

**TO: MEMBERS**

**9th August, 2016**

Dear Sirs,

**NOTICE OF MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Members will be held at its Registered office on the 15th September, 2016 at 9.30 am for the following purposes:

- to receive and adopt the Directors' Report and Financial Statements for the year ended 20th February, 2016.
- to re-elect Directors;
- to appoint the Auditor and authorise the Directors to fix their remuneration; and
- to transact any other business.

By Order of the Board  
K.P. Halpenny  
**Secretary**

9th August, 2016

**TO: MEMBERS**

**9th August, 2016**

Dear Sirs,

**ANNUAL GENERAL MEETING**

**1. Notice of Annual General Meeting on 15th September, 2016**

The notice of the One Hundred and Twenty Eighth Annual General Meeting of the Association is enclosed.

**2. Agenda for Annual General Meeting**

The Agenda and all supporting documents for the meeting are enclosed.

**3. Proxy Form**

A proxy form is enclosed. Please note the completed form must reach the Secretary of the Association at its Registered Office at 90 Fenchurch Street, London EC3M 4ST no later than 48 hours before the meeting.

**4. Report & Accounts**

The Report & Accounts for the period to 20th February, 2016 can be found on the Association's website [www.ukdefence.com](http://www.ukdefence.com). Hard copies can be made available on request.

Yours faithfully,

**THOMAS MILLER DEFENCE LTD**

Managers

**ONE HUNDRED AND TWENTY EIGHTH  
ANNUAL GENERAL MEETING**

**TO BE HELD AT**

**90 FENCHURCH STREET  
LONDON EC3M 4ST**

**ON**

**THURSDAY, 15TH SEPTEMBER, 2016**

**AT 09.30 A.M.**

## A G E N D A

15th September, 2016

**1. To read the Notice of Meeting.**

**2. Minutes**

To confirm the Minutes of the Annual General Meeting held on 17th September, 2015. Also to confirm the Minutes of the Extraordinary Meetings held on 21st January, 2016 and 16th June, 2016.

**3. To note the Auditor's Report.**

The Report and Accounts for the period to 20th February, 2016 can be downloaded from the Association's website at [www.ukdefence.com](http://www.ukdefence.com).

**4. Report and Accounts.**

Ordinary Resolution to propose:

"That the Report and Accounts as audited and certified for the period ended 20th February, 2016 be and are hereby adopted."

**5. Election of Directors.**

In accordance with the Articles of Association, all the Directors retire from office and, being eligible, offer themselves for re-election.

Ordinary Resolutions to propose:-

- “ (a) Mr E. André be re-elected a Director of the Association.  
 (b) Ms M. Bottiglieri be re-elected a Director of the Association.  
 (c) Mr D.J. Evans be re-elected a Director of the Association.  
 (d) Mr. B.C. Goulandris be re-elected a Director of the Association.  
 (e) Mr G.A. Gratsos be re-elected a Director of the Association.  
 (f) Mr Tan Chin Hee be re-elected a Director of the Association.  
 (g) Mr T. Huxley be re-elected a Director of the Association.  
 (h) Mr C.R.Kendall be re-elected a Director of the Association.  
 (i) Mr Z. Lanshui be re-elected a Director of the Association.  
 (j) Mr M.F. Lykiardopulo be re-elected a Director of the Association.  
 (k) Mr M.Nomikos be re-elected a Director of the Association.  
 (l) Mr S. Palios be re-elected a Director of the Association.  
 (m) Mr P. Pappas be re-elected a Director of the Association.  
 (n) Mr M.G. Pateras be re-elected a Director of the Association.  
 (o) Mr A. Stafilopatis be re-elected a Director of the Association.  
 (p) Mr Y.T. Triphyllis be re-elected a Director of the Association.  
 (q) Mr M. Wade be re-elected a Director of the Association.  
 (r) Mr G. Weston be re-elected a Director of the Association  
 (s) Mr. G. Woodford be re-elected a Director of the Association.”

**6. Appointment and Remuneration of the Auditors**

It is proposed that Moore Stephens LLP be elected as the Association's Auditor.

Ordinary Resolution to propose:

"Moore Stephens LLP be appointed Auditor and that their remuneration shall be such sum as shall be agreed by the Directors."

**7. Any Other Business**

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**MINUTES OF**  
**THE ONE HUNDRED AND TWENTY SEVENTH**  
**ANNUAL GENERAL MEETING**  
**OF MEMBERS OF THE ASSOCIATION**  
**HELD AT**  
**90 FENCHURCH STREET**  
**LONDON EC3M 4ST**  
**ON**  
**15TH SEPTEMBER, 2015**

Mr. M. Lykiardopulo was in the chair and a quorum was present.

