2. 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.
- 3.3. To appoint a proxy using the proxy form (attached separately with this announcement e-mail), the form must be:
  - 3.3.1. completed and signed (please note that the Directors accept the writing of your name in the proxy form or the email as a signature);
  - 3.3.2. emailed to EI for the attention of Thomas Rosenfield at [president@executives-int.ch](mailto:president@executives-int.ch); and
  - 3.3.3. received by EI no later than February 23, 2025, 6 pm CET.

- 3.4. 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.
- 3.5. Full members may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
- 3.6. 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.
- 3.7. A full member may change a proxy instruction but to do so you will need to inform EI by email to [president@executives-int.ch](mailto:president@executives-int.ch) (for the attention of Thomas Rosenfield), sending a scanned signed notice clearly stating your intention to revoke your proxy appointment to EI. 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.
- 3.8. The revocation notice must be received by EI no later than February 24, 2025, 6 pm CET. If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the AGM and vote in person.
- 3.9. 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.

#### **4. COMMUNICATION**

Except as provided above, full members who have general queries about the AGM should contact Mark Kissack, Interim President of EI, at [mark@kissackadvisory.com](mailto:mark@kissackadvisory.com).