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*Power of Attorney*

*The form is to be completed, signed and submitted to Koda either physically or by*

*[generalfor-samling@koda.dk](mailto:generalfor-samling@koda.dk)*

*latest at 12.00 three business days before the general meeting for author*

*members and five business days before for publishers.*

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*There are two and only two limitations on who can give a power of attorney:*

- 1. An author cannot give the power of attorney to a music publisher, and a music publisher cannot give the power of attorney to an author.*
- 2. A proxy cannot hold power of attorney from more than two voting members of Koda.*

I, \_\_\_\_\_, \_\_\_\_\_,  
(Name) (Koda-Membership number)

who is an author member  / music publisher member  (please tick the right category),

hereby gives

\_\_\_\_\_,  
(Name) who (please tick the right category)

- neither is an author member nor a music publisher member
- also is an author member, \_\_\_\_\_, (Koda-Membership number)
- also is a music publisher member, \_\_\_\_\_, (Koda-Membership number), authorization by power of attorney to vote on my behalf at Koda's General Meeting on April 29<sup>th</sup> 2019.

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(Date, Place, sted)

(Signature)

**Excerpt from Koda's Articles of Association, into force from June 11<sup>th</sup> 2018**

**§ 3 ...**

(3) Members obtain voting membership as follows:

a) Any member, who was a voting member under Koda's articles in force at the time when this provision entered into force, is still a voting member.

b) Any author member, including beneficiaries, see the second sentence of subsection (2), who has had earnings from Koda of at least DKK 4,000 on average per year as a member in the three immediately preceding calendar years, or who has had earnings from Koda of at least DKK 30,000 within the past calendar year, becomes a voting member. Such income can include income from works created by the author member in question, but which was received by a music publisher owned or controlled by the author member.

c) Any publisher member, who has had earnings from Koda of at least DKK 10,000 on average per year in the three immediately preceding calendar years, or who has had earnings from Koda of at least DKK 100,000 within the past calendar year, becomes a voting member.

(4) Members, who have obtained voting right, keep this right irrespective of the size of future earnings.

(5) The amount limits specified in (3) are adjusted every year on 1 January based on the development in the net price index and according to specific guidelines determined by Koda's board. The amounts thus adjusted are published on Koda's website.

(6) When admitting new members, Koda's board can determine that a registration fee is paid. The size of the fee is determined by the board.

**§ 15**

All of Koda's members are entitled to attend Koda's general meetings, either in person or online. Only the voting members can vote at general meetings, either in person or online. In order to obtain the right to vote at a general meeting, members must pre-register their attendance at the general meeting in a manner prescribed by Koda no later than at 12 noon three weekdays prior to the general meeting.

(2) Publisher members with the right to cast more than one vote on matters on which only publisher members can vote, see article 16(1), must pre-register their attendance at the general meeting in a manner prescribed by Koda no later than at 12 noon one week prior to the general meeting in order to obtain the right to such additional votes.

(3) The right to attend and vote can also be exercised by a written power of attorney to a proxy who attends Koda's general meeting in person. The power of attorney must be submitted to Koda no later than at 12 noon three weekdays before the general meeting in order to be valid and presented by the proxy as entry requirement to the general meeting, and which can be issued for only one general meeting. No proxy may attend on behalf of more than two principals. Koda provides a power of attorney form to the members on its website. Only powers of attorney issued on this form are valid.

(4) A proxy who is a member of Koda may only exercise its power of attorney on behalf of a principal in the same membership category as the proxy, i.e. an author member or a publisher member, respectively.

#### **§ 16**

The voting members have each one vote at Koda's general meeting. However, in the ballots where only publisher members can vote, publisher members have voting rights determined according to the following scale:

Income from Koda, DKK 0-100,000: 1 vote

Income from Koda, DKK 100,001-250,000: 2 votes

Income from Koda, DKK 250,001-500,000: 3 votes

Income from Koda, DKK 500,001-1,000,000: 4 votes

Income from Koda, more than DKK 1,000,000: 5 votes

Publisher members must pre-register their attendance at the general meeting in due time, see article 15(2), in order to obtain the additional votes.

The amounts stated are determined on the basis of Koda's most recent finalised and closed financial year and are subject to indexation, see article 3(5).

A publisher member owned or controlled by an author member only has voting right as a publisher member if at least 75% of the works managed by the music publisher are created by others than the author member in question. Similarly, a publisher member owned or controlled by an author member's beneficiaries may only vote as a publisher member if at least 75 % of the works managed by the publisher were created by others than the author member in question.

Publisher members, which under Danish company law constitute a group, can have no more than 5 votes jointly.