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**To all members**

20<sup>th</sup> August 2023

**31<sup>st</sup> ANNUAL GENERAL MEETING**

**To be held at the Hotel Cenobio Dei Dogi Hotel in Genoa, Italy  
on Thursday, 21<sup>st</sup> September 2023 at 12.00 noon**

Please find enclosed the following papers for the above meeting:

1. Notice of meeting;
2. The agenda for the 31<sup>st</sup> annual general meeting, together with a form of proxy; and
3. The minutes of the 30<sup>th</sup> annual general meeting held on 22<sup>nd</sup> September 2022 in Copenhagen, Denmark.

The Directors' Report and Financial Statements for the year ended 31<sup>st</sup> May 2023 together with the Chairman's Statement and an unaudited summary of the combined accounts of International Transport Intermediaries Club Limited ("ITIC") and Transport Intermediaries Mutual Insurance Association Ltd are available on the ITIC website at:

<http://www.itic-insure.com/about-itic/annual-report-accounts/financial-highlights/>

Yours faithfully



Tom Irving

Chief Executive Officer

**International Transport Intermediaries Club Limited**  
**Notice of meeting**

Notice is hereby given that the 31<sup>st</sup> annual general meeting of the members of ITIC will be held at the Hotel Cenobio Dei Dogi, Genoa, Italy on Thursday, 21<sup>st</sup> September 2023 at 12.00 noon for the following purposes:

- To receive the Strategic and Directors' Report with Financial Statements for the year ended 31<sup>st</sup> May 2023 and, if they are approved, to adopt them.
- To elect directors.

To consider and, if thought fit, to pass the following resolutions:

- (a) "THAT Mr R. M. Bishop is re-appointed as a director of the company."
  - (b) "THAT Mr J.D. Woyda is re-appointed as a director of the company."
  - (c) "THAT Mr T.M. Evans is re-appointed as a director of the company."
  - (d) "THAT Mr C. Devantier is re-appointed as a director of the company."
  - (e) "THAT Mr J. Palin is re-appointed as a director of the company."
  - (f) "THAT Mr B. MacLehose is re-appointed as a director of the company."
  - (g) "THAT Mr A. Leach is re-appointed as a director of the company."
- To note the resignation of BDO LLP as auditors and confirm the appointment of PKF Littlejohn LLP as auditors and to authorise the directors to agree their remuneration
  - To transact any other business of an annual general meeting.

By order of the board



Tom Irving

Chief Executive Officer

20<sup>th</sup> August 2023

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint the Chairman to attend and vote instead of him. The instrument appointing a proxy must be deposited with the Secretary not less than forty-eight hours before the meeting.
2. The agenda papers for the annual general meeting setting out the resolutions and containing the minutes of the last annual general meeting will be made available to the members prior to the meeting via ITIC's web page.

**International Transport Intermediaries Club Limited (“ITIC”)**

**31<sup>st</sup> ANNUAL GENERAL MEETING**

**To be held at the Hotel Cenobio Dei Dogi in Genoa, Italy  
on Thursday, 21<sup>st</sup> September 2023 at 12.00noon**

**AGENDA**

- 1. To read the notice of meeting**
- 2. To confirm the minutes of the 30<sup>th</sup> annual general meeting held in Copenhagen, Denmark on Thursday, 22<sup>nd</sup> September 2022**
- 3. To note the auditor’s report**
- 4. To receive and adopt the Directors’ Report with Financial Statements**

To receive and consider the Directors’ Report and Financial Statements for the year ended 31<sup>st</sup> May 2023 and, if thought fit, to pass the following resolution:

**“THAT the Directors’ Report and Financial Statements for the year ended 31<sup>st</sup> May 2023 as audited and certified be and they are hereby adopted.”**

- 5. To elect directors**

To consider and, if thought fit, to pass the following resolutions that in accordance with the Articles of Association, the following directors retire by rotation and, being eligible, offer themselves for re-appointment:

- (a) “THAT Mr R. M. Bishop is re-appointed as a director of the company.”
- (b) “THAT Mr J.D. Woyda is re-appointed as a director of the company.”
- (c) “THAT Mr T.M. Evans is re-appointed as a director of the company.”
- (d) “THAT Mr C. Devantier is re-appointed as a director of the company.”
- (e) “THAT Mr J. Palin is re-appointed as a director of the company.”
- (f) “THAT Mr B. MacLehose is re-appointed as a director of the company.”
- (g) “THAT Mr A. Leach is re-appointed as a director of the company.”

- 6. To note the resignation of BDO LLP as auditors and confirm the appointment of PKF Littlejohn LLP as auditors and to authorise the directors to agree their remuneration**

To note the resignation of BDO LLP as auditors.

