

23 June 2021

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) for the Members of the Kent Reliance Provident Society Limited (the Society) will be held at OSB House, Quayside, Chatham, Kent, ME4 4QZ as a closed meeting on **Tuesday, 20 July 2021 at 11am.**

**As a result of the current outbreak of Coronavirus (COVID-19), and in line with the latest restrictions on public gatherings imposed by the UK Government, the Society wishes to notify Members that attendance at the AGM in person will not be possible. You are encouraged to vote by submitting a Form of Proxy in advance of the AGM.**

**All resolutions will be proposed as Ordinary Resolutions.**

**To consider, and if thought fit, approve the following ordinary resolutions:**

1. To receive the Annual Report and Accounts for the year ended 31 December 2020.
2. To approve the Directors' Remuneration Report for the year ended 31 December 2020.
3. To approve the reappointment of Deloitte LLP as Auditor of the Society.
4. To re-elect John Paddick as an Executive Director of the Society.
5. To re-elect April Talintyre as a Non-Executive Director of the Society.
6. To approve the proposed donation of the proceeds, received as dividend from the Society's investment in OSB GROUP PLC, into the Kent Reliance Community Fund.

**By order of the Board**

**Jason Elphick**  
Society Secretary

**Notes:**

1. These notes form part of the Notice of AGM.
2. Under the Society's Rules, a Member entitled to attend the AGM and vote may appoint a Proxy to attend and vote on their behalf. You may appoint the Chairman of the AGM or anyone else. Your Proxy does not have to be a Member of the Society. Your Proxy may vote for you at the AGM but only on a poll.
3. You may instruct your Proxy how to vote at the AGM. Please read the instructions provided on the Form of Proxy.
4. A Form of Proxy is enclosed for your use. Completing a Form of Proxy ensures that your vote will be cast.
5. You can vote in advance of the AGM by submitting a Form of Proxy by 11am on Sunday, 18 July 2021, either online or by post. You can also submit your Form of Proxy by using a ballot box in a branch by close of business on Friday, 16 July 2021.
6. In order to vote at the AGM or appoint a Proxy, you must qualify as either a Depositing or a Borrowing Member in accordance with the Voting Terms and Conditions contained in Rule 37 of the Society's Rules. These can be found on the reverse of the Form of Proxy enclosed with this Notice of AGM.

# Explanatory Notes

Information about the business to be considered at the AGM is set out below. All Resolutions are proposed as Ordinary Resolutions.

These explanatory notes should be read in conjunction with the 2020 Annual Report and Accounts.

## **Resolution 1: 2020 Annual Report and Accounts**

The Directors of the Society present the Directors' Reports, the Auditor's Report and the audited financial statements of the Society for the financial year ended 31 December 2020 (the 2020 Annual Report and Accounts) to the AGM.

The Society proposes a resolution on the 2020 Annual Report and Accounts (as an ordinary resolution) and Members may raise any questions in consideration of this.

## **Resolution 2: Annual Report on Directors' Remuneration**

Members are invited to approve the Directors' Remuneration Report for the financial year ended 31 December 2020.

## **Resolution 3: Reappointment of the Auditor**

The Society is required to appoint the Auditor at each annual general meeting, at which accounts are laid before the Society. The Auditor will hold office until the conclusion of the next such meeting. This Resolution proposes the reappointment of Deloitte LLP as the Auditor of the Society.

## **Resolutions 4 and 5: Re-election of Directors**

Resolutions 4 and 5 relate to the re-election of John Paddick and April Talintyre as Directors. They will be stepping down in accordance with the Society's rules, and will be seeking re-election. Their biographies can be found in the Appendix.

## **Resolution 6: Dividend payment to the Kent Reliance Community Fund**

This Resolution proposes the use of the dividend deriving from the Society's investment in OSB GROUP PLC. This is for charitable causes by way of the Kent Reliance Community Fund, or to use such monies to purchase additional ordinary shares in OSB GROUP PLC.

The Kent Reliance Community Fund assists the Society in distributing donations to charitable causes.

# Appendix

## Directors seeking re-election

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### John Paddick

John joined the Society in 2011 as Chief Operating Officer. He has held a number of senior posts in the financial services industry, as well as in the business services and the charitable sectors.

He returned to the UK in 2007, following a highly successful term as CEO of United Customer Management Solutions Ltd, an Australasian-focused business services group, and has since been assisting a variety of enterprises to develop their business strategies, as well as acting as CEO for a local charity.

Prior to this, John spent 23 years at National Westminster Bank Plc and then RBS, including roles at NatWest's Director of Group Customer Service, and then as Managing Director of RBS's Own Brand Business division.

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### April Talintyre

April is the Chief Financial Officer and a main board Director of OSB GROUP PLC. April was previously an Executive Director in the Rothesay Life pensions insurance business of Goldman Sachs.

Prior to that she worked for Goldman Sachs International for over 16 years, including as an Executive Director in the Controllers division in London and New York. April began her career at KPMG in a general audit department. She has been a member of the Institute of Chartered Accountants in England and Wales since 1992.