



Annual General Meeting

LINX116 AGM 2022



Pieter Knook

LINX Chairman

Friday 27th May 2022





Persons Present

- The Chairman will verify that all non-members present are permitted to remain in the meeting.
- Any non-members who are not permitted to remain should leave the meeting now.





Verification of Voting Rights

- All members who voted have indicated that they have voted online for the resolutions and board election.
- Please confirm if there are any members present who expect to vote in person.





LINX Board Election

- If your organisation, or another member under common control, has not yet voted in the Board election, you may do so until the end of the AGM today, Friday 27th May 2022.
- To vote, visit **www.cesvotes.com/LINX116**.
 - You will need the voting codes sent to your organisation by email.
 - In the event of problems voting in the election, please contact Member Relations (**mr@linx.net**) or the Company Secretary (**cosec@linx.net**) for assistance.





The Business of the May 2022 AGM

- **Agenda Item 1**

Approval of the minutes of the last meetings.

- **Agenda Item 2**

Presentation of the 2021 annual report.

- **Agenda Item 3**

Approval of the 2021 financial results and auditors' report.

- **Agenda Item 4**

Votes will be taken on four resolutions.

- **Agenda Item 5**

An election will be held for two seats on the LINX Board. The election will be by single transferrable vote and is available online.

- Three candidates are standing for the two vacant seats.
- Candidates are listed at <https://www.linx.net/governance/standing-for-the-board/candidates-2022/> on the website, along with their candidate statements.





Minutes of the Last Meetings



LINUX113 AGM

- Minutes of the LINUX111 Extraordinary General Meeting held as a virtual meeting, via video conference at 12:00 BST on Tuesday 25th May 2021.

LINUX114 EGM

- Minutes of the LINUX111 Extraordinary General Meeting held as a hybrid meeting, via video conference and in person at The Park Plaza Victoria, London at 14:30 GMT on Thursday 11th November 2021.

Copies of the above AGM and EGM minutes were circulated as part of the AGM Notice which can be found here: <https://www.linx.net/governance/general-meetings/agm-notice-linx116/>





Presentation of the 2021 Annual Report

www.linx.net/wp-content/uploads/2022/05/LINX-Annual-Report-2021.pdf



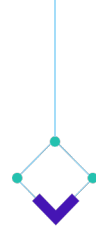


Approval of the 2021 Accounts, Financial Results and Auditors' Report



- The 2021 financial accounts were presented earlier on today's agenda.
- They will be voted on formally as Resolution Three.





Voting on the Resolutions

- Votes will be taken on four resolutions.
 - One Special Resolution, which requires a 75% majority in favour.
 - Three Ordinary Resolutions, which require a simple majority of those voting.
- The resolutions to be voted on are:
 1. To approve the adoption of a new version of the LINX Memorandum and Articles of Association – the company's constitution. The proposed changes to the Articles clarify who chairs the General Meeting; and provide for a power of temporary adjournment of the General Meeting. The resolution is supported by a consultation on the LINX website at <https://www.linx.net/governance/consultations/> and the text of the proposed Articles (<https://www.linx.net/wp-content/uploads/2022/05/DRAFT-MandA-22-01-v1.1.pdf>).
 2. To approve changes to the <https://www.linx.net/wp-content/uploads/2022/05/Draft-MoU-22-01-May2022.pdf> to empower the Board to lift the suspension of a member whose membership has been suspended, and to reimpose it, if certain conditions are met. This has been the subject of a members' consultation – see <https://www.linx.net/governance/consultations/> and the proposed changes (<https://www.linx.net/wp-content/uploads/2022/05/Draft-MoU-22-01-May2022.pdf>).
 3. To approve the audited accounts of the London Internet Exchange Ltd group to 31 December 2021.
 4. To re-appoint Price Bailey LLP as auditors at a remuneration to be determined by the Board.





RESOLUTION ONE

THAT the document known as LINX MandA version draft 22.01 LINX116 available on the LINX website at **<https://www.linx.net/wp-content/uploads/2022/05/DRAFT-MandA-22-01-v1.1.pdf>** be adopted as the LINX Memorandum and Articles of Association.



RESOLUTION TWO

THAT at the end of clause 5.1.2.6 of the [LINX Memorandum of Understanding](#) the following new subclause 'd' be added:

d) The actions set out in clauses 5.1.2.6 a) to c) shall only be taken if your suspension is in effect at the time of the General Meeting.

AND

After clause 5.1, and before clause 5.2, add new clauses 5.1A and 5.1B:

5.1A LINX shall have the right to lift a suspension imposed under clause 5.1.2 if you have remedied your breach, or if in the Council's absolute discretion it anticipates you will remedy your breach of this MoU in a timely fashion. If suspension is lifted LINX will reconnect your LINX services and you will regain any rights and privileges lost due to suspension.

5.1B LINX may reinstate a suspension that it has lifted under clause 5.1A at any time, if you, following a suspension being lifted, do not go on to fully remedy your breach of this MoU. If your suspension is reinstated it shall have the same effect as if made for the first time.

AND

Replace existing clause 5.2 with the following:

5.2 You may appeal against any decision of the Council about the suspension of this MoU with you. To do this, you must follow the Appeal Procedure.



RESOLUTION THREE

That the audited accounts of the London Internet Exchange Ltd group to 31st December 2021 be approved.



RESOLUTION FOUR

THAT Price Bailey LLP be re-appointed as auditors at a remuneration to be determined by the Board.



2022 LINX AGM and Board Election

- Please ensure that you vote online.
 - If you are having problems voting please get assistance from Member Relations (mr@linx.net) or Company Secretary (cosec@linx.net).
- You must cast your vote by **3pm today, Friday 27th May 2022.**
- Voting results for both the Resolutions and the Board Election will be available as soon as possible after LINX116.



LINUX 2022 AGM is now closed.



Thank you



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