

## GUIDE TO THE 2020 LLOYD'S AGM

### 1. Introduction

This guide contains important information relating to the Annual General Meeting ("the meeting") and sets out steps that you may need to take prior to the meeting.

The meeting will be held in accordance with the Constitutional Arrangements Byelaw which can be obtained at <http://www.lloyds.com/TheByelaw>.

You should have received the following items with this Guide:

- Letter from the Chairman of Lloyd's
- Notice of the meeting
- Personalised Proxy Notice and Admission Form (with Proxy Notice return envelope)

If you do not have any of the items please contact the AGM Helpline on +44 (0)20 7327 5902

### 2. Civica Election Services

The Council has appointed Civica Election Services ("Civica") as independent scrutineers for the meeting.

The following documents should be returned to Civica:

- Proxy Notice (and, where required as set out in the Proxy Notice, accompanying evidence of authorisation)
- Evidence of authorisation of representatives of corporate members and of the estates of deceased members who remain on the Register of Members.

No other documents may be returned to Civica. All documents may be returned either in hard copy or electronically in accordance with the detailed instructions below.

**The postal address for Civica is** The Election Centre, 33 Clarendon Road, London N8 0NW. **The electronic address is** [elliott.roberts@civica.co.uk](mailto:elliott.roberts@civica.co.uk)

### 3. Annual Report

The 2019 Annual Report was published on the Lloyd's website (<https://lloyds.foleon.com/annual-report-2019/annual-report-2019/homepage/>) on **26 March 2020**. In recent years, we have only sent a printed copy of the Annual Report to those members who specifically request one. Printed copies of the Annual Report were despatched to those members on 21 April 2020.

### 4. Prior to the meeting

#### Registration

Members must register prior to attending the AGM via webinar using the following link: [https://zoom.us/webinar/register/WN\\_JfLn5BS1QMeRsLYTXbYoSg](https://zoom.us/webinar/register/WN_JfLn5BS1QMeRsLYTXbYoSg). The deadline for registration is **10.00am Tuesday 19 May 2020**. Upon approval of your registration, you will receive a confirmation email

providing instructions for joining the meeting and guidance on how to participate.

#### *Representatives of corporate members (including Scottish Limited Partnerships, LLPs and Namecos)*

If a corporate member (including a Scottish Limited Partnership, LLP or a Nameco) wishes to appoint a representative to attend the meeting to act on its behalf (including to vote, speak and take part in the proceedings of the meeting), the representative must be authorised by a resolution of the corporate member's directors or governing body.

Unless the constitution of the corporate member provides otherwise, the following form of resolution should be used:

"It is resolved that [name and title of the representative] be and is hereby authorised on behalf of [name of the corporate member] to attend, speak and vote on behalf of [name of the corporate member] at the 2020 Annual General Meeting of the Society of Lloyd's on 21 May 2020 and to exercise all powers which could be exercised by [name of the corporate member] at or in connection with that meeting or any adjournment thereof. For the purposes of conducting Lloyd's AGM virtually, the email address of the said authorised individual is confirmed to be [email address of representative]."

Evidence of authorisation, by way of a signed copy of the resolution (or certified copy) appointing the representative, must be sent to Civica either in hard copy to the postal address above or by email to [elliott.roberts@civica.co.uk](mailto:elliott.roberts@civica.co.uk) prior to the meeting. If Civica has not received the resolution by 10.00am on Tuesday 19 May 2020, the representative will not be permitted to attend, speak or vote at the meeting. Upon successfully appointing a corporate representative, the appointed individual will receive a link via email to register for the AGM Webinar.

#### *Representatives of deceased members' estates*

If an executor or personal representative of the estate of a deceased member who remains on the Register of Members wishes to attend and vote at the meeting, evidence of the representative's position must be sent to Civica either in hard copy to the postal address above or by email to [elliott.roberts@civica.co.uk](mailto:elliott.roberts@civica.co.uk) prior to the meeting, along with confirmation of the executor or personal representative's email address. The required form of evidence is set out in note 4 on the back of the enclosed proxy form. If Civica has not received such evidence by 10.00am on Tuesday 19 May 2020, the representative will not be permitted to attend, speak or vote at the meeting. Upon successfully appointing an executor or personal representative, the appointed individual will receive a link via email to register for the AGM Webinar.

