

TO: THE MEMBERS

3rd August, 2021

Dear Sirs,

ANNUAL GENERAL MEETING

1. Notice of Annual General Meeting on 16th September, 2021

The Notice of the One Hundred and Thirty-third 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, 2021 are available under the 'Member Resources' section at www.ukdefence.com.

Yours faithfully,

THOMAS MILLER DEFENCE LTD

Managers

TO: THE MEMBERS

3rd August, 2021

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 16th September, 2021 at 9.00 am for the following purposes:

- to receive and adopt the Directors' Report and Financial Statements for the year ended 20th February, 2021.
- to re-elect Directors;
- to consider revision of the Association's Rules;
- 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

3rd August, 2021

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

TO BE HELD AT

**90 FENCHURCH STREET
LONDON EC3M 4ST**

ON

THURSDAY, 16TH SEPTEMBER, 2021

AT 09.00 A.M.

A G E N D A

16th September, 2021

1. To read the Notice of Meeting

2. Minutes

To confirm the Minutes of the Annual General Meeting held on 17th September, 2020.

3. To note the Auditor's Report

The Report and Accounts for the period to 20th February, 2021 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, 2021 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) Ms M. Bottiglieri 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 G.A. Gratsos be re-elected a Director of the Association.
 (i) Mr T. Huxley be re-elected a Director of the Association.
 (j) Mr C.R. Kendall be re-elected a Director of the Association.
 (k) Mr Z. Lanshui be re-elected a Director of the Association.
 (l) Ms S. Laskaridis be re-elected a Director of the Association.
 (m) Mr M.F. Lykiardopulo be re-elected a Director of the Association.
 (n) Mr B. MacLehose 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 M.G. Pateras be re-elected a Director of the Association.
 (r) Mr A. Stafilopatis be re-elected a Director of the Association.
 (s) Mr Y.T. Triphyllis be re-elected a Director of the Association.
 (t) Mr M. Wade be re-elected a Director of the Association.
 (u) Mr G. Weston be re-elected a Director of the Association.”

6. Amendment to the Rules of the Association

Special Resolution to propose amendments to the Association's Rules as highlighted and contained in Appendix "A" submitted to this meeting and, for the purposes of identification, signed by the Chairman:

"That with effect from 12 noon Greenwich Mean Time on 20th February, 2022 the amendments to the Association's Rules be and are hereby adopted."

7. 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."

8. Any Other Business

**MINUTES OF
THE ONE HUNDRED AND THIRTY-SECOND
ANNUAL GENERAL MEETING
OF MEMBERS OF THE ASSOCIATION
HELD BY
VIDEOCONFERENCE
ON
17TH SEPTEMBER, 2020**

Mr. Goulandris 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-first Annual General Meeting held on 19th September, 2019 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 proposed by Mr. Kendall, seconded by Mr. Weston and unanimously resolved:

"That the Report and Accounts as audited and certified for the year ended 20th February, 2020 be and are hereby adopted."

5. On the proposal of Mr. André and seconded by Mr. Pappas, 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 Ms S. Laskaridis and Messrs I. Al-Nadhairi, E. André, I. Caroussis, D.J. Evans, B.C. Goulandris, G. Goumas, G.A. Gratsos, T. Huxley, C.R. Kendall, Z. Lanshui, M.F. Lykiardopulo, B. MacLehose, M. Nomikos, S. Palios, P. Pappas, M.G. Pateras, A.Stafilopatis, Y.T. Triphyllis, M. Wade and G.D. Weston be re-elected Directors of the Association."

6. On the proposal of Mr. Kendall and seconded by Mr. Gratsos 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 09.05 am.

Appendix A

Rule 2 Extent of Cover

Risks covered

(3) The cover provided by the **Association** under these **Rules** applies to claims, disputes or **Proceedings** relating to an **Entered Ship** concerning:

(n) charges, disbursements, accounts received from agents, stevedores, chandlers, brokers, customs, harbour or other authorities, or others connected with the running, managements and operation of the **Ship**; and

(o) claims by or against revenue, customs or other government, municipal or local authorities in relation to the **Ship**; and

(p) environmental or sustainability issues in relation to the **Ship**.

