

## NOTICE OF ANNUAL GENERAL MEETING

The 36th Annual General Meeting of Shared Interest Society Limited will be held from 2pm on Friday 27th March 2026 virtually by Zoom for the following purposes:

1. to receive the Society's accounts for the year ended 30 September 2025 and the reports of the Directors and the Auditor;
2. to receive the Society's Social Accounts for the year ended 30 September 2025 and the report of the Social Audit Panel;
3. to re-appoint the firm of Armstrong Watson as the Auditor of the Society and to authorise the Directors to fix the remuneration of the Auditor for the year ending 30 September 2026;
4. to increase the remuneration for the Non-Executive Directors from £3,600 to £4,052 and for the Chair from £5688 to £6403 with effect from 1 October 2025;
5. to indicate satisfaction with the arrangements for determining the pay of Executive Directors that are the subject of the report by the Remuneration Committee in the Directors' report;
6. to indicate satisfaction with extending the appointment of Yvonne Gale (one year to March 2027) and Richard Anderson (one year to March 2028), to ensure continuity of expertise on the board;
7. to receive a report from the Council;
8. to receive public declarations of support for the Society's Object from all candidates for election;
9. to receive the results of the postal ballot for the election of the following members of the Society as Directors: Charlotte Timson and the re-election of Jamie Miller;
10. To receive the results of the postal ballot of the contested election of a member of Council: (Clare Farrukh, Ruth Friedman, Ivar Struthers and Penny Williams standing for the vacant non-randomly selected position).

By order of the Board  
J C Powell, Secretary  
17 December 2025

Registered Office:  
Pearl Assurance House, 7 New Bridge Street West,  
Newcastle upon Tyne, NE1 8AQ

## STATEMENTS OF THE CANDIDATES FOR ELECTION

### Board



#### Jamie Miller

Jamie is a Founding Partner of Konsortium LLC, a private investment and advisory business. He currently serves as the Chair of Governors at Sidcot School, a Quaker school. He has over 35-years of experience in international banking having previously served in senior management roles at global financial institutions in New York, San Francisco and London. Most recently, Jamie was Global Head of Markets Structuring at UniCredit Bank. Prior to UniCredit, Jamie was a Partner at New Smith Capital Partners and held senior positions at Bank of America. He has also served as a member of the Securitisation Board and the Executive Committee of the Board for the Association for Financial Markets in Europe (AFME). Jamie is a dual citizen of the UK and the US and has resided in the UK for almost 25 years.



#### Charlotte Timson

Charlotte has worked within sustainable trade and international development for 20+ years. Formerly CEO of Transform Trade and a Non-Executive Director of Traidcraft, Charlotte now works as a consultant and interim CEO, supporting organisations in strategy development and transition. Charlotte previously worked for Christian Aid as Country Director in Malawi and led the Producer Support team in the Fairtrade Foundation. She has worked closely with producers across Africa and South Asia and has seen first-hand the difference fair trade makes in communities. She has held a number of Board roles, including Treasurer for the World Fair Trade Organisation-Europe, and is currently Vice Chair of BOND and of CASPA, a local charity supporting young people with autism in Bromley where she lives.

### Council



#### Clare Farrukh

I have been a supporter of fair trade for many years, as a fan of both coffee and chocolate! As a child I lived in Malaysia, Kenya, Malawi and Indonesia and I believe in the value of support to help people develop their own communities, in the context of changing economic and environmental circumstances. This has influenced me to become a contributor to local UK and international charity groups over the years. In my early career, I worked as a process engineer on engineering projects and new product introduction in process plant and composite materials manufacturing environments. More recently, as a university researcher, I worked with companies to develop new practical approaches to help improve their overall management of process and product technologies. These roles have given me insights into production, management, sustainability and the need for finance. Recently retired, I am looking to explore new activities and follow up long-term interests. These include Shared Interest, where I have had an account for 30 years. I would welcome the opportunity to be involved in the activities of the Council, to help represent the views and interests of the membership and support the great work being carried out. I would aim to use my skills and past experiences to contribute as a Council member to the continued growth of Shared Interest and its partners in producer organisations.

### Council continued



#### Ruth Friedman

I'm putting myself forward for Council because I care deeply about people, the planet, and the steps needed to create a better world for everyone. I have been a member of Shared Interest for over 30 years, and I believe I have things of value to contribute to the role. I've done a lot of different things in my life: I studied environmental planning and sustainable development; I managed environmental community projects and recycling for a District Council; I ran a Non-Discrimination and Diversity programme for educators across Europe; I have taught Self Compassion and Empathy to Educators in the Balkans. All of it has taught me a lot about people, systems, and what helps change actually stick. I work now as an Executive Coach, supporting leaders to increase their self-awareness so that they, and their projects, can make more impact. Much of my work is in the Not-For-Profit sector. If elected, I'd want to help ensure that all member's views are heard and valued. I'd bring strong listening skills, clear thinking, and a straightforward, thoughtful approach. I focus on what truly matters, I aim to work inclusively, and am committed to finding constructive, collaborative solutions whenever needed.