### *Proxies*

A member of the Society is entitled to appoint another member of the Society or a member of the Council (but no other person) as his proxy to attend, speak and vote on his behalf. Members who cannot attend the meeting are encouraged to register their votes by proxy.

Members may either register their proxy vote electronically by logging on to [www.cesvotes.com/LloydsAGM20](http://www.cesvotes.com/LloydsAGM20) using the unique two-part security code on the Proxy Notice or by returning the hard copy Proxy Notice to Civica at the postal address above. Full details and instructions are set out in the guidance notes on the reverse of the Proxy Notice. Please read carefully.

If a corporate member (including a Scottish Limited Partnership, LLP or a Nameco) wishes to appoint a proxy for the meeting, the Proxy Notice must be signed (or authorised, if submitting electronically) by a duly authorised individual, such as a director or the company secretary. Alternatively, the Proxy Notice may be signed under the corporate member's common seal. Lloyd's reserves the right to request evidence of the signatory's authority to sign on the corporate member's behalf. Upon successfully appointing a Proxy, the appointed individual will receive a link via email to register for the AGM Webinar.

Whether submitted electronically or in hard copy, Proxy Notices received by Civica after **10.00 am on Tuesday 19 May 2020** will be invalid. If you submit both hard copy and electronic instructions the appointment received last by Civica before 10.00am on Tuesday 19 May 2020 shall take precedence.

The return of the completed Proxy Notice will not prevent a member or an authorised representative from attending the meeting and subsequently voting – however should the member wish to do this, the AGM helpline must be notified in writing not less than 12 hours before the meeting commences.

### **5. The meeting**

#### *Location and time of the meeting*

The meeting will be held at the Old Library, Lloyd's Building, One Lime Street, London, EC3M 7HA and by Webinar at 10.00am on Thursday 21 May 2020. If the Covid-19 Stay at Home Measures are still in place at the date of the AGM it will only be streamed by Webinar and any member seeking to attend in person will be refused admittance.

You will be able to obtain a full transcript of the proceedings shortly after the AGM from [Lloyd's.Secretariat@lloyds.com](mailto:Lloyd's.Secretariat@lloyds.com).

#### *Proceedings at the meeting*

Only members and duly authorised representatives of corporate members (including Scottish Limited Partnerships, LLPs and Namecos) and deceased

members' estates are entitled to attend, speak and vote at the meeting.

### *Questions*

There will be an opportunity to ask questions at the meeting. If any member has a question requiring a more detailed response, they are requested to email it, in advance, to Peter Spires at [peter.spires@lloyds.com](mailto:peter.spires@lloyds.com). This should arrive by close of business on **Thursday 14 May 2020**. A formal response will then be given at the meeting, when the question is asked.

### *Voting*

There will be votes on the following resolutions:

“THAT the Society of Lloyd's Financial Statements for the year ended 31 December 2019 have been examined and the Society of Lloyd's 2019 Annual Report received”; and

“TO appoint PricewaterhouseCoopers LLP as the auditors of the Aggregate Accounts to hold office from the conclusion of the meeting to the end of the next period for appointing auditors under paragraph 5(2) of Schedule 3 to the Insurance Accounts Directive (Lloyd's Syndicate and Aggregate Accounts) Regulations 2008”

The votes will be decided on a 'show of hands' unless a capacity weighted vote is called at the meeting.

### **6. The AGM Helpline**

If you have any questions on the arrangements for the meeting you should call the AGM Helpline. The Helpline will be available from 21 April to 22 May 2020 inclusive and will be open from 9.00am until 5.00pm on weekdays, except Bank Holidays. The Helpline can be contacted on the below details:

Phone: +44 (0)20 7327 5902

Email: [Lloyd's.Secretariat@lloyds.com](mailto:Lloyd's.Secretariat@lloyds.com)

*These notes have been provided for guidance only.*