

The Veterinary Defence Society Limited

Annual General Meeting 2024 - Form of Proxy

I (Full name)

(Practice address)

RCVS/VCI Registration Number

being a Member of The Veterinary Defence Society Limited, hereby appoint:

EITHER the Chair of the meeting, Mary Stewart BVM&S., MRCVS,

OR a member of the Veterinary Defence Society Limited (*insert proxy's full name and RCVS/VCI Registration Number*)

as my proxy to attend and vote in my name and on my behalf at the Annual General Meeting of the Society to be held on Wednesday 31 July 2024 at 2.15pm and at any adjournment thereof.

If you appoint the Chair or a fellow member as your proxy, you must instruct them to vote as indicated by the placing of an **X** in the boxes below.

If you fail to instruct the Chair how to vote, they may abstain or vote at their discretion. If you fail to instruct the fellow member how to vote, they must abstain from voting.



RESOLUTION	FOR	AGAINST	ABSTAIN
<p>Resolution 1 THAT the Annual Report and Financial Statements for the year ended 31 December 2023 be received.</p>			
<p>Resolution 2 THAT Richard Coates BSc (Econ.), FCA., who is retiring by rotation, be re-elected as a Non-Executive Director.</p>			
<p>Resolution 3 THAT Gudrun Ravetz, BVSc., GDL., Cert Mgmt., MRCVS, who is retiring by rotation, be re-elected as a Non-Executive Director.</p>			
<p>Resolution 4 THAT Alan Kirkwood BA., CA., MBA., who is retiring by rotation, be re-elected as an Executive Director.</p>			
<p>Resolution 5 THAT PricewaterhouseCoopers LLP be appointed as external auditors of the Society to hold office from the conclusion of this meeting until the conclusion of the next General Meeting at which accounts are laid before the Society, and that the Board be authorised to set the remuneration of the Auditors.</p>			
<p>Resolution 6 THAT article 23.4 of the existing Articles of Association of the Company (Articles) shall be replaced with the following: <i>"The Board may appoint one of their number to be the Chair of the Board and may at any time remove them from office. The Chair should be a person who is eligible for membership unless there are sound reasons why this cannot be the case, such as a suitable candidate cannot be identified. If the chair elected is not a veterinary professional, then the next most senior position should be held by a person who is eligible for membership. Deviation from this can be allowed at the discretion of the Nominations Committee."</i> This is to allow for the Chair to be a non-veterinary professional in the event that we cannot find a suitable Chair who meets all the regulatory requirements. (see explanatory note)</p>			

RESOLUTION	FOR	AGAINST	ABSTAIN
<p>Resolution 7</p> <p>THAT article 9.3 of the Articles shall be deleted to formalise the ability of Registered Veterinary Nurses to vote.</p> <p>(see explanatory note)</p>			
<p>Resolution 8</p> <p>THAT article 23.4 of the existing Articles shall be replaced with the following: <i>“The Board may appoint one of their number to be the Chair of the Board and may at any time remove them from office. The Chair should be a person who is eligible for membership unless there are sound reasons why this cannot be the case, such as a suitable candidate cannot be identified. If the chair elected is not a veterinary professional, then the next most senior position should be held by a person who is eligible for membership. Deviation from this can be allowed at the discretion of the Nominations Committee.”</i></p> <p>This is to allow the option of having Registered Veterinary Nurses in Non-Executive positions or as Chair.</p> <p>(see explanatory note)</p>			
<p>Resolution 9</p> <p>THAT the Articles be updated to reflect other minor amendments such as minor typo errors, a couple of interpretations, and references to ‘Company’ have been replaced with ‘Society’.</p> <p>(see explanatory note)</p>			

Signature:

Date:

Notes

- Candidates for re-election to the Board under Resolutions 2, 3, and 4 have indicated their willingness to stand for re-election and have been recommended by the Board. Biographies of all candidates accompany this Form of Proxy.
- SPECIAL RESOLUTION 6 Our aim is that we continue to have a veterinary professional as our Chair, but in order to ensure that we have appropriate ongoing governance, and to ensure that we are never left without a Chair, we are recommending changes to the Articles. This means that if we could not identify a suitable veterinary professional who would gain the required financial services regulatory approval, then the Board would have the discretion to appoint another suitable candidate. If that eventuality ever arose, then the next most senior Non-Executive position would be held by a veterinary professional.
- Please complete this Form of Proxy, sign, and date it where indicated, and return it as soon as possible and in any event so as to arrive not later than **2.15pm on 29 July 2024**:
 - By email, either by attaching a digitally completed copy or scanned completed copy of the signed and dated Form of Proxy to agm2024@thevds.co.uk and entering ‘AGM 2024 Form of Proxy’ in the email subject box.
 - or
 - By post, by sending the signed and dated Form of Proxy to the Company Secretary, The Veterinary Defence Society Limited, 4 Haig Court, Parkgate Industrial Estate, Knutsford, Cheshire, WA16 8XZ.
- You may use the email address for the receipt of any documents or information relating to proxies for the AGM 2024 or as otherwise notified to you in the letter accompanying these documents. Please do not use this address to communicate with the Society for any purposes other than those expressly stated. The Society has not agreed to accept any document or information by electronic means for any purposes other than those provided.
- If this Form of Proxy is signed by someone on your behalf, it must be accompanied by a power of attorney or other authority under which it is signed or by a certified copy of such power of authority.

The Veterinary Defence Society Limited

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 Registered Office: 4 Haig Court, Parkgate Industrial Estate, Knutsford, Cheshire, WA16 8XZ. Registered in England and Wales no. 2159441
 Registered Office: 8th Floor, Block E, Iveagh Court, Harcourt Road, Dublin 2. Registered in Ireland no. 909190

The Veterinary Defence Society Limited (trading as VDS Insurance) is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority.

The Veterinary Defence Society Limited (trading as VDS Insurance) is regulated by the Central Bank of Ireland as a branch in Ireland.