AGM Minutes

Shared Interest Society's 36th Annual General Meeting (AGM) was held virtually via Zoom at 2pm on Friday 27th March 2026. Yvonne Gale, Chair of the Board, moderated the meeting and welcomed 112 members, along with their guests and staff.

Yvonne thanked members for their continued support over the past year, recognising their central role in sustaining Shared Interest's positive social impact despite a challenging political and financial climate. She highlighted upcoming supporter events in York and Bristol, encouraging members to attend and bring others to learn more about Shared Interest.

Yvonne noted that the meeting would cover the impact achieved over the previous 12 months and include an opportunity for members to participate in a Q&A session. With a full agenda ahead, she then handed over to Kerrey Baker, Managing Director and the Senior Leadership team, to provide an update on activities for the financial year.

Q&A

Q: Can you explain what's been happening in the volatile cocoa market and why chocolate prices have been going up in our supermarkets?

A: Paul Sablich, Head of Lending

During 2024 we saw a historic rise in cocoa bean prices, which usually average around $3,000 per metric tonne but climbed to as high as $12,000 per metric tonne, around four times higher than the long-term norm. This surge was driven by a severe multi-year supply deficit in West Africa, a region responsible for over 70% of global cocoa production. Extreme weather linked to El Niño brought heavy rain, flooding, heat waves and subsequent low production levels in Côte d'Ivoire and Ghana, the two main producers, while also accelerating the spread of plant diseases. Many cocoa trees in the region are old and therefore less productive and more vulnerable to these stresses, worsening the decline in yields. As a result, the global market faced an estimated deficit of around half a million metric tons in 2024. Since cocoa beans are the main raw material for chocolate, this unprecedented volatility pushed chocolate prices in supermarkets up by roughly 20%.

Q: **How is the middle east crisis affecting producers and wider global supply chains? Does the current instability in the Gulf and reduction in fertiliser production have a significant impact on the farmers we support?**

A: Paul Sablich, Head of Lending

The Middle East crisis is creating a "double shock" for farmers globally. On one side, the conflict is increasing the cost of essential inputs such as fertilisers and fuel. On the other side, it is tightening global supply chains. The Middle East is an important fertiliser-producing region, and the current blockage of the Strait of Hormuz, a key maritime corridor has restricted fertiliser exports. This situation threatens agricultural yields, as farmers everywhere rely on fertilisers to maintain crop health and productivity. Higher prices and reduced availability could result in lower yields and lower production volumes. Although the full effects are not yet visible, if the disruption continues, it could seriously affect producers.

Regions with a strong dependence on fertiliser imports from the Middle East, including parts of Sub-Saharan Africa, may be more vulnerable. This remains an ongoing crisis with potential consequences for some of the organisation’s customers, and the outcome is still uncertain.

A: Melissa Duncan, Board Member

At a macro level, the situation has some parallels with the disruptions seen during COVID-19, when global shipping was heavily affected and transport costs increased sharply. Rising fuel costs are now creating similar pressures, likely increasing the cost of exporting goods. As around 70% of Fairtrade products go to the European market, these rises will affect producers, although it may still be too early to see the full impact. Higher shipping and fuel costs are already being felt more widely, and producers will face the same challenges when transporting their goods.

Consumer spending is another concern: if households are paying more for fuel and heating, there may be less disposable income for Fairtrade products, which could impact sales.

Travel is also becoming more difficult. Alongside the effects of the Middle East crisis, policies from the United States have added uncertainty, reducing confidence in travelling for meetings and business engagement. Some people in the fair trade sector are limiting travel due to concerns about being unable to return or enter countries, as well as rising travel costs. These macro-level pressures; higher fuel costs, reduced consumer spending and limited mobility, are likely to be even more significant at the producer level.

Q: There was mention of a new Board member and also the MD appointment. What was the recruitment process for these positions?