To consider the appointment of PKF LLP as auditors of the company and, if thought fit, to pass the following resolution:

**“THAT PKF Littlejohn LLP be appointed as auditors of the company and that their remuneration shall be such sum as shall be agreed by the directors.”**

- 7. Any other business**

**International Transport Intermediaries Club Limited**

**FORM OF PROXY**

The undersigned, a member of the International Transport Intermediaries Club Ltd., hereby appoints:

The Chairman of the 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 company to be held on 21<sup>st</sup> September 2023 or at any adjournment thereof.

Please indicate with a tick in the spaces below how you wish your vote to be cast in the event that the resolutions set out in the attached agenda are duly proposed and seconded.

	<b>For</b>	<b>Against</b>
<b>Resolution in Item 4</b>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution in item 5</b>		
(a)	<input type="checkbox"/>	<input type="checkbox"/>
(b)	<input type="checkbox"/>	<input type="checkbox"/>
(c)	<input type="checkbox"/>	<input type="checkbox"/>
(d)	<input type="checkbox"/>	<input type="checkbox"/>
(e)	<input type="checkbox"/>	<input type="checkbox"/>
(f)	<input type="checkbox"/>	<input type="checkbox"/>
(g)	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution in Item 6</b>	<input type="checkbox"/>	<input type="checkbox"/>

Unless otherwise instructed the proxy will vote at his discretion.

**Witness the hand of the undersigned this .....day of.....2023**

**Name of member company .....**

**Name of signatory ..... Signature .....**

**Signed in the presence of ..... Signature .....**

Please return this form of proxy, when completed, to:  
Mr K Halpenny  
Secretary, International Transport Intermediaries Club Ltd  
90 Fenchurch Street  
London EC3M 4ST  
**BY email to [kieran.halpenny@thomasmiller.com](mailto:kieran.halpenny@thomasmiller.com)**

so that it reaches him at the latest forty eight hours before the meeting.

**Minutes of the Thirtieth Annual General Meeting  
of the members of International Transport Intermediaries Club Limited  
held in Copenhagen, Denmark  
on Thursday, 22<sup>nd</sup> September 2022 at 12.00 p.m.**

Mr. L.G Säfverström was in the chair and a quorum was present.

**1. To read the notice of meeting**

The notice of the meeting was taken as read.

**2. To confirm the minutes of the twenty-ninth annual general meeting held in London, United Kingdom on Thursday, 23<sup>rd</sup> September 2021**

The minutes were approved as a correct record and would be electronically signed by the Chairman.

**3. To note the auditor's report**

The auditor's report was noted.

**4. To receive and adopt the Strategic and Directors' Report with Financial Statements**

On the proposal of Mr. L.G. Säfverström and seconded by Mr. M. Shakesheff, it was resolved that the strategic and directors' reports and the financial statements for the year ended 31<sup>st</sup> May 2022 as audited and certified be and they are hereby adopted.

**5. To elect directors**

The following resolutions were passed:

- (a) On the proposal of Mr. L.G. Säfverström, seconded by Mr R.M. Bishop, it was resolved that Mr M. Shakesheff is re-appointed as a director of the company;
- (b) On the proposal of Mr. R.M. Bishop, seconded by Mr A. Groom, it was resolved that Mr T.J. Irving is re-appointed as a director of the company;
- (c) On the proposal of Mr. R.M. Bishop, seconded by Mr. J. Woyda, it was resolved that Mr S. Portunato is re-appointed as a director of the company; and
- (d) On the proposal of Mr. M. Shakesheff, seconded by Mr R.M. Bishop, it was resolved that Mr C. Shou is re-appointed as a director of the company.

It was noted that Mr T. Jones would retire as a director of the company at the end of this meeting. The Chairman thanked him for his valuable contributions over the years

**6. To confirm the appointment of auditors and to authorise the directors to agree their remuneration**

On the proposal of Mr. M. Shakesheff and seconded by Mr. L.G. Säfverström, it was resolved that Messrs. BDO LLP be appointed as auditors of the company and that their remuneration shall be such sum as shall be agreed by the directors.

## **7. Any other business**

The following additional resolutions were passed:

- (a) On the proposal of Mr. L.G. Säfverström, seconded by Mr. M. Shakesheff it was resolved that Mr A. Leach is appointed as a director of the company;
- (b) On the proposal of Mr. R.M. Bishop, seconded by Mr. J. Woyda it was resolved that Mr J. Palin is appointed as a director of the company; and
- (c) On the proposal of Mr. R.M. Bishop, seconded by Mr. M. Shakesheff it was resolved that Mr B.MacLehose is appointed as a director of the company.

The meeting ended at 12.15p.m.