

TRANSPORT FRIENDLY SOCIETY LIMITED

DRAFT MINUTES of the One Hundred and Seventh Annual General Meeting
held remotely via audio/visual conference on Tuesday 29 June 2021 at 12 Noon

Mr David Brown, President of the Society,
Chaired the Meeting

ATTENDANCE

The following were in attendance:

Mr D Brown (President of the Society)

Board of Management:

Mr P Brown (Chairman)
Mr S Barker (Vice Chairman)
Ms E Fairless (not a member of the Society)
Mr B Hutton (not a member of the Society)
Mr C Jeffrey
Mr P Rudyk (not a member of the Society)
Mr N Silby (not a member of the Society)
Mr M Storer
Mr A Ramezankhani (Chief Executive)

Society's Professional Advisors:

Mr S Dixon Chief and With-Profits Actuary - Steve Dixon Associates
Mr T Reed BDO LLP - Proposed External Auditors
Mr R Travis Investec Wealth & Investment - Investment Advisors

Also in attendance:

Mr T George Compliance Officer and Secretary
11 other members of the Society's staff also attended.

A total of 81 Members, (75 online and 6 postal), had submitted their votes and of those, 67 had nominated the Society's Chairman to vote on their behalf.

PRESIDENT'S ADDRESS

Mr David Brown declared the 107th Annual General Meeting (AGM) open and welcomed all those on the webinar.

Mr David Brown stated that the Society was hoping for this year's annual general Meeting to be held in person but unfortunately, as per the Government's announcements a couple of weeks ago and for safety reasons once again the Meeting had to meet virtually via zoom. Mr David Brown added that as he had said last year, he wanted to assure everyone that all of the issues that would have been discussed at the live AGM would still be considered in this Meeting but only on the basis of written submissions received by the Society from the members. Additionally, all the information that would have been distributed to members at the planned AGM had been made available to members via the Society's website.

Mr David Brown stated that as mentioned at last year's AGM, the Covid-19 pandemic has made life difficult and different for people and businesses around the world and the same applies to the members and the Society. Mr David Brown informed the Meeting that sadly, a small number of the Society's members had lost their fight against Covid and he wanted to pay his respects to them and express his condolences to their families and friends.

Mr David Brown noted that it is good to see that members had been provided with efficient service particularly claims payments whilst staff have had to work from home.

Mr David Brown said it would have been good to be back in person for the Meeting, but unfortunately that was not yet possible, but he hoped everyone could soon get back to some sort of normality as the vaccine roll out nears completion.

Mr Brown informed the Meeting that as usual, the Society's latest Report and Accounts and relating material had been available on the Society's website, including details of the Society's performance during 2020 and the impact of Covid-19 on the Society and its members. Mr David Brown stated that Messrs Peter Brown, the Society's Chairman, and Ali Ramezankhani, the Society's Chief Executive, would run through the details later. Mr David Brown added that if any member had submitted questions along with their proxy form, the Board would deal with them later in this Meeting or answers would be sent shortly direct to those individuals. It was noted that no questions had been received by the Society.

Mr David Brown stated that despite its Admin staff working from home, it was pleasing to see that the Society had continued to support its members during these difficult times and deal with an increasing number of claims. Mr David Brown noted that 99% of Covid-related claims had so far been honoured and over £700k paid in sickness and hospitalisation claims. New business had dropped during the year due to the pandemic as a result of a large proportion of transport employees and the Society's Development Managers being furloughed for most of the year, as with good reason, they were not allowed access to bus operators' premises.

Mr David Brown said as those who had previously attended the Society Annual General Meetings over the past few years are aware, the Society's performance had been very strong. Mr David Brown added that this trend had continued last year as the Society's assets had increased to £77.6m. Mr David Brown noted that the Society and its Board continue to keep a close eye on the Society's operating expenses which increased slightly at an acceptable level.

Mr David Brown noted that Investment performance in 2020 was also very positive, all regulatory requirements had been met and operating expenses were managed at a satisfactory level which all in all had led to another good year for the Society.

