

**Minutes of the 132nd Cirencester Friendly Society Annual General Meeting
held at Mutuality House, The Mallards, South Cerney, Cirencester GL7 5TQ
on Thursday 16 June 2022 commencing at 5pm**

Present: Mr J F Quinn (Chairman)
 Ms J W Banks
 Mrs M L Evans
 Mr I M Maude
 Ms K S McIntyre
 Mr W J M Schouten
 Mr M C Sedgley
 Mr A S Lucas
 Mr P R Hudson (Chief Executive)
 Ms S E Fell* (Operations Director)
 Mr A J Morris (Director of Finance & Risk and Company Secretary)
 Mr T Reed* (BDO LLP, External Audit Partner)

** in attendance via Teams*

In total, there were 72 Members in attendance (including Members serving on the Board of Management). The quorum was noted as 20 in accordance with the provisions of Rule 21(1)(b).

1.	<p>MEETING OPENED</p> <p>The Chairman opened the meeting and extended a warm welcome to those present, noting that this was the Society’s first AGM to be held in person at Mutuality House.</p>
2.	<p>CHAIRMAN’S REPORT</p> <p>The Chairman presented his report, the highlights of which included the following:</p> <ul style="list-style-type: none"> • 2021 had been another exceptionally challenging year for both the Society and for many of its Members, due to the ongoing impact of Covid-19, which in turn had affected our ability to write new business and had resulted in a significant increase in claims due to the adverse health impacts on our Members. As we emerged from the pandemic we had been faced with new challenges of the war in Ukraine and the cost of living crisis, which continued to affect society across the UK. Despite those challenges, the Chairman was delighted to report that we had achieved both a surplus for the year and a growth in our Membership. This had resulted in our being able to maintain bonuses to participating Members, whilst preserving the long-term stability of the Society’s finances and had paid 94% of claims. • The bonus interest rate for depositors had also been maintained and remained significantly above current retail interest rates. Following a strong investment performance in 2021 and our surplus for the year, we had transferred £1.2m into the Members Mutual Fund. • The results of a survey with our Advisers demonstrated the high quality of service we continued to provide to our Members via our network of Advisers. This was further endorsed by increasing our Institute for Customer Service satisfaction score compared

	<p>with 2020, where we remained within the top quartile of the financial services industry score.</p> <ul style="list-style-type: none"> • The success of the Society continued to be underpinned by the resilience, determination and teamwork of our dedicated staff, supported by our Leadership Team, and the successful transition made to remote working during the pandemic which had resulted in our adopting a hybrid working approach. • Following the publication of our Annual Report & Accounts, the Chairman noted that Mr David MacGregor has resigned for personal reasons, having been with the Society for over 5 years, and thanked him for his contribution both to the Board and the success of the Society. • Mr William Schouten, the Chairman of our People & Remuneration Committee and Senior Independent Director, would be retiring from the Board at this AGM after 9 years of service. The Chairman thanked him for his support and contribution to the Board. • Mr Andy Lucas had joined the Board as a Non-Executive Director. • Mr Paul Hudson, Chief Executive, would be retiring in April 2023 so this was his last AGM. Since joining the Society in 1997, the Society had been transformed under his leadership including significant growth in Membership, our product range, and financial stability, not least of which was the Society's highly regarded reputation within the Income Protection industry. The Chairman thanked Mr Hudson for his outstanding leadership and contribution to the Society during the past 25 years and noted that he would continue to lead the business until the transition to his successor had been completed. • Following a very rigorous recruitment process, in which the Society had been assisted by a respected recruitment agency, the Board had unanimously supported the appointment of Mr Andy Morris, the Society's current Director of Finance and Risk, as our next Chief Executive, who had been with the Society since 2019. Consequently, we had also commenced a recruitment process to replace Mr Morris as Finance Director. • The Society's finances remained robust and resilient. The accounts to be placed before the meeting for approval showed that the Society's financial position was very strong at the end of 2021. As a result, the Board had confidence that the Society's position was and would remain strong and sustainable despite the continued economic challenges the UK faced. <p>The Chairman invited the Chief Executive to present his report.</p>
3.	<p>CHIEF EXECUTIVE'S REPORT</p> <p>As Chief Executive, Mr Hudson confirmed that this was his last AGM due to his forthcoming retirement in April 2023. Over the past 25 years the Society had undergone significant transformation up to the present day, including an original staff of 5 to almost 100 today. Following expansion, the Society's head office had moved twice, our membership had increased from 13,000 to over 45,000 and our assets from £25m to over £165m. Despite many challenging times over the years, we had remained robust and resilient which was testament as to how far we had come and the achievements we should be proud of. Our reputation and market share remained strong and our staff were fully committed to delivering excellent service to our Members.</p> <p>The Chief Executive congratulated Mr Morris as his successor and was confident that he would continue to build a successful and prosperous Society. Having worked alongside Mr Quinn as Chairman, his 5th since 1997, Mr Hudson thanked him for his invaluable support during what had been a very effective working relationship and which would be paramount following Mr Morris's succession as Chief Executive. He also thanked Mr Schouten following his retirement after 9 years on the Board. Sincere thanks were also given to Ms Shirley Fell, as Operations</p>