A: Yvonne Gale, Chair of the Board

The new Board member appointment and the recruitment of the Managing Director followed Shared Interest’s standard process. A Nominations Committee is established, which consists of three Board members and one representative from Council. A skills review is undertaken to identify the technical expertise and values alignment required, reflecting the complexity and purpose-driven nature of Shared Interest. All Board members must be members of the Society, vacancies are circulated internally and then shared more widely through QR and externally advertised to invite expressions of interest from members. Both recent appointments originated from this route.

The formal recruitment process involves reviewing applications and conducting interviews. Candidates are asked to outline their views on the future direction of Shared Interest and the key issues facing the organisation, with the final decision based on identifying the best person for each role. Once appointed, individuals complete an onboarding period. For the MD role, this included an extended handover with Patricia Alexander. A probation period then follows, after which confirmation is given. I am pleased to confirm Kerrey Baker has now successfully completed her probationary period.

As part of the AGM process today, Charlotte Timson will be presented to members for appointment as a Director. This forms the formal conclusion of the recruitment process for that position which resulted from Cristina stepping down from the Board after finishing her two terms. All Board members take their responsibilities seriously and ensure that new appointees receive the information and support they need to carry out their roles effectively.

Q: What are you doing to grow the membership and get younger members to invest?

A: Aimee Aiken, Head of Member Engagement

Younger audiences are seeking many of the qualities Shared Interest offers, including community, purpose-driven activity and strong digital accessibility through the member portal. However, many younger people are not yet financially stable when they begin their investment journey, so the focus is on educating and informing them about ethical finance and the impact Shared Interest can make, so that they are aware of the organisation when they are ready to invest. Plans include increasing digital activity to reach new audiences, particularly younger people, and exploring new publications such as the BMJ, as well as developing partnerships with like-minded organisations. The team is also looking forward to welcoming new members and values the opportunity to meet those who attend member events.

Q: Please define restricted and unrestricted income in the Foundation.

A: Jo Powell, Finance Director and Company Secretary

Restricted income is funding received from donors or grant-making bodies that comes with specific conditions. These conditions dictate exactly what the money must be spent on, and the Foundation is required to use it for that defined purpose.

Unrestricted income, while still required to be spent in line with the charity's objects, is not tied to a particular project or item. It is reviewed and designated by the Trustees according to the Foundation's needs.

These classifications are not only helpful descriptions but are also required by law and set out in the charity accounting rules (SORP), which both the Foundation and its auditors, Armstrong Watson, must follow and report against.

Q: There has been a number of mentions of new European legislation and the impact it is having on producers. Could you elaborate more on this?

A: Melissa Duncan, Board Member

There are three main areas of European legislation currently affecting producers.

The first is the EU Deforestation Regulation (EUDR), which requires producers to demonstrate that their products are not linked to deforestation. Small producer groups have been given more time to comply, which is helpful for maintaining market access. Across the Fairtrade system, work is underway to support producers in gathering the data required when goods enter Europe, as otherwise shipments could be at risk of delay or rejection. The second is the Corporate Sustainability Due Diligence Directive (CSDDD). This requires producers to show that they do not have human rights risks within their organisations or supply chains. Although Fairtrade standards provide guidance, putting the necessary systems in place involves significant additional work and cost. Larger, more established producer organisations are often better placed to manage this, while smaller or more vulnerable groups may struggle. This highlights the importance of Shared Interest's role in supporting those organisations.

The third area is the EU Organic Regulation, which aims to create consistency between EU and non-EU Organic production. However, some requirements do not translate well to producer contexts overseas. If producers cannot meet the Organic standards, they may lose access to the organic market, which may also reduce volumes sold as Fairtrade, given the strong overlap between the two.

While the intentions behind these regulations are positive, the practical impact on producers can be challenging. The Fair Trade Advocacy Office, funded jointly by Fairtrade and WFTO, is actively lobbying EU policymakers to ensure producer experiences are heard and that market access is protected.