Mr David Brown informed the Meeting the Society had continued to pay sickness, hospital and health cash plan claims in addition to discretionary benefits for dental, optical and osteopathic claims. Mr David Brown stated that in order to meet its obligations to members, the Society had paid significant benefits upon the maturity of policies and also on the death and retirement of members. Mr David Brown added that annual bonuses including sickness no claim bonus were maintained at the same level as from the previous year and were paid on qualifying policies. Mr David Brown was also pleased to see the Society had increased the terminal bonus for some of the tax-exempt saving plans including junior saving plans.

Mr David Brown informed the Meeting that It was also pleasing to see the Society is taking climate change seriously and had already started the process of reducing its carbon footprint. This was of course a good reason to ensure the Society's newly launched World Friendly Stocks and Shares ISA allows investors to save in a green way. This ISA invests in companies that are actively combatting environmental, social and governance risks.

Mr David Brown said the Society's continued growth was down to the hard work of the Board of Management, staff, professional advisors and ambassadors who continue to drive the Society forward in increasingly challenging times.

Mr David Brown acknowledged that, as he had said last year, it is commendable that the Society had remained committed to continuing to help those associated with passenger transport and he hoped it would do so for many years to come.

Mr David Brown expressed his regret that those who wanted to meet at a live AGM were not able to do so and said he was sure they would understand and accept that the priority was to ensure the health and safety of all those concerned.

Finally, Mr David Brown thanked all those who had attended, wished everybody well for the year ahead and to stay safe and keep well and said he was looking forward to seeing everyone at next year's live AGM.

RESOLUTION 1: CONFIRMATION OF THE MINUTES OF THE AGM HELD 4 AUGUST 2020

The President proposed and it was seconded that the Minutes of the AGM held in 2020 as circulated were a true and correct record of proceedings.

- 1.21** *Resolved - That the Minutes of the AGM held on 4 August 2020 be approved and signed as a true and correct record.*
Mr David Brown announced that 81 votes had been received;
75 were in favour of the resolution,
4 were against and
2 had abstained.

REPORT OF THE BOARD OF MANAGEMENT

Mr Peter Brown, the Chairman of the Society, welcomed everyone and started by proposing that the President be thanked for his Address and that it be included in the Minutes of the Meeting. By a show of hands, it was Resolved that the President's Address be incorporated in the Minutes of the Meeting (see Appendix A).

Mr Peter Brown said on behalf of the Board of Management, he was pleased to present his report which was contained within the Report & Accounts for the year ended 31 December 2020 which had been approved and signed by the Board of Management.

Mr Peter Brown informed the Meeting that as Mr David Brown had already said, the Society had continued to perform very well during 2020 and had met all its statutory obligations. Mr Peter Brown noted that the Board of Management remained extremely positive about the future of the Society and Mr Ramezankhani, (the Society's Chief Executive), would go through some of the key statistics later. Mr Peter Brown added that as usual, Mr Ramezankhani together with Mr Tom Reed, the Society's Auditor from BDO and Mr Steve Dixon from Steve Dixon Associates, the Society's Chief Actuary and With Profits Actuary would answer any questions that had been sent in relating to the Report & Accounts. It was noted that there were no questions.

Mr Peter Brown stated that unfortunately, like many other businesses, the Society and its members had been impacted by the effects of Covid-19 and on behalf of the Society, he too, wanted to pay his respects to the Society's members who had lost their lives. Mr Peter Brown added that in December 2020, £0.5m had been allocated for covid claims for 2021.

Mr Peter Brown informed the Meeting that in 2020, the pandemic had become the major challenge globally inflicting socio-economic problems and that other political issues such as the US presidential election and Brexit negotiations had added to the uncertainties. Mr Peter Brown added that the Board had continued to monitor the volatility of financial markets and following consultation with the Society's actuary and investment managers, had made a decision in July 2020 to increase the Society's investment in equities to 52%, a move that had contributed to the Society achieving favourable investment returns again, and a modest increase in the Society's overall assets from £76.4m in 2019 to £77.6m at the end of 2020.

Mr Peter Brown said he was delighted to be able to confirm that the Bonus rates paid by the Society in 2019 including the Sickness No Claim Bonus of £5 per unit, had been maintained at their current level in 2020 with an increase in Terminal bonus for the tax-exempt savings for both adult and junior plans.

Mr Peter Brown said that unfortunately, due to the pandemic, the Society had been unable to make grounds in expanding regionally as visits to transport operators' sites had been stopped. Consequently, the lack of visits had impacted the Society's new business and the recruitment of new members.