	<p>Director, and Mr Morris who had both helped transport the Society to where it was today, since joining in 2019.</p> <p>The Chairman invited the Director of Finance and Risk to present his report.</p>
4.	<p>DIRECTOR OF FINANCE AND RISK'S REPORT</p> <p>Mr Morris, Director of Finance and Risk, confirmed that the continued steady growth of the Society, which was key to mutuality, during unprecedented economic times over the past 2 years, was testament to our objective to remain sustainable and profitable, having grown our membership, premium income and assets. Our solvency ratio remained stable and through our investment portfolio, we had continued to build capital for the future. He thanked the staff for their continued commitment and loyalty to the Society and was confident that together we would be able to face whatever challenges lay ahead for the benefit of our Members. Mr Morris also thanked the Chairman for his invaluable support, and the Chief Executive for his leadership, ensuring that the Society had built a solid foundation from which to grow.</p>
5.	<p>COMPANY SECRETARY</p> <p>The Chairman advised the meeting that all members of the Board of Management, including the Chairs of sub-committees, were present and available to answer questions on the Annual Report and Accounts.</p> <p>The Company Secretary informed the meeting that Society General Rule 18(6) prescribed what business should be transacted at the Annual General Meeting, namely:</p> <ol style="list-style-type: none"> 1. The Report and Accounts 2. The Auditors' Report 3. The election and re-election of Board Members 4. The re-appointment of the Auditors 5. Business brought before the meeting by the Board of Directors 6. Notice of resolutions under Rule 21
6.	<p>APOLOGIES FOR ABSENCE</p> <p>No apologies for absence had been received.</p>
7.	<p>NOTICE OF ANNUAL GENERAL MEETING</p> <p>The notice of the Annual General Meeting was taken as read. The Chairman referred to the proxy voting form, which had been distributed with the Annual Report.</p> <p>The Chairman reported that after each resolution had been put and voted upon by a show of hands in the room and on Microsoft Teams, the results of the postal votes/electronic votes would be announced. He reminded Members that they could not vote at the meeting if they had already voted online as their vote had already been counted. It was noted that votes withheld did not count in law and would not be counted in the calculation of the proportion of votes for and against the resolutions.</p>
8.	<p>MINUTES OF AGM HELD ON 17 JUNE 2021</p> <p>The Minutes of the Annual General Meeting held on 17 June 2021 were presented for approval. The Chairman acknowledged the Minutes as a true and accurate record, which were proposed by Mr T Hawker and seconded by Ms S Fell and AGREED by all present. There were no matters arising.</p>
9.	<p>ANNUAL REPORT AND ACCOUNTS</p> <p>Auditor's Report</p> <p>The Chairman advised the meeting that Mr Tom Reed of BDO LLP (External Auditor) was in attendance. The Chairman proposed that the Auditors' Report for the Year Ended 31</p>

	<p>December 2021 be taken as read. There were no objections. The Chairman invited questions on the Annual Report and Accounts. None arose.</p> <p>Chairman’s Statement, Strategic Review, Report of the Board of Management, the Financial Statements for 2021 and the Independent Auditor’s Report</p> <p>The adoption of the Chairman’s Statement, Strategic Review, Report of the Board of Management, the Financial Statements for 2021 and the Independent Auditor’s Report for 2021 was proposed by Ms V Clark, seconded by Mr W Jackson and unanimously AGREED.</p> <p>The result of the proxy vote was announced:</p> <p style="text-align: center;">740 in favour, 5 against and 3 withheld</p>
10.	<p>THE BOARD OF MANAGEMENT’S REMUNERATION REPORT</p> <p>The Chairman noted that the Chairman of the People & Remuneration Committee, Mr William Schouten was present to answer any questions on the Remuneration Report. The Chairman then invited questions on the Remuneration Report. None arose.</p> <p>The Remuneration Report was proposed by Ms C Fox and seconded by Ms M West-Wiggins and unanimously AGREED by all present.</p> <p>The result of the proxy vote was announced:</p> <p style="text-align: center;">722 in favour, 19 against and 7 withheld</p>
11.	<p>RE-ELECTION OF MEMBERS OF THE BOARD OF MANAGEMENT</p> <p>Ms J W Banks, Ms M L Evans, Mr I M Maude, Mr M C Sedgley and Mr J F Quinn were standing for re-election to the Board of Management.</p> <p>The Chairman announced that the re-election of Board members followed formal performance evaluation and it had been deemed that their performance continued to be effective and that they had demonstrated commitment to their role. The Board supported the re-election of these individuals because they brought the correct mix of business skills and experience to their respective roles and the Society. The Chairman invited questions on the re-election of members of the Board of Management. None arose.</p> <p>Re-election of Ms J W Banks as a Member of the Board</p> <p>The Chairman put the resolution for the re-election of Ms J W Banks to the meeting and asked for a proposer and a seconder. The resolution was proposed by Ms M West-Wiggins and seconded by Ms S Seymour and unanimously AGREED.</p> <p>The result of the proxy vote was announced:</p> <p style="text-align: center;">738 in favour, 5 against and 5 withheld</p> <p>Re-election of Ms M L Evans as a Member of the Board</p> <p>The Chairman put the resolution for the re-election of Ms M L Evans to the meeting and asked for a proposer and a seconder. The resolution was proposed by Mr G Burge and seconded by Mr P R Hudson and unanimously AGREED.</p> <p>The result of the proxy vote was announced:</p> <p style="text-align: center;">735 in favour, 7 against and 6 withheld</p> <p>Re-election of Mr I M Maude as a Member of the Board</p> <p>The Chairman put the resolution for the re-election of Mr I M Maude to the meeting and asked for a proposer and a seconder. The resolution was proposed by Ms S Seymour and seconded by Ms V Clark and unanimously AGREED.</p>

