THE ORIGINAL HOLLOWAY FRIENDLY SOCIETY LIMITED

Minutes of the One Hundred and Forty fifth ANNUAL GENERAL MEETING

Held in the Board Room, Holloway House and also via videoconference on Tuesday 9th June 2026 commencing at 1.00pm

Directors and Officers Present

Directors:

Derek Wright – Chair
David Cheeseman
Andrew Horsley
John Gunn
Ben Pears – Chief Executive
Sandy Richards – Chief Risk Officer

Officers:

Alison Poyner – Company Secretary

All Directors present were Members of the Society.

The Company Secretary noted that the meeting was quorate in terms of Members present and represented.

Chair's address

The Chair welcomed Members to the 145th AGM and thanked them for their attendance and interest in the affairs of the Society. He noted the recent death of Martin Day who had been the previous Chair of the Society. Martin was responsible for the transformation of the Society and the Board and modernising its' governance. DW had attended Martin's funeral both in a personal capacity and as a representative of the Society.

Notice

The notice of the meeting was taken as read.

Resolutions

Resolution 1: To agree that the minutes of the meeting of 10 June 2025 are correct

The minutes of the Annual General Meeting held on Tuesday 10th June 2025, available on the website, were taken as read.

The resolution was proposed by Derek Wright and seconded by Andrew Horsley. The Resolution was carried on a show of hands, there were twelve votes in favour of the resolution, no votes against and three abstentions. The Chair was directed to sign the minutes as an accurate record of the meeting.

The results of the proxy vote were 101 for the Resolution, 1 against and 3 abstentions.

Resolution 2: To receive and approve the Society's 2025 financial statements including the report of the Society's Board

Prior to proposing the Resolution, the Chair called upon the Chief Executive to present his strategic overview, reproduced verbatim below:

"I am happy to report that during the year we remained true to our mission:
"to support our Members in their time of need"

In that regard during the year we:

- paid over £6.3 million in sickness claims to those unable to work,
- helped 473 Members return to work after illness,
- upheld a strong claims payment ratio, and
- raised more than £1,100 for our charity partner, the James Hopkins Trust.

However, the last year wasn't without its challenges. The Marco-economic picture still was one of uncertainty.

- We saw continued global unrest with ongoing conflicts in Ukraine and the Middle East – which started to impact inflation following a period where it was in decline.
- The UK continued to see high waiting times for GP services and operations. The UK government acknowledged that the UK currently has a problem with too many people (especially those of a younger demographic) unable to work – and had assigned responsibility to the NHS to get people back to work.

This impacted the Society in several ways, with higher than expected recovery times for members in claim, which help lead to an increase in our claims paid figure.

As mentioned at last year's AGM following a strategic review, we took the difficult decision to restructure the Society in early 2025 to better align our operational cost base with our long-term ambitions. This restructure reduced our ongoing operational costs by around £2.5m p.a. as a result reduced to £5.4m for 2025 (in comparison to £7.2m the year before).

It must be noted there were larger than average one-off costs (£400k) during the year due to the restructure, and the full annual cost saving is not fully reflected in 2025 as the restructure concluded in the second quarter of the year.

The overall headcount of the Society reduced from around 70 to 55 employees, but I am happy to confirm that the Society continue to perform well following the restructure and finished the year in a strong position.

Looking at our Key Performance Indicators for the year

- Earned Premiums increased to £14.8m from £13.2m at YE2024, which was helped by new business sales of £2.2m during the year.
- Commission cost fell slightly as volumes of new business dropped whilst we undertook a review into our positioning into the market, lowering to £3.9m compared to £5.1m in 2024.
- Our Total Membership increased to 30,028 from 29,617 at YE2024
- Sickness Claims increased to £6.3m from £5.1m at YE2024.
- Operating Expenses (not including commission and one-off costs) fell significantly due to the restructure to £5.4m from £7.2m at YE2024.
- Our Solvency Ratio improved to 154.5% at year end from 141% at the same point last year.
- Our Funds for Future Appropriation (or FFA) fell slightly in comparison to the previous year to £55.8m from £57.4m at YE2024.