#### Ivar Struthers

I am a long-time supporter of fair trade, believing in the principles of trade justice and equal opportunity, and recognising that behind the label are real people in diverse situations, all working for the benefit of their communities in often challenging circumstances. I am a member of the fair trade team in my local church, and have been a member of Shared Interest since 2013 and a volunteer since 2017, helping in the past at a number of Shared Interest stalls and more recently in the data entry of members' survey results. I am retired and live near Falkirk in Central Scotland. I have an IT background, working for many years in Glasgow as a Computer Security Analyst, later Team Leader. I am a Reader (what some churches call 'lay reader') in the Church of Scotland for over 25 years; I am a member of the World Mission Committee in the Presbytery of Glasgow, and I am also very active in my local congregation. In my 'spare time' I like walking, photography and travel; I have a season ticket for Falkirk FC and a subscription for the Scottish Chamber Orchestra. I am a person with varied interests, all underpinned by a strong sense of justice and fairness.



#### Penny Williams

I am fully committed to the values and work of Shared Interest, driven by a profound long-term belief in social justice. I have been a shareholder for almost 25 years, attending AGM's and London events. I wish to leverage my professional and volunteering experience for the benefit of communities that Shared Interest supports. I qualified as a social worker and worked in children's services, sexual health, drugs and alcohol misuse and was a research associate for the University of York focusing on children in care. In the charity sector, I have been a committed volunteer for over 50 years: Amnesty International - local group Chairman and Treasurer; Special School - 13 years as a Governor and chair of Governors; HACRO offender rehabilitation charity - Chair and now Vice President; local housing charity - Trustee and now Chair; Centre 33 homeless charity - Trustee; and Hertfordshire Domestic Abuse Helpline - as a Trustee and now Vice President.

## NOTES TO RESOLUTIONS

### Note to Resolutions 4

The Society periodically reviews the remuneration of the Non-Executive Directors and Chair and these were last changed with effect from October 2022. The Leadership Team makes a recommendation to the Board, with appropriate evidence, in regard to the fees payable to Non-Executive Directors and the Remuneration Committee is specifically tasked with making a recommendation in regard to the fee payable to the Chair of the Board.

### Note to Resolutions 5

Executive Directors' pay and conditions are set, within policies agreed by the whole Board, by a Remuneration Committee comprising three Non-Executive Directors, Cristina Talens (Chair), Paul Valentin and Yvonne Gale (Board Chair). It is good practice (and a requirement of the Co-operatives UK Code of Practice for Corporate Governance) to ask members at the AGM to indicate whether they are happy with the arrangements for making decisions about executive pay and the results of those decisions as set out in the Notes to the Accounts. This vote is not binding on Directors but provides an indication of members' views so that those views can be reflected in future policy and decisions.

### Note to Resolutions 9

Directors have decided, as provided for in Rules 34 and 36G, that the election of Directors and Council members will be conducted by postal ballot. The results of the ballot will be announced at the AGM. The elections for Directors are not contested. The Society operates a system of rotation (Rules 36 and 38) so that one third of eligible Directors and Council members stand for re-election each year. Jamie Miller already a member of the Board, is retiring by rotation and offering himself for re-election. In addition, Charlotte Timson was co-opted to the Board in December.

### Note to Resolutions 10

There is a vacancy on Council as Anjum Misbahuddin has served her term of office of six years and is retiring from the non-randomly chosen side of Council. There are four candidates; Clare Farrukh, Ruth Friedman, Ivar Struthers and Penny Williams standing in a contested election for the one vacancy position.

## VOTING / PROXY CARD VOTING

To vote in the election of Directors and Council members please use the voting card supplied in the post or online **There will be no opportunity to vote in the election of Directors and Council members at the AGM.**

This form also allows you to tell us whether you will be at the AGM. If you expect to attend the virtual event, please mark the attendance box, complete your details and sign the registration card before sending it back to us in the Freepost envelope.

**You can also complete the form online using the member portal. If you have not registered to use the member portal, and would like to do so, please contact our membership team on 0191 2339101 or membership@shared-interest.com.**

If you cannot attend the AGM in person, you can appoint another member or the Chair to vote for you in any poll (on resolutions that are not elections) as proxy on the enclosed card. You can only appoint the Chair as proxy on your behalf if you give specific directions to vote for or against each resolution.

In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. Seniority shall be determined by the order in which the names of the holders stand in the register of members. While only one among joint members has the formal right to attend other than as a proxy, the others will be welcome as guests.

A member, being a Society or company, may appoint a representative. For the AGM to be valid, votes must be registered in person or by proxy by a quorum of at least 100 members, so please do return the proxy card with your votes if you cannot attend.

### Latest date for votes or receipt of proxies

If you wish to vote or to appoint a proxy, we must receive your card in our registered office **no later than 11.00am on Wednesday 25 March 2026**. We would ask that you **try to return your card as early as possible** before the deadline.

## ANNUAL GENERAL MEETING

**FRIDAY 27 MARCH 2026**

### Online event to be held virtually

Joining instructions will be provided after you have registered using your voting card or through the member portal.

### Programme

<b>14.00</b>	<b>Welcome from Dr Yvonne Gale, Chair</b>
<b>14.05</b>	<b>Update on activities and financial results</b>
<b>14.45</b>	<b>Q&amp;As session</b>
<b>15.30</b>	<b>Formal AGM including Council feedback</b>
	<b>Voting on statutory resolutions</b>
	<b>Moderator's report</b>
	<b>Results of the postal ballot for the elections to Board and Council</b>
<b>16.00</b>	<b>AGM ends</b>

As we are holding this event virtually all attendees must register in advance by **completing the voting card enclosed**. If you cannot attend the AGM in person, you can still take part in the democratic working of the Society by appointing the Chair or another member as a proxy on your behalf.

The voting card also includes a postal ballot section for the election of Directors and Council Members as this **will not be voted on at the AGM**.