	<p>The result of the proxy vote was announced:</p> <p style="text-align: center;">732 in favour, 10 against and 6 withheld</p> <p>Re-election of Mr J F Quinn as a Member of the Board The Chairman advised that as he was offering himself for re-election, he would hand over to the Company Secretary.</p> <p>The Company Secretary put the resolution for the re-election of Mr J F Quinn to the meeting and asked for a proposer and seconder. The resolution was proposed by Mr B Thorne and seconded by Ms C Fox and AGREED by all present.</p> <p>The result of the vote was announced:</p> <p style="text-align: center;">729 in favour, 14 against and 15 withheld</p> <p>The Company Secretary handed back to the Chairman.</p> <p>Re-election of Mr M C Sedgley as a Member of the Board The Chairman put the resolution for the re-election of Mr M C Sedgley to the meeting and asked for a proposer and a seconder. The resolution was proposed by Ms E Sergeant and seconded by Ms M West-Wiggins and unanimously AGREED.</p> <p>The result of the proxy vote was announced:</p> <p style="text-align: center;">736 in favour, 7 against and 5 withheld</p> <p>Election of Mr A S Lucas as a Member of the Board Following a robust external recruitment process, the Board supported the appointment of Mr A S Lucas. The Chairman therefore put the resolution for the election of Mr A S Lucas to the meeting and asked for a proposer and a seconder. The resolution was proposed by Mr W Jackson and seconded by Ms S Seymour and unanimously AGREED.</p> <p>The result of the proxy vote was announced:</p> <p style="text-align: center;">736 in favour, 5 against and 7 withheld</p>
12.	<p>TO RE-APPOINT BDO LLP AS AUDITORS</p> <p>The Chairman advised that the Chairman of the Audit & Risk Committee, Ms Kate McIntyre was present to answer any questions on the re-appointment of the Auditors.</p> <p>Mr B Thorne asked what procedure had been undertaken to ensure that BDO LLP should be re-appointed as the external auditor. The Chairman asked Mr Morris to respond.</p> <p>Mr Morris confirmed that the Society had recently undergone a tendering process for the appointment of external auditors and would be recommending a change in auditor at the next AGM as BDO's tenure would have come to an end, the partner having served 5 years as our external auditor. The process had been very robust and competitive, and following a review of suitable audit firms available for an organisation of our size, a total of 9 firms had been invited to bid, some of which had submitted proposals whilst others had elected not to. A panel consisting of Board members, including Mr Morris, undertook a rigorous selection process to decide a new auditor for which we were currently awaiting formal notification and so details of which would be provided at next year's AGM. Mr Morris confirmed that the Society had been satisfied with the services provided by BDO LLP. The Chairman added that the Board has a policy of regularly re-tendering for provision of all its external advice services in order to ensure best value and rigour.</p> <p>The Chairman put the resolution for the re-appointment of BDO LLP as Auditors. The Chairman asked for a proposer and a seconder. The resolution was proposed by Mr B Thorne and seconded by Mr P R Hudson and unanimously AGREED.</p>

	<p>The result of the proxy vote was announced:</p> <p style="text-align: center;">735 in favour, 8 against and 5 withheld</p>
13.	<p>ANY OTHER BUSINESS</p> <p>The Chairman invited questions deemed relevant to the business of the Society.</p> <p>Mr G W Burge conveyed his vote of thanks and appreciation to both the Board and the staff for the excellent results despite the economic challenges during the past 2 years.</p> <p>No further questions arose.</p>
14.	<p>CLOSE</p> <p>The Chairman thanked everyone for attending and there being no further business, the meeting closed at 5.45pm.</p>