

11th August, 2025

TO: THE MEMBERS

Dear Sirs,

ANNUAL GENERAL MEETING

1. Notice of Annual General Meeting on 18th September, 2025

The Notice of the One Hundred and Thirty-seventh 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 via post or via email
TMDefence@thomasmiller.com no later than 48 hours before the meeting.

4. Report & Accounts

The Report & Accounts for the period to 20th February, 2025 are available under the 'Member Resources' section at www.ukdefence.com.

Yours faithfully,

THOMAS MILLER DEFENCE LTD

Managers

11th August, 2025

TO: THE MEMBERS

Dear Sirs,

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Members will be held at the Association's registered office at 90 Fenchurch Street, London, EC3M 4ST on the 18th September, 2025 at 9.30am for the following purposes:

- to receive and adopt the Directors' Report and Financial Statements for the year ended 20th February, 2025;
- to re-elect Directors;
- to re-appoint the Auditors and authorise the Directors to fix their remuneration; and
- to transact any other business.

By Order of the Board
K.P. Halpenny
Secretary

**ONE HUNDRED AND THIRTY-SEVENTH
ANNUAL GENERAL MEETING**

TO BE HELD AT

**90 FENCHURCH STREET
LONDON EC3M 4ST**

ON

THURSDAY, 18TH SEPTEMBER, 2025

AT 09.30 A.M.

A G E N D A

18th September, 2025

1. To read the Notice of Meeting

2. Minutes

To confirm the Minutes of the Annual General Meeting held on 19th September, 2024 and the Extraordinary General Meeting held on 29th May, 2025.

3. To note the Auditor's Report

The Report and Accounts for the period to 20th February, 2025 can be downloaded from the Association's website at 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, 2025 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 I. Al-Nadhairi be re-elected a Director of the Association.
 (b) Mr E. André be re-elected a Director of the Association.
 (c) Mr R.C. Beyer be re-elected a Director of the Association.
 (d) Mr I.C. Caroussis be re-elected a Director of the Association.
 (e) Mr D.J. Evans be re-elected a Director of the Association.
 (f) Mr B.C. Goulandris be re-elected a Director of the Association.
 (g) Mr. G. Goumas be re-elected a Director of the Association.
 (h) Mr T. Huxley be re-elected a Director of the Association.
 (i) Mr C.R. Kendall be re-elected a Director of the Association.
 (j) Ms S. Laskaridis be re-elected a Director of the Association.
 (k) Mr. F.P.N Lemos be re-elected a Director of the Association.
 (l) Mr M.F. Lykiardopulo be re-elected a Director of the Association.
 (m) Mr B. MacLehose be re-elected a Director of the Association.
 (n) Mr C. Monteiro be re-elected a Director of the Association.
 (o) Mr M. Nomikos be re-elected a Director of the Association.
 (p) Mr P. Pappas be re-elected a Director of the Association.
 (q) Mr C. Rychly be re-elected a Director of the Association.
 (r) Mr Y. Shimane be re-elected a Director of the Association.
 (s) Mr A. Stafilopatis be re-elected a Director of the Association.
 (t) Mr Y.T. Triphyllis be re-elected a Director of the Association.
 (u) Mr M. Wade be re-elected a Director of the Association.”

6. Appointment and Remuneration of the Auditors

The Association's Auditor retires at each AGM and, being eligible, offer themselves for re-election.

Ordinary Resolution to propose:

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

7. Any Other Business

**MINUTES OF
THE ONE HUNDRED AND THIRTY-SIXTH
ANNUAL GENERAL MEETING
OF MEMBERS OF THE ASSOCIATION
HELD AT
90 FENCHURCH STREET
LONDON EC3M 4ST
ON
19TH SEPTEMBER, 2024 at 09:30hrs**

Mr. Nomikos 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 Thirty-fifth Annual General Meeting held on 21st September, 2023 were confirmed as a correct record and signed by the Chair.
3. The Auditor's Report was noted.
4. After consideration of the Income and Expenditure Account and the Balance Sheet, it was unanimously resolved:

"That the Report and Accounts as audited and certified for the year ended 20th February, 2025 be and are hereby adopted."

5. 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 S. Laskaridis and Messrs I. Al-Nadhairi, E. André, R.C. Beyer, I. Caroussis, D.J. Evans, B.C. Goulandris, G. Goumas, T. Huxley, C.R. Kendall, F.P.N. Lemos, M.F. Lykiardopulo, B. MacLehose, C. Monteiro, M. Nomikos, P. Pappas, C. Rychly, A. Stafilopatis, Y.T. Triphyllis and M. Wade be re-elected Directors of the Association."

6. It was unanimously resolved:

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

7. There being no other business the meeting ended at 09.34 am.
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**MINUTES OF
THE EXTRAORDINARY GENERAL MEETING
OF THE MEMBERS OF THE ASSOCIATION
HELD AT
90 FENCHURCH STREET
LONDON EC3M 4ST
ON
29TH MAY, 2025**

Mr. M. Nomikos 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. It was unanimously resolved:

“That the proposed restructuring of the UK Defence Club (the ‘Restructuring’), as set out in the accompanying summary, be approved.”

3. It was unanimously resolved:

“That each of the Directors and the Managers of the Association be authorised to take such steps as they may in their absolute discretion determine necessary, desirable or appropriate to implement the Restructuring.”

4. There being no other business the meeting ended at 10.14 am
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ANNUAL GENERAL MEETING

Our Ref: BLANK

Mr K.P. Halpenny
The Secretary
The United Kingdom Freight Demurrage and Defence Association Limited
90 Fenchurch Street
London EC3M 4ST

FORM OF PROXY

Total Number of votes

The undersigned, a Member of The United Kingdom Freight Demurrage and Defence Association Limited,
hereby appoints:

or the chairman of the Annual General Meeting

to be the undersigned's proxy in the order named to vote on behalf of the undersigned at the Annual General Meeting
of the Members of the said Company to be held on the 18th September 2025 and at any adjournment thereof.

Please indicate in the spaces below how you wish your vote(s) to be cast in the event that the resolutions set out in
the attached Agenda are duly proposed and seconded.

	For (total)	Against (total)		For (total)	Against (total)
Resolution in item 4	—	—	Resolution in item 5l	—	—
Resolution in item 5a	—	—	Resolution in item 5m	—	—
Resolution in item 5b	—	—	Resolution in item 5n	—	—
Resolution in item 5c	—	—	Resolution in item 5o	—	—
Resolution in item 5d	—	—	Resolution in item 5p	—	—
Resolution in item 5e	—	—	Resolution in item 5q	—	—
Resolution in item 5f	—	—	Resolution in item 5r	—	—
Resolution in item 5g	—	—	Resolution in item 5s	—	—
Resolution in item 5h	—	—	Resolution in item 5t	—	—
Resolution in item 5i	—	—	Resolution in item 5u	—	—
Resolution in item 5j	—	—	Resolution in item 6	—	—
Resolution in item 5k	—	—			

Unless otherwise instructed, the proxy will vote as he thinks fit.

Name of Member Company:

AS WITNESS the hand of the undersigned this day.....of....., 2025

Name of Signatory

Signature

Designation of Signatory

Signature of Witness