Q: It was mentioned that the bad debt provisions have come down. What is the Audit Committee’s role in checking these numbers?

A: Richard Anderson, Board Member

There are two key elements to the process. Firstly, the Audit Committee receives a detailed management report from the statutory auditors, Armstrong Watson, who review the provisions extensively. This provides an external assessment and forms the basis for discussion and challenge.

Secondly, the Audit Committee undertakes its own review and challenges management on the assumptions used, as the bad debt provision is ultimately a matter of management judgement. Given the size of the loan portfolio, Shared Interest is able to assess recoverability on a case-by-case basis. This includes reviewing the age of arrears, whether repayment plans are in place, whether the organisation is still trading and whether any security is held.

This combined approach of external audit scrutiny and internal challenge by the Audit Committee ensures the calculations of provisions are robustly checked.

Q: Can you elaborate on the work of the Foundation and how you are helping fertiliser production locally?

A: Kodzo Korkortsi, Foundation Manager

The Foundation works with like-minded organisations to develop innovative, nature-based solutions to address critical challenges faced by producers, particularly those linked to climate change and declining yields. A key focus is promoting organic production by supporting farmers to use locally available materials to create organic fertiliser, helping them increase productivity without relying on imported chemical inputs.

One of the Foundation’s current projects in Uganda involves using enzymes and locally sourced materials to produce organic fertiliser, which is being distributed to around 4,000 farmers to support yield improvements. In Côte d’Ivoire, the Foundation is partnering with Université Félix Houphouët-Boigny and the University of Ghana to develop a biopesticide based on fungi, designed to tackle pests in cocoa production while also fertilising the soil. A similar approach is being used in Rwanda to create another natural pesticide that also provides nutrients to enhance soil fertility and increase yields.

These initiatives demonstrate the value of enabling farmers to produce organic inputs locally, reducing reliance on imported chemical fertilisers and providing more sustainable, cost-effective solutions.

Q: What processes are in place to link lending and risk teams to ensure lending risk is controlled within desired objectives?

A: Andrew Ridley, Head of Risk and Compliance

Although Lending and the Risk and Compliance teams are independent on the organisational chart, the small size of the organisation means they work in close collaboration on a daily basis. Shared Interest operates with a clear risk appetite that guides all lending decisions, supported by established policies and underwriting standards to ensure consistency across all regions.

A dual-approval process is in place for loan disbursements, jointly managed by the Head of Lending and myself as Head of Risk and Compliance. Ongoing portfolio management includes continuous monitoring of key risk indicators and regular check-ins with customers. Monthly meetings are held by each team, and there is significant crossover in committee representation: lending is represented on the Arrears Committee, while risk is represented on the Credit Committee.

This high level of communication and shared oversight ensures that lending activity remains within the agreed risk appetite. The close working relationship of the Overseas Teams with their customers, support this effective decision-making and contribute to a well-performing portfolio.

Q: Why are you proposing to increase Non-Executive remuneration more than inflation?

A: Cristina Talens, Board Member

The Remuneration Committee reviews the Non-Executive Directors' remuneration every three years, rather than annually. As a result, the adjustments must account for several years at once. In 2023 the remuneration pot increased by 5%, followed by a further 5% in 2024 and 2.1% in 2025. When these are aggregated and compounded over the three-year period, the total increase equates to 12.57%, bringing the annual remuneration to £4,052. Going forward, the intention is to align the Non-Executive remuneration increase with the annual team remuneration process to ensure greater consistency and transparency.

Q: Jo and Kerrey mentioned that we have sufficient capital to lend. How much of the current Share capital is being lent?

A: Kerrey Baker, Managing Director

Shared Interest can lend up to 135% of its share capital plus the value of its reserves. As of February, this year, this total amounted to approximately £53.9 million. Current approved lending stands at around 90% of this capacity, meaning we are lending a significant proportion of available share capital while still retaining sufficient headroom. Lending capacity can feel tighter in certain regions or during peak periods, such as the coffee harvest in South America, due to commodity and country specific risk limits.