Mr Peter Brown said the Society was hoping to resume visits once the restrictions were lifted and some degree of normality resumed.

Mr Peter Brown informed the Meeting that the Society's Board is accountable to the Society's members and UK Regulators for the operation of the Society, and the Board regards good corporate governance as fundamental to this responsibility. Mr Peter Brown noted that the Society follows the Association of Financial Mutuals (AFM) [Corporate Governance Code](#) (2019 version), which sets out a series of Principles of good corporate governance. Mr Peter Brown explained that the Society applies the Principles fully and using an 'apply and explain' approach, the Society had provided a supporting statement in the Directors' Report in its Report and Accounts, for each Principle that sets out how it had followed that Principle and gives an understanding of how its corporate governance processes operate and achieve the desired outcomes.

Mr Peter Brown said the Society was doing its bit for climate change and some processes had been changed in order to reduce the Society's carbon footprint, for example, the annual bonus statements were despatched to members last month, some by post where these contained personal information and others by email. Mr Peter Brown noted that this year, the Society encouraged its members to cast their votes for the AGM Resolutions through the Society's website and for every vote cast online, the Society would donate 50p to one of 3 selected charities. Paper voting papers were of course also sent out upon request to those who did not have access to the internet.

Mr Peter Brown said he was happy to report the Society had received 75 online votes/proxies and 6 voting/proxy forms.

Mr Peter Brown said he was also pleased to report the Society had successfully met its statutory and regulatory obligations in good time. In addition, the Society had continued to monitor and implement regulatory changes as and when required including the requirements of the SM&CR and the certification regime for all senior management and staff to comply with the regulators' conduct rules as per their statements of responsibilities.

Mr Peter Brown said it was very pleasing to report the Society had continued to successfully meet its obligations of submitting Solvency II quarterly and annual returns to the PRA on time meeting all the deadlines set by the regulator.

Mr Peter Brown reported that another major focus for the Board was Conduct Risk and Culture. He noted that the Board was committed to ensuring that all of the Society's Directors and staff demonstrated the values, attitudes and behaviours set by the Society which are so important to members, potential members, Ambassadors, suppliers, professional advisors, the wider community and the environment.

Mr Peter Brown informed the Meeting that from the Governance point of view, Mr Peter Rudyk, the Society's previous Chief Executive, had been co-opted onto the Society's Board of Management in 2020 and officially joined the Board in May 2021 as a non-executive director.

Mr Peter Brown said on behalf of the Board, he wanted to welcome those members who had joined the Society in 2020 and the Society's existing members for their continued support of their Society. Mr Peter Brown also thanked the Society's staff for their loyalty and continued support of the Society's members and the Board, during the difficult and challenging times arising from the Covid-19 pandemic in 2020 and into 2021.

Mr Peter Brown reported that overall, he was pleased to report the Society was performing in line with the strategic objectives it had set.

Finally, Mr Peter Brown thanked his colleagues on the Board, the Society's Staff, its Ambassadors and professional advisors for all that they had done for the Society over the last year.

Mr Peter Brown then said he wanted to address the questions that had been sent in relating to his Chairman's Report following which he would move that the report of the Board be adopted. Mr Peter Brown noted that no questions had been received by the Society.

RESOLUTION 2: TO ADOPT THE REPORT OF THE BOARD OF MANAGEMENT FOR THE YEAR ENDED 31 DECEMBER 2020 CONTAINED WITHIN THE ANNUAL REPORT FOR 2020

The President proposed and it was seconded that the Annual Report of the Board of Management be adopted.

2.21 Resolved - *That the Annual Report of the Board of Management for the year ended 31 December 2020 be adopted.*

Mr David Brown announced that 81 votes had been received;

78 were in favour of the resolution,

1 were against and

2 had abstained.

Mr Peter Brown then handed over to Mr Ramezankhani, the Society's Chief Executive to address the Meeting.

FINANCIAL STATEMENTS FOR YEAR ENDED 31 DECEMBER 2020

Mr Ramezankhani welcomed everybody and thanked them for taking the time to attend the AGM, especially Mr David Brown, the Society's President for taking time out of his busy schedule to Chair the Meeting.

