NOTICE OF SPECIAL GENERAL MEETING

Notice is hereby given that a Special General Meeting of the Members of the Architectural Association, Inc. will be held at 36 Bedford Square, Dining Room (Lower Ground Floor), London, WC1 on Monday, 19 May 2014 at 6:30 p.m. to transact the following business:

TO BE PROPOSED AS A SPECIAL RESOLUTION:

The acceptance of the amended By-laws of the Architectural Association (as circulated in the consultation of 27 March – 18 May 2014).

VOTING

In accordance with By-law 51 of the Architectural Association, “any modification of the By-laws may be proposed and discussed at a Special General Meeting… the final voting being taken by postal ballot in the manner provided by By-law 39… and Members shall be asked to vote for or against the proposed modification. And no such modification shall be carried except by the votes of at least two-thirds of the Members voting.”

The appointed Scrutineers for voting on the Special Resolution will be Mi-Voice. Ballots and supporting papers will be delivered by electronic and paper ballot, according to the preference of each Member, and as per the AA’s records.

PROXIES

A member entitled to attend and vote at the meeting convened by this Notice is entitled to appoint a proxy to exercise his/her rights to attend, speak and vote at the meeting. In accordance with Article 31 of the Architectural Association’s Articles of Association, no person shall be appointed a proxy except a Registered (“Council”) Member. The instrument appointing a proxy shall be deposited at the registered office of the Association not less than forty-eight hours before the time for holding the meeting or adjourned meeting, as the case may be, at which the person named in such instrument proposed to vote. The appointment of a proxy does not preclude a member from subsequently attending and voting at the meeting in person if s/he so wishes.

By order of the Board

Kathleen H. Formosa
Company Secretary
The Architectural Association, Inc.
36 Bedford Square
London, WC1B 3ES

27 March 2013

NOTES TO THE NOTICE OF SPECIAL GENERAL MEETING
Appointment of proxies

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this Notice of meeting. In accordance with Article 31 of the Architectural Association’s Articles of Association, no person shall be appointed a proxy except a Registered (“Council”) Member.

2. A proxy must attend the Meeting to represent you. Details of how to appoint the Chair of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chair) and give your instructions directly to him/her.

3. If you do not give your proxy an indication of how to vote, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as s/he thinks fit in relation to any matter that is put before the Meeting.

Appointment of proxy using hard copy proxy form

4. The notes to the proxy form explain how to direct your proxy to vote or how to withhold your vote.

To appoint a proxy using the proxy form, the form must be:
- completed and signed;
- sent or delivered to the Architectural Association, Inc. at 36 Bedford Square, London, WC1B 3ES, United Kingdom; and
- received by the Company no later than 5:00 p.m. on Friday, 16 May 2014.

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.

Electronic appointment of proxies

5. As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by e-mail to the Company Secretary at secretary@aaschool.ac.uk. For an electronic proxy appointment to be valid, the Company Secretary must receive your appointment no later than 5:00 p.m. on Friday, 16 May 2014.

Changing proxy instructions

6. 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 apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Office of the Company Secretary on +44 (0)20 7887 4047 / 4018.

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

7. In order to revoke a proxy instruction you will need to inform the Company using one of the following methods:

- By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Architectural Association, Inc., 36 Bedford Square, London, WC1B 3ES, United Kingdom. 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.
- By sending an e-mail to the Company Secretary at secretary@aaschool.ac.uk.

In either case, the Company must receive the revocation notice no later than 5:00 p.m. on Friday, 16 May 2014.

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

Communication

8. Except as provided above, members who have general queries about the Meeting should contact the Office of the Company Secretary by e-mail at secretary@aaschool.ac.uk, or by telephone on +44 (0)20 7887 4047 / 4018.
The Architectural Association, Inc.
Special General Meeting
Proxy Form

Name and Address of Member:

Before completing this form, please read the explanatory notes.

I, being a member of the Company appoint the Chair of the meeting or (see note 3)

[ ]

as my proxy to attend, speak and vote on my behalf at the Special General Meeting of the Company to be held on Monday, 19 May 2014 at 6:30 p.m. and at any adjournment of the meeting.

I direct my proxy to vote or abstain from voting at his or her discretion and I authorise my proxy to vote (or abstain from voting) as s/he thinks fit in relation to any matter that is put before the meeting.

I acknowledge that in accordance with By-law 51 of the Architectural Association, “any modification of the By-laws may be proposed and discussed at a Special General Meeting… the final voting being taken by postal ballot in the manner provided by By-law 39 and in sending the voting papers to Members a report of such discussion shall also be sent, and Members shall be asked to vote for or against the proposed modification. And no such modification shall be carried except by the votes of at least two-thirds of the Members voting.”

The appointed Scrutineers for voting on the Special Resolution will be Mi-Voice. Ballots and supporting papers will be delivered by electronic and paper ballot, according to the preference of each Member, and as per the AA’s records.

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Notes to the proxy form

1. As a member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.

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

3. In accordance with Article 31 of the Architectural Association’s Articles of Association, no person shall be appointed a proxy except a Registered (“Council”) Member. To appoint as your proxy a person other than the Chair of the meeting, insert his/her full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chair of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chair, you are responsible for ensuring that s/he attends the meeting and is aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chair and give him/her the relevant instructions directly.

4. If you do not provide instructions, 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 that is put before the meeting.

5. To appoint a proxy using this form, the form must be:

   - Completed and signed;
   - Sent or delivered to the Company at The Architectural Association, Inc., 36 Bedford Square, London, WC1B 3ES, United Kingdom; and
   - Received by the Company no later than 5:00 p.m. on Friday, 16 May 2014.

6. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

7. As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically by notification to the Company Secretary at secretary@aaschool.ac.uk. For an electronic proxy appointment to be valid, the Company Secretary must receive your appointment no later than 5:00 p.m. on Friday, 16 May 2014.

8. 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.

9. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the Notice of meeting.