Q: Are you able to lend to all producers/buyers who approach Shared Interest for finance and who meet our criteria for lending and risk assessment? What is the demand? Where is the most unmet need? And do they have to be Fairtrade certified or are some approved under other comparable certifications?

A: Paul Sablich, Head of Lending

Shared Interest is not able to lend to every producer or buyer who approaches the organisation, even when they meet the lending and risk criteria. While there is sufficient capital overall, lending decisions must also comply with commodity, country and portfolio-level risk limits. This means that at certain times of the year or in specific regions, such as South America during the coffee harvest, lending capacity can become constrained.

Demand for finance remains strong across all regions, with unmet need particularly evident among smaller or more vulnerable producer organisations who may lack access to mainstream finance. These groups often face higher barriers due to limited collateral, weaker financial infrastructure or seasonal cash-flow pressures, and Shared Interest continues to prioritise support to such organisations where possible, within its risk appetite.

In relation to certification, borrowers do not have to be Fairtrade certified to be eligible for support. Shared Interest also works with organisations approved under other credible and comparable ethical or sustainability certifications, provided they meet our social mission and lending criteria.

Q: Could you confirm that pension contributions for staff are being put away and are ring-fenced? I worked for an organisation which, despite accounts being audited this was missed for some years!

A: Jo Powell, Finance Director and Company Secretary

Staff pension contributions are fully ring-fenced and securely managed. Shared Interest operates a defined contribution pension scheme, not a defined benefit scheme. This means the organisation does not hold pension liabilities on its balance sheet. Instead, both employer and employee contributions are paid each month into individual pension funds, which are managed externally by Aegon. The scheme ensures that all contributions are properly allocated to staff pensions and safeguarded. This approach reflects our commitment to applying our values consistently, not only in our work with producers and members, but also in how we treat our team and subcontractors.

Q: Do you do any partnership work with organisations like Oxfam, Practical Action and Survival International?

A: Kerrey Baker, Managing Director

Partnership working is an essential part of Shared Interest's approach. As a lean organisation, partnerships help build our knowledge and strengthen the impact of both the lending work and the Foundation's projects. Shared Interest has a dedicated Partnerships Manager who actively seeks strategic collaborations with organisations whose skills and knowledge complement its own.

Within the Foundation, many projects are delivered in partnership with local and international organisations. Shared Interest has previously worked with organisations such as Practical Action through reciprocal campaigns, and Oxfam is considered a close and aligned organisation with whom further collaboration is expected. Although there has been no partnership to date with Survival International, we remain open to future opportunities where values and objectives align.

Q: How much scope is there for members to donate to a specific project as well as investing?

A: Kerrey Baker, Managing Director

Members already support the Foundation in a number of ways, including donating interest from their Share Accounts or making one-off donations. In addition to this, some members choose to fund specific projects. In these cases, a member may have a particular interest in a country, commodity or value chain, and the Foundation has successfully delivered projects tailored to those requests. While this is not the most common form of giving, it is something we can facilitate. Members interested in supporting a specific project should contact the Member Engagement Team to discuss options further.

Report from Council:
Ian Stewart, Joint Moderator of Council presented the report.

We have had a good and productive year on Council. We welcomed two new Council members, Keith Barnes and Elsa Fairbanks, and said goodbye to Anjum Misbahuddin. We very much appreciate the contribution Anjum has made over the six years she has served on Council. We look forward to a new member joining Council, who will be elected at the AGM.

Council meets three times a year, in January, June and October. In October we also have a joint meeting with the Board of Shared Interest. A member of the Board attends our meetings and a representative of Council attends three of the Board meetings. This ‘cross fertilisation’ works well. At each Council meeting we are updated on developments and given short presentations on various aspects of the work carried out by the Society and the Foundation. Over the last year we have reviewed the Social and Financial Accounts, were involved with the Strategic Review process, and enjoyed two short presentations given by members of the Board. I think we all found the joint Board and Council meeting interesting and thought provoking, and were reassured to know that Fairtrade certified products bought with the Fairtrade logo are produced to the highest ethical standards.