Mr Ramezankhani thanked Messrs David Brown and Peter Brown for their opening remarks and said he first wanted to cover the Coronavirus and its impact on the Society.

Mr Ramezankhani reminded the Meeting that as mentioned last year, the Board had agreed that the Society should be there for its members during difficult times and had therefore, decided to honour all covid-related claims which were supported by medical evidence including those showing symptoms and others who had to self-isolate. Mr Ramezankhani said that during 2020 and continuing into 2021 the Society had continued to honour these claims. Mr Ramezankhani added that sadly, 24 of the Society's members had lost their lives to Covid and his thoughts are with their families. Mr Ramezankhani informed the Meeting that the Society had paid over £467k in benefits for Covid claims in 2020, and over £700k so far since the pandemic started.

Mr Ramezankhani said Covid had also had a big impact on new business and added that unfortunately, and rightly so, following the Government guidelines, access to garages and bus operator sites remained closed due to covid and the Society's Development Managers had not been given permission to visit garages and had been furloughed. Mr Ramezankhani said the Society was

hoping this situation would change from 19 July when new announcements are expected to be made by the Government. Mr Ramezankhani explained that as a result of the Government's restrictions, new business income had dropped by 58% from £709k in 2019 to £301k in 2020. Mr Ramezankhani said the Society is hoping things would get back to some level of normality in the final months of 2021 and into 2022.

Mr Ramezankhani said as he had reported last year, the Society's office had been closed during the pandemic and its Admin staff had been working from home and added that Members were invited to submit their claims and enquiries via the Society's website or by email. Mr Ramezankhani said he wanted to thank everyone who followed that process which proved to be more productive in terms of email communications leading to the speedier settlement of claims and other enquiries being dealt with in a more efficient and quicker manner.

Mr Ramezankhani reported that the Society's office re-opened from 21 June 2021, but with limited staff and the Society will be watching the Government's announcements carefully before deciding its next step.

Membership

Mr Ramezankhani reported that the number of members had reduced from 23,150 in 2019 to 22,973 in 2020, caused mainly by a reduction in recruitment of new members and some members losing their job during the pandemic. Mr Ramezankhani said the pandemic had affected some members' ability to keep up with their contributions and he explained that the Society had written to these members offering alternative arrangements of paying their premiums which some members took up and some did not and therefore, the Society anticipated that more members would unfortunately, leave the Society this year.

Premium Income

Mr Ramezankhani noted that the Society's premium income had increased in 2020 by 9.18% to £3.4m and added that it was anticipated that this amount would reduce in 2021 in line with the reduction in member numbers.

Premium Income vs Operating Costs

Mr Ramezankhani acknowledged that the net operating expenses had increased in 2020 by 5.3% to £1.9m (£1.895k) from approximately £1.8m (£1.799k) in 2020. Mr Ramezankhani explained that this increase was mainly due to additional regulatory requirements that the Society had to comply with due to Covid-19 and increased investment fees arising from higher investment returns.

Mr Ramezankhani informed the Meeting the Board continued to monitor closely the Society's operating expenses in order to utilise the members' funds most efficiently.

Claims

Mr Ramezankhani turned to the issue of claims and said total claims during 2020 had increased by 9% to £2,667k from £2,445k in 2019 resulting from increased sickness and hospitalisation claims but fewer discretionary claims. Mr Ramezankhani said it was pleasing to report that the Society had continued to show its commitment to provide income protection to its members at their time of need.

Mr Ramezankhani informed the Meeting the Board continued to monitor all claims and would take necessary management action if or when risks are identified.

Assets

Mr Ramezankhani informed the Meeting that the Society remained well capitalised and in a strong financial position which enabled it to sustain the impact of Covid on new business and claims. Mr Ramezankhani said as was reported last year, the financial markets had reacted to Covid back in March 2020 and had fallen by around 25-30%. Mr Ramezankhani explained that having consulted with its professional advisors, in July 2020, the Society's Board decided to increase its investment in equities to 52% and thanks to some sound investing by the Society's investment managers, (Investec), the Society benefited from this decision and achieved a net return of 11.2%.

Products

Mr Ramezankhani said as he had reported last year, the Society had been planning to launch a Stocks & Shares ISA and a new environmentally friendly Stocks and Shares ISA was launched from 1st January 2021, offering 2 funds of high and medium risks. The aim of both funds is to increase exposure to companies with favourable environmental, social and governance profiles with a focus on climate change.