Our forward-looking strategy

In September 2025, the Society's Board reviewed our strategy and concluded that, for 2026, we would continue to pursue a "managed growth plus" strategy.

This is best summarised as:

- Aiming to grow our business in a controlled way
- Managing headcount and financial resources carefully
- Remaining as a specialist income protection provider
- Retaining focus on the intermediary market
- Investing to further improve our service to Members and advisers

We will continue to explore ways to boost our income and capital positions via inorganic means (for example, acquisitions of closed books of business, developing third-party administration capabilities, etc.) as the opportunities arise.

Proposed transfer of the Wiltshire Friendly Society Limited to Holloway Friendly

That brings me onto say I am delighted to confirm that we are in the regulatory process of undertaking a transfer of engagements from Wiltshire Friendly to Holloway Friendly.

Wiltshire Friendly were formed by George Holloway our founder and are essentially a smaller version of Holloway Friendly, with around 2,500 member and 3,000 policies (a mixture of traditional Holloway and Group Income protection policies).

The next important milestone will be the vote of the Wiltshire members at their AGM on 23 June, where we hope their members will vote in favour of the transfer.

In conclusion

The Society's Board, Executive and Team remain firmly committed to our values and strategy, working towards improving member value of the longer term.

The Board believes that we have a sustainable strategy, which will allow us to create member value in the future, continuing to build a Society that puts our Members at the core of what we do and I look forward to continuing this work into 2026 and beyond."

The Chair asked if there were any questions on the Report and Accounts.

Martin Collins asked about the regulators' position in respect of the transfer with Wiltshire Friendly.

BP responded on behalf of the Board, noting that the regulators have approved the schedule 15 statement which was sent to the members of the Wiltshire Friendly. There is still a process to be undertaken after the Wiltshire AGM member vote where the members can challenge the transfer and it is only at the end of this process that the transfer will receive full regulatory approval.

MC asked about the mass lapse reinsurance treaty which is mentioned in note 7 of the financial statements.

BP explained that the cover is to hedge the risk of lapses which is one of the Society's main risks. It assists solvency and would cover the Society if there were a mass lapse scenario.

MC asked about the cover for new business contingent advance claims which is mentioned in note 16 of the financial statements.

JA noted that this is based on new business from the previous quarter. It has been In place for a few years and help the Society with the strain of new business – particularly paying commissions.
MC asked why the policy admin system was being written off over ten years when it would likely be used for many more years.

JA explained that ten years is the maximum allowed. If the system is still in use when the ten years is reached then the Society can consider revaluing it. BP noted that the Society is continually developing and enhancing the system.

There were no further questions.

The Resolution was proposed by Derek Wright and seconded by Andrew Horsley. The Resolution was carried on a show of hands, there were fifteen votes in favour of the resolution, no votes against and no abstentions.

The results of the proxy vote were 103 for the Resolution, 1 against and 1 abstention.

Resolution 3: To approve the Directors' Remuneration Report for the year ended 31 December 2025

The Chair noted that this is an advisory vote. The report is on page 43 of the 2025 Report and Accounts.

The Resolution was proposed by Andrew Horsley and seconded by Dave Cheeseman. The Resolution was carried by a vote of hands, there were fifteen votes in favour of the resolution, no votes against and no abstentions.

The results of the proxy vote were 96 for the Resolution, 5 against and 4 abstentions.

Resolution 4: To agree that BDO LLP,55 Baker Street, London, W1U 7EU should be the Independent Auditor

The Board were recommending that BDO LLP be re-appointed for a further year.

The Resolution was proposed by Derek Wright and seconded by Andrew Horsley. The Resolution was carried on a show of hands, there were fifteen votes in favour of the resolution, no votes against and no abstentions.