I have now been on Council for two years, which has proven to be both enjoyable and informative, and have been impressed by the commitment and enthusiasm of all the people who are involved with Shared Interest, and in particular by the professionalism and integrity of the team. I have been pleased to find that Shared Interest is well-governed and well-run. I would highlight, as one example, the huge amount of time and effort that goes into minimising bad debt and the regular in-depth reviews that are carried out of the many organisations and businesses that Shared Interest lends to.

I have also had the privilege of representing Council on the Nominations Committee, where I have been involved in the appointment of Kerrey Baker to the post of Managing Director and the appointment of a new Chair, who will follow on from Yvonne Gale when she steps down in 2027.

We find ourselves in uncertain and shifting times, where enabling producers in some of the world's most challenged economies to achieve sustainable and equitable lives is more important than ever. Whilst the Charities Aid Foundation (CAF) in their UK Giving Report 2025 note a decline in traditional UK charitable giving, with participation dropping from 61% in 2016 to 50% in 2024, it is important to remember that Shared Interest offers a different path. Our strength lies in social investment. The big challenge we face is growing our membership and share capital so that we can extend more credit to those who need it. By investing in the Society, our members provide the vital liquidity that empowers businesses to thrive, even when traditional donor trends are down.

Voting Results

Chair, Yvonne Gale drew the question session to a close and asked Jo Powell, as Company Secretary, to conduct the voting on resolutions and report the outcome of the postal ballots.

The Resolutions were approved as follows (where applicable the proxy votes were also reported and in each case were also strongly in favour of the Resolutions):

1. To receive the Society's accounts for the year ended 30 September 2025 and the reports of the Directors and the Auditor: (For 96, Abstain 4, Against 0) [Proxy votes: For 575, Against 1]

2. To receive the Society's Social Accounts for the year ended 30 September 2025 and the report of the Social Audit Panel; (For 97, Abstain 3, Against 0) [Proxy votes: For 573, Against 0]

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; (For 94, Abstain 6, Against 0) [Proxy votes: For 574, Against 9]

4. Determining remuneration for Non-Executive Directors and Chair (For 85, Abstain 13, Against 3) [Proxy votes: For 543, Against 26]

5. Agree to arrangements for Executive Director's Pay (For 81, Abstain 19, Against 0) [Proxy votes: For 536, Against 24]

6. Agree to extension in term for Yvonne Gale (one year to March 2027) and Richard Anderson (one year to March 2028), to ensure continuity of expertise on the board (For 97, Abstain 0, Against 3) [Proxy votes: For 574, Against 8]

Election of Candidates for Board and Council

Declarations of support for the Society's Object from all candidates standing for election were received.

The results of the postal ballot for the election of the following members of the Society as Directors for the year were announced as below. Jamie Miller was re-elected and Charlotte Timson was elected by members for the first time having been co-opted to the Board in December 2025, following a recruitment and recommendation from the Shared Interest Nomination Committee:

Name	For	Against
Jamie Miller	693	46
Charlotte Timson	802	7

The results of the postal ballot for election of the member of Council was announced and Clare Farrukh (standing for the non-random vacancy in the contested election) was appointed.

The results were as follows:

Name	For	Against
Clare Farrukh	361	49
Ruth Friedman	131	78
Ivar Struthers	130	76
Penny Williams	171	69

Yvonne Gale thanked all members for attending and for their engagement during the Annual General Meeting, noting the strength of the Shared Interest community. Yvonne also offered particular appreciation to Anjum Misbahuddin and Cristina Talens, who are stepping down from the Council and Board respectively, for their valued years of service, and extended best wishes to them both.

The meeting concluded at 3.52pm.