Mr Ramezankhani turned to the Society's Child Trust Fund (CTF) account holders and explained that some of those CTF accounts had started to mature as the account holders had reached the age of 18. Mr Ramezankhani reported that the Society had written to its maturing CTF members and their registered contacts offering various options via the Society's enhanced website to cash out, reinvest in the newly launched TFS ISA or transfer their matured CTF accounts to another firm. Those CTF account holders who had failed to respond as well as the 'gone-aways' were transferred to CTF protected accounts and would remain there until the account holders are

located or they make contact with the Society. Mr Ramezankhani added that efforts were being made by the Society to locate the 'gone-aways'.

Climate Change

Mr Ramezankhani reported that the Society is committed to managing the financial risks from climate change and noted that the regulator had published its expectations from firms and would be issuing further guidance in due course. Mr Ramezankhani informed the Meeting that the Society was progressing with implementing processes and ways to reduce its carbon footprint and would continue to do so in the short and longer terms.

IT Developments

Mr Ramezankhani said as he had reported last year, one of the actions the Society had taken was to enhance its website so as to enable its members to purchase new products and submit their sickness and discretionary claims online. Mr Ramezankhani reported that the Society had decided to promote payment of benefits direct into its members' bank accounts which is both more secure and more efficient.

Mr Ramezankhani said he was pleased that the Society had not issued any cheques for most of last year and all of this year to-date. He added that the Society had also encouraged, and its members had mostly obliged, to communicate via email rather than letters where possible. This again had not only helped speed up membership service but it was also helping to reduce costs.

Mr Ramezankhani informed the Meeting that as reported previously, work on a new administration system had commenced in 2019 and is still in progress. This new system, once completed, would provide the Society's staff and management with new improved functionality and more efficient processes as well as enabling direct access by members to purchase new products and view their own policy details online. Mr Ramezankhani said the Society believes this new system, integrating with the Society's website, would improve the service the Society provides to its members, leading to a paperless office and a reduction in operating expenses in the longer term. The new platform had been scheduled to be in operation in 2021 but due to complexities in processes and functionalities it is slightly delayed and is expected to be completed in 2022.

Marketing

Mr Ramezankhani said as some members may have noticed, as part of the Society's recent marketing campaigns, some work had been done on social media such as Facebook, Twitter and Linked-in primarily with the aim of brand

recognition particularly in areas with limited access by the Society, such as Birmingham, Manchester and Glasgow.

Summary

Mr Ramezankhani said all in all, despite a difficult year, the Society's funds available after ensuring adequate provision for members' benefits to meet the capital requirements, remained strong at circa £27.8m. Mr Ramezankhani said he was pleased to report that despite this, there was still a very healthy level of funds available to cover the Society's regulatory solvency capital requirements with a coverage of £10.4m.

Mr Ramezankhani informed the Meeting the Society's actuary had again carried out detailed stress scenarios and had concluded that the Society would be able to continue to absorb the impact of the pandemic in the short to medium term.

Mr Ramezankhani said, as mentioned earlier by Mr Peter Brown, annual bonuses for all products were maintained at their 2019 levels. Terminal bonuses were also maintained with the exception of junior endowment plans and adult endowment plans which had started after 2009. The bonus rate for these had increased from 10% to 15%.

Mr Ramezankhani informed the Meeting the Society would continue to monitor the impact of the Covid-19 pandemic on an on-going basis to assess whether interim bonuses and/or terminal bonuses may need to be changed at a later point during and after the pandemic. Mr Ramezankhani explained that the Society had to apply a Market Value Adjustment (MVA) to surrenders in the latter part of 2020 in order to protect those members who are remaining with the Society and subsequently lifted the MVA in January 2021.

Mr Ramezankhani closed his address by expressing his sincere thanks and appreciation to the Society's Board of Management for their commitment to move the Society forward. Mr Ramezankhani also extended his special gratitude to the Society's hardworking and loyal staff for all their hard work and commitment to support the Society and its members during these unprecedented times.

Mr Ramezankhani also thanked the Society's professional advisors and Mr David Brown for taking the time to attend and Chair the Society's AGM.

