



SPECIALIST
PROFESSIONAL
INDEMNITY
INSURANCE

International Transport Intermediaries Club Ltd

**90 Fenchurch Street
London EC3M 4ST**

**T +44 (0)20 7338 0150
E itic@thomasmiller.com
www.itic-insure.com**

To all members

21st August 2024

32nd ANNUAL GENERAL MEETING

**To be held at the Columbia Beach Resort, Pissouri Bay, Pissouri 4607, Cyprus
on Thursday, 26th September 2024 at 12.45 p.m.**

Please find enclosed the following papers for the above meeting:

1. Notice of meeting;
2. The agenda for the 32nd annual general meeting, together with a form of proxy; and
3. The minutes of the 31st annual general meeting held on 21st September 2023 in Genoa, Italy.

The directors' report and financial statements for the year ended 31st May 2024 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 32nd annual general meeting of the members of ITIC will be held at the Columbia Beach Resort, Pissouri Bay, Pissouri 4607, Cyprus on Thursday, 26th September 2024 at 12.45 p.m. for the following purposes:

- To receive the directors' report and financial statements for the year ended 31st May 2024 together with the auditor's report and, if they are approved, to adopt them
- To ratify the method of notification for general meetings
- To elect directors.

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

- a. "THAT Ms F. Bognin is re-appointed as a director of the company."
 - b. "THAT Mr T.G. Durkin is re-appointed as a director of the company."
 - c. "THAT Mr A.J. Groom is re-appointed as a director of the company."
 - d. "THAT Mr C.C. Schou is re-appointed as a director of the company."
- To note the reappointment of PKF Littlejohn LLP as auditors and to authorise the Audit Investment & Risk Committee to agree their remuneration; and
 - To transact any other business of an annual general meeting

By order of the board



Tom Irving

Chief Executive Officer

19th August 2024

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”)

32nd ANNUAL GENERAL MEETING (“AGM”)

**To be held at the Columbia Beach Resort, Pissouri Bay, Pissouri 4607, Cyprus
on Thursday, 26th September 2024 at 12.00noon**

AGENDA

- 1. To read the notice of meeting**
- 2. To confirm the minutes of the 31st annual general meeting held in Genoa, Italy on Thursday, 21st September 2023**
- 3. To ratify the method of notification for general meetings**

It has been noted that appropriate notice may not have been given for previous AGMs of ITIC which would then imply that ITIC did not comply with the requirements set out in its Articles of Association and / or applicable legislation. Despite this, the Members of ITIC present at the previous AGMs discussed and approved various resolutions which were in the best interest of ITIC. The Members are asked to ratify and confirm all resolutions and actions taken during the previous AGMs to ensure their validity and enforceability.

It is hereby resolved:

“THAT all actions, decisions, and resolutions passed at the previous AGMs be and are hereby ratified, confirmed, and approved in all respects as if appropriate notice had been given in accordance with ITIC’s Articles of Association and applicable legislation; and the Directors of ITIC be and are hereby authorised to take any and all necessary actions to give effect to the intent and purpose of this resolution.”

- 4. To note the auditor’s report**
- 5. To receive and adopt the directors' report and financial statements**

To receive the directors' report and financial statements for the year ended 31st May 2024 together with the auditor’s report and, if they are approved, to adopt them.

“THAT the directors’ report and financial statements for the year ended 31st May 2024 as audited and certified be and they are hereby adopted.”

- 6. 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 Ms F. Bognin is re-appointed as a director of the company.”
- b. “THAT Mr T.G. Durkin is re-appointed as a director of the company.”
- c. “THAT Mr A.J. Groom is re-appointed as a director of the company.”
- d. “THAT Mr C.C. Schou is re-appointed as a director of the company.”

7. To note the reappointment of PKF Littlejohn LLP as auditors and to authorise the Audit Investment & Risk Committee to agree their remuneration

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

“THAT PKF Littlejohn LLP be re-appointed as auditors of the company and that their remuneration shall be such sum as shall be agreed by the Audit Investment & Risk Committee.”

8. 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

or

or

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 26th September 2024 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.

	For	Against
Resolution in Item 3	<input type="checkbox"/>	<input type="checkbox"/>
Resolution in Item 5	<input type="checkbox"/>	<input type="checkbox"/>
Resolution in item 6		
(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"/>
Resolution in Item 7	<input type="checkbox"/>	<input type="checkbox"/>

Unless otherwise instructed the proxy will vote at his discretion.

Witness the hand of the undersigned thisday of.....2024

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

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

**Minutes of the 31st Annual General Meeting
of the members of International Transport Intermediaries Club Limited
held in Genoa, Italy
on Thursday, 21st September 2023 at 12.00 p.m.**

Mr. J. Woyda 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 30th annual general meeting held in Copenhagen, Denmark on Thursday, 22nd September 2022

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 Directors' Report with Financial Statements

On the proposal of Mr J.D. Woyda and seconded by Ms F. Bognin, it was resolved that the strategic and directors' reports and the financial statements for the year ended 31st May 2023 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 J.D. Woyda, seconded by Mr B. MacLehose, it was resolved that Mr R. M. Bishop is re-appointed as a director of the company;
- (b) On the proposal of Mr R. M. Bishop, seconded by Mr J. Palin, it was resolved that Mr J.D. Woyda is re-appointed as a director of the company;
- (c) On the proposal of Mr J.D. Woyda, seconded by Mr A. Groom, it was resolved that Mr T.M. Evans is re-appointed as a director of the company;
- (d) On the proposal of Mr J.D. Woyda, seconded by Mr S. Portunato, it was resolved that Mr C. Devantier is re-appointed as a director of the company;
- (e) On the proposal of Mr A. Leach, seconded by Mr B. MacLehose, it was resolved that Mr J. Palin is re-appointed as a director of the company;
- (f) On the proposal of Mr J. Palin, seconded by Mr C. Schou, it was resolved that Mr B. MacLehose is re-appointed as a director of the company; and
- (g) On the proposal of Mr R. M. Bishop, seconded by Mr J. Palin, it was resolved 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

On the proposal of Ms F. Bognin and seconded by Mr J.D. Woyda, it was resolved that Messrs. 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

There was no other business.

The meeting closed at 12:10 p.m.