Rule 4 Exclusions from Cover

The following are expressly excluded from cover unless and to the extent the **Directors** in their discretion decide otherwise:

Exclusion of Hull and Machinery and Charterers' **Damage to Hull** Liability Risks

(3) **Costs** arising out of risks against which the **Member** would be insured if at the time of the incident giving rise to the **Costs** the **Ship** had been fully insured:

(b) under policies providing for Charterers' liability for damage to hull on terms no less favourable than those then current as special cover under **Clause 2 Section 1 of the Charterers' Terms and Conditions** ~~Rule 4 Section 1 of~~ **The United Kingdom Mutual Steam Ship Assurance Association (Bermuda) Limited** whether or not payable only at the discretion of its directors **(except to the extent of any reasonable franchise or deductible agreed between the Member and its Charterers' liability for damage to hull underwriters in respect of each incident)**;

Exclusion of P & I Risks

(5) **Costs** arising out of risks against which the **Member** would be insured if at the time of the incident giving rise to the **Costs** the **Ship** had been fully insured on terms no less favourable than those then current of **The United Kingdom Mutual Steam Ship Assurance Association (Bermuda) Limited**, or as special cover under the Charterers' Terms and Conditions thereof, save as provided in **Rule 4 (3) (b)**, whether or not payable only at the discretion of its directors;

Exclusion of specialist operations and certain passenger ship risks

(6) **Costs** arising out of risks against which the **Member** would be insured if at the time of the incident giving rise to the **Costs** the **Ship** had been fully insured on terms no less favourable than those then current as special cover under Rule 4 Sections **1 and 2** ~~and 3~~ of **T**he United Kingdom Mutual Steam Ship Assurance Association (~~Bermuda~~) Limited whether or not payable only at the discretion of its directors;

Rule 41 Notices

Member to Association

(1) Any notice or other communication to be given or served on the **Association** under or in connection with these **Rules** shall be in writing and may be delivered **personally** ~~by hand~~ or sent by pre-paid post (using airmail in the case of a notice from any country outside the United Kingdom) **or by courier** to the **Association's** registered office **or by email (to tmdefence@thomasmiller.com)**.

Association to Member

(2) Any notice or other communication to be given or served by the **Association** under or in connection with these **Rules** shall be in writing and may be delivered personally or sent by **courier**, post, ~~fax~~ or e mail:

(c) to any broker or other intermediary through whom a **Ship** **or account** to which the notice relates is or was entered in the **Association**: **at any place of business of that broker or other intermediary; or**

(d) if it is a general notice, by making it available on the Association's Website.

Timing of service

(5) Any notice or communication made under this Rule 41 shall be deemed to be given or served:

(a) if delivered **personally** ~~by hand~~, at the time it is left at the address;

(d) **if sent by** ~~in the case of an email or facsimile transmission~~, at the time of transmission;

(e) if sent by courier, on the second Business Day after sending; and

(f) if posting on the **Association's Website**, at the time it is made available on the **Website**,

except that where delivery **personally** ~~by hand~~ or by email ~~or facsimile transmission~~ **or by courier** is deemed to occur after 5.00pm (local time) on a **Business Day**, or at any time on a day which is not a **Business Day**, the date of service shall be deemed to be the next **Business Day**. The **Association's** logs and records shall, ~~in the absence of manifest error~~, be conclusive evidence of such communication and of its despatch, **posting and** ~~or receipt~~.

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 16th September 2021 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 5(l)	—	—
Resolution In Item 5(a)	—	—	Resolution In Item 5(m)	—	—
Resolution In Item 5(b)	—	—	Resolution In Item 5(n)	—	—
Resolution In Item 5(c)	—	—	Resolution In Item 5(o)	—	—
Resolution In Item 5(d)	—	—	Resolution In Item 5(p)	—	—
Resolution In Item 5(e)	—	—	Resolution In Item 5(q)	—	—
Resolution In Item 5(f)	—	—	Resolution In Item 5(r)	—	—
Resolution In Item 5(g)	—	—	Resolution In Item 5(s)	—	—
Resolution In Item 5(h)	—	—	Resolution In Item 5(t)	—	—
Resolution In Item 5(i)	—	—	Resolution In Item 5(u)	—	—
Resolution In Item 5(j)	—	—	Resolution In Item 6	—	—
Resolution In Item 5(k)	—	—	Resolution In Item 7	—	—

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....., 2021

Name of Signatory

Signature

Designation of Signatory

Signature of Witness