Mr Ramezankhani then opened the floor to questions and said representatives from the Society's professional advisors were present to provide detailed answers if necessary.

There were no questions.

RESOLUTION 3: TO ADOPT THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

The President proposed and it was seconded that the Financial Statements for the Year ended 31 December 2020 be adopted.

3.21 Resolved - *That the Financial Statements for the year ended 31 December 2020 be adopted.*

*Mr David Brown announced that 81 votes had been received;
77 were in favour of the resolution,
3 were against and
1 had abstained.*

RESOLUTION 4: TO APPOINT BDO LLP AS AUDITORS TO THE SOCIETY FOR THE YEAR ENDING 31 DECEMBER 2021

The President proposed and it was seconded that BDO LLP be appointed as Auditors for 2021.

4.21 Resolved - *That BDO LLP be appointed auditors to the Society for the year ending 31 December 2021.*

*Mr David Brown announced that 81 votes had been received;
76 were in favour of the resolution,
2 were against and
3 had abstained.*

RESOLUTION 5: ELECTION OF Mr PETER RUDYK TO THE BOARD OF MANAGEMENT

Mr Peter Brown said Mr Rudyk had been proposed for election to the Society's Board and had been formally evaluated as effective and had demonstrated his commitment to the role.

5.21 Resolved - *The President declared that Mr Rudyk was nominated in accordance with Rule 12 and as there was no contest for the office of Director he declared that Mr Rudyk was elected to the Board of Management under Rule 22(4)(a).*

RESOLUTION 6: RE-ELECTION OF 4 MEMBERS TO THE BOARD OF MANAGEMENT

Mr David Brown turned to the re-election of 4 members to the Board of Management and said all of the individuals proposed had been formally evaluated as effective in their role and all individuals had demonstrated their commitment to the role.

The President informed the Meeting that there were 4 candidates, who were eligible to stand without nomination and as there were 4 vacancies to be filled there was no contest for the office of Director and all candidates were deemed to be re-elected.

6.21 Resolved - The President declared Messrs Barker, Brown, Jeffrey and Storer were re-elected to the Board of Management under the Society's Rule 22(4).

RESOLUTION 7: AMENDMENTS TO THE SOCIETY'S MEMORANDUM AND RULES

The President informed the Meeting that this year, there were proposed changes to the Society's Memorandum and Rules and asked Mr Ramezankhani to explain the proposed changes. Mr Ramezankhani explained the changes to the following:

Membership

1. Membership

- (1) Membership of the Society shall be open to -
- (a) individuals over the age of 16 years in Eligible Employment on date of first application for membership,
 - (b) family and friends over the age of 16 years of members or individuals in eligible employment in respect of the Death Benefit, Endowment Section and Individual Savings Accounts Section only, and
 - (c) children, grandchildren and stepchildren, under the age of 16 years at entry, of members or individuals in Eligible Employment in respect of the Endowment Section, or Individual Savings Accounts Section, and
 - (d) any individual in respect of the Society's Child Trust Fund, or a matured Child Trust Fund which has been transferred into either the Society's Child Trust Fund Protected Account or Individual Savings Account, and
 - (e) members or ex-members over the age of 16 years who are no longer in Eligible Employment may continue or renew their membership of the Society,

subject to the approval of an Officer of the Society.

- (2) The Society shall have seven eight separate Sections, as follows:-
- (a) Endowment Section
 - (b) Sick Section
 - (c) General and Distress Section
 - (d) Hospitalisation Section
 - (e) Health Cash Section
 - (f) Individual Savings Accounts Section

Closed Sections

- (f) Death Benefit Section
 - (g) Provident Section
- (3) The Board may, acting on the advice of the appropriate actuary, open such other Sections as are considered appropriate.
- (4) Applications for membership shall be made on the appropriate form approved by the Board and supplied for this purpose. Membership of any of Sections (a), (b), and (c) of (2) above shall include membership of Section (d) except that membership of the Junior sub-section of Section (b) shall not confer membership of Section (d). Only members of (e) shall be eligible for membership of (d). In respect of members admitted to the Society prior to 1 January 1996 membership of Section (a) is compulsory and inclusive of membership of Section (d).
- (5) Membership of the Closed Section is limited to members of the Death and Provident Sections of the Society as at 1 January 1996.