1. The Notice of the Meeting was taken as read.

The Managers reported that having reviewed the Proxy Forms there was overall support for each of the resolutions set out in the Agenda.

2. The Minutes of the One Hundred and Twenty Sixth Annual General Meeting held on 15th September, 2015 were confirmed as a correct record and signed by the Chairman.

3. The Auditor's Report was noted.

4. After consideration of the Income and Expenditure Account and the Balance Sheet, it was proposed by Mr. Kendall, seconded by Mr. Pateras and unanimously resolved:

"That the Report and Accounts as audited and certified for the year ended 20th February, 2015 be and are hereby adopted."

5. On the proposal of Mr. Pateras and seconded by Mr. André, it was unanimously resolved:

"That the Directors retiring in accordance with the terms of the Articles of Association and offering themselves for re-election, be re-elected by a single Resolution."

"That Ms M. Bottiglieri, and Messrs E. André, B.C. Goulandris, G.A. Gratsos, Tan Chin Hee, T. Huxley, C.R. Kendall, Z. Lanshui, M.F. Lykiardopulo, M. Nomikos, S. Palios, P. Pappas, M.G. Pateras, A.Stafilopatis, Y.T. Triphyllis, M. Wade, G.D. Weston and G. Woodford be re-elected Directors of the Association."

6. On the proposal of Mr. André and seconded by Mr. Tan Chin Hee, it was unanimously resolved:

"That with effect from September, 2015 each Director of the Association should receive £1,500 per annum and £1,500 for each Directors' Meeting attended and that the Chairman should receive £3,000 per annum and £3,000 for each Directors' Meeting attended."

7. On the proposal of Mr. Huxley and seconded by Mr. Woodford it was unanimously resolved:

"That Messrs Grant Thornton UK LLP be appointed Auditor and that their remuneration shall be such sum as shall be agreed by the Directors."

8. There being no other business the meeting ended at 09.40 am
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**MINUTES OF  
THE EXTRAORDINARY GENERAL MEETING  
OF MEMBERS OF THE ASSOCIATION  
HELD AT  
90 FENCHURCH STREET  
LONDON EC3M 4ST  
ON  
16TH JUNE, 2016**

Mr. M. Lykiardopulo was in the chair and a quorum was present.

1. The Notice of the Meeting was taken as read.

The Managers reported that having reviewed the Proxy Forms there was overall support for each of the resolutions set out in the Agenda.

2. On the proposal of Mr. Pateras and seconded by Mr. Huxley, it was unanimously resolved:

“That, with effect from 12 noon Greenwich Mean Time on 17th June, 2016, the amendments to the Articles of Association of the Association as contained in the printed document marked “Appendix A” submitted to this meeting and for the purposes of identification signed by the Chairman be and are hereby adopted.”

3. On the proposal of Mr. Wade and seconded by Mr. Gratsos it was unanimously resolved:

“That, with effect from 12 noon Greenwich Mean Time on 17th June, 2016, the amendments to the Rules as contained in the printed document marked “Appendix B” submitted to this meeting and for the purposes of identification signed by the Chairman be and are hereby adopted.”

4. There being no other business the meeting ended at 09.40 am
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**MINUTES OF  
THE EXTRAORDINARY GENERAL MEETING  
OF MEMBERS OF THE ASSOCIATION  
HELD AT  
90 FENCHURCH STREET  
LONDON EC3M 4ST  
ON  
21ST JANUARY, 2016**

Mr. M. Lykiardopulo was in the chair and a quorum was present.

1. The Notice of the Meeting was taken as read.

The Managers reported that having reviewed the Proxy Forms there was overall support for each of the resolutions set out in the Agenda.

2. On the proposal of Mr. Kendall and seconded by Mr. Woodford, it was unanimously resolved:

“That, with effect from 12 noon Greenwich Mean Time on 20th February, 2016, the amendments to the Articles of Association of the Association as contained in the printed document marked “Appendix A” submitted to this meeting and for the purposes of identification signed by the Chairman be and are hereby adopted.”

3. On the proposal of Mr. Huxley and seconded by Mr. Tan Chin Hee it was unanimously resolved:

“That, with effect from 12 noon Greenwich Mean Time on 20th February, 2016, the amendments to the Rules as contained in the printed document marked “Appendix B” submitted to this meeting and for the purposes of identification signed by the Chairman be and are hereby adopted.”

4. There being no other business the meeting ended at 09.40 am
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