The results of the proxy vote were 100 for the Resolution, 3 against and 2 abstentions.

Resolution 5: To agree that the changes to the Society's rules be approved in accordance with section 27.5 of the Society's rules

DW explained the two changes:

- There was an amendment to section 7.2 which stated 'there shall always be at least two more Non-Executive Board Members over and above the number of Executive Board Members'. There now needs to be a simple majority of Non-Executive Board Members. The Society made this change as the number of Non-Executive Board Members had decreased in 2025 and wanted the rules to reflect this.

- There was also an update to the wording in section 7.2 to use videoconference rather than videophone as it more accurately described how Board Members might attend a meeting virtually.

The Resolution was proposed by Derek Wright and seconded by Andrew Horsley. The Resolution was carried on a show of hands, there were fifteen votes in favour of the resolution, no votes against and no abstentions.

The results of the proxy vote were 98 for the Resolution, 2 against and 5 abstentions.

Resolution 6: To re-elect Mr D Wright

The Chair explained that the elections to the Board were in line with the Society's rules as agreed with and approved by the Members in 2022.

The Chair explained that as the subject of this resolution he will stand down as Chair and Mr A Horsley assume the Chair for this item.

The Chair explained that Mr D Wright is retiring by rotation and being eligible, offers himself for re-election for a term of one year as a Non-Executive Director of the Society.

Having served more than six years on the Board, and now attained the age of 70, this election has been carefully considered by the Board, which supports the proposal.

The Resolution was proposed by Andrew Horsley and seconded by Dave Cheeseman. The Resolution was carried on a show of hands with fourteen voting in favour of the resolution, no votes against and one abstention (the afore-mentioned Mr Wright).

The results of the proxy vote were 97 for the Resolution, 6 against and 2 abstentions.

Mr A Horsley stood down and Mr D Wright resumed the Chair

Resolution 7: To re-elect Mr D Cheeseman

The Chair explained that Mr D Cheeseman is retiring by rotation and being eligible, offers himself for re-election for a term of one year as a Non-Executive Director of the Society. Having served more than six years on the Board this election has been carefully considered by the Board, which supports the proposal.

The Resolution was proposed by Derek Wright and seconded by Andrew Horsley. The Resolution was carried on a show of hands with fourteen voting in favour of the resolution, no votes against and one abstention (the afore-mentioned Mr Cheeseman).

The results of the proxy vote were 102 for the Resolution, 2 against and 2 abstentions.

Resolution 8: To elect Mrs S Richards

The Chair explained that in accordance with the rules all new Board Members offer themselves for election at the first AGM after their appointment.

Mrs S Richards, who, being eligible, offers herself for election for a period of three years as an Executive Director of the Society

The Resolution was proposed by Derek Wright and seconded by Andrew Horsley. The Resolution was carried on a show of hands with fourteen voting in favour of the resolution, no votes against and one abstention (the afore-mentioned Mrs Richards).

The results of the proxy vote were 103 for the Resolution, 2 against and 1 abstention.

Resolution 9: To elect Mr J Gunn

Mr J Gunn, who, being eligible, offers himself for election for a period of three years as a Non-Executive Director of the Society.

The Resolution was proposed by Derek Wright and seconded by Andrew Horsley. The Resolution was carried on a show of hands with fifteen voting in favour of the resolution, no votes against and no abstentions (the afore-mentioned Mr Gunn had voted in advance of the meeting).

The results of the proxy vote were 104 for the Resolution, 0 against and 3 abstentions.

Any other business

The Chair thanked Anna East who had served on the Board as a Non-Executive Director until April 2026 for her service to the Society over a number of years. He asked if there were any questions from the floor – there were none.

Chair’s closing remarks

Closure of the meeting

The Chair thanked those present for their attendance and expressed his hope that they would attend the next Meeting in 2027.

There being no further business the Chair closed the meeting at 1.25pm.

Confirmed.....

Date.....