~~30. Postal Ballots~~

~~The Society does not make provision for postal ballots under any circumstances.~~

The President proposed and it was seconded that the amendments to the Memorandum and Rules governing the Society (subject to the appropriate Regulatory Approval being received) be adopted.

7.21 Resolved - *That the amendments to the Memorandum and Rules governing the Society be adopted.*

Mr David Brown announced that 81 votes had been received, 75 were in favour of the resolution, 3 were against and 3 abstained.

RESOLUTION 8: ELECTION OF PRESIDENT

Mr Peter Brown turned to the election of the Society's President and he proposed, and it was seconded, that Mr David Brown, Chief Executive of Go-Ahead Group plc, be elected to the role of President as recommended by the Board of Management.

8.21 Resolved - *That Mr David Brown be elected President of the Society.*

Mr Peter Brown announced that 81 votes had been received, 76 were in favour of the resolution, 4 were against and 1 had abstained.

There was no further business and Mr David Brown declared the Meeting closed.

The Meeting ended at 12.41 p.m.

CONFIRMED _____

SIGNED _____
PRESIDENT

DRAFT

Appendix A

PRESIDENT'S ADDRESS AT TRANSPORT FRIENDLY SOCIETY'S AGM 2021

Ladies and Gentlemen, good afternoon. We have been hoping for this year's annual general Meeting to be held in person but unfortunately, as per the Government's announcements a couple of weeks ago and for safety reasons once again we have had to meet virtually via zoom. However, as I said last year, I would like to assure you that all of the issues that would have been discussed at the live AGM would still be considered in this Meeting but only on the basis of written submissions we have received from the members. Additionally, all the information that would have been distributed to you at the planned AGM have been made available to you via the Society's website.

As mentioned at last year's AGM, the Covid-19 pandemic has made life difficult and different for people and businesses around the world and same applies to our members and our Society. Sadly, a small number of our members lost their fight against Covid and our thoughts are with their families and friends. It is good to see that members have been provided with efficient service particularly claims payments whilst staff have had to work from home.

It would have been good to be back in person for the Meeting, but unfortunately we cannot do so just yet. I do, however, hope we can soon get back to some sort of normality as the vaccine roll out nears completion.

As usual the Society's latest Report and Accounts and relating material have been available on the Society's website which include details of the Society's performance during 2020. Peter and Ali will run through the details later. All questions submitted along with the proxy forms will be dealt with during the Meeting.

Despite its Admin staff working from home, it is pleasing to see that the Society continued to support the members during these difficult times and deal with an increasing number of claims. 99% of Covid-related claims have so far been honoured and over £700k paid. New business dropped during the year due to the pandemic as a result of a large proportion of transport employees and the Society's Development Managers being furloughed for most of the year, as with good reason, they were not allowed access to bus operators' premises.

Those of you who have previously attended these Meetings over the past few years are aware the performance of the Society has been very strong. This trend continued last year as the Society's assets increased to £77.6m. The Society and its Board continue to keep a close eye on its operating expenses which increased slightly at an acceptable level.

Investment performance was also very positive and all regulatory requirements were met and operating expenses managed at a satisfactory level which all in all led to another good year for the Society.

The Society has continued to pay sickness, hospital and health cash plan claims in addition to discretionary benefits for dental, optical and osteopathic claims. To meet its obligations to members, the Society paid significant benefits upon the maturity of policies and also on the death and retirement of members. Annual bonuses including sickness no claim bonus were maintained from the previous year and are paid with policies that qualify. It is also pleasing to see the Society increased the terminal bonus for some of the tax-exempt saving plans including junior saving plans.

It is also pleasing to see the Society is taking climate change seriously and has already started the process of reducing its carbon footprint. This was of course a good reason to ensure the Society's newly launched World Friendly Stocks and Shares ISA allows investors to save in a green way. This ISA invests in companies that are actively combatting environmental, social and governance risks.

The Society's continued growth is down to the hard work of the Board of Management, staff, professional advisors and ambassadors who continue to drive the Society forward in increasingly challenging times.

As I said last year it is commendable that the Society remains committed to continuing to help those associated with passenger transport and I hope it will do so for many years to come.

Thank you for attending and we will now pass over to the main procedures of the AGM.