

17 August 2020

Dear Member

MDDUS Annual General Meeting – 4 September 2020 at 12.45pm

Thank you for choosing to be a member of MDDUS.

As part of your membership, you agreed to be notified in writing whenever documents are available for inspection on the MDDUS website. I am pleased to advise, therefore, that the Board has agreed to convene the Annual General Meeting (AGM) of MDDUS on Friday 4 September 2020 at 12.45pm. The purposes of the meeting are set out in the attached Notice of AGM.

In particular, following the appointment of Mrs Vikki Macleod as our most recent non-executive director / Board Member, the Board has agreed, in accordance with our Articles of Association, to recommend her for re-appointment for three years from the AGM. The Board recommends also the re-appointment of The Rt Hon. Dame Elish Angiolini, Dr Joanna Bayley, Prof. Iain Cameron, Dr Robert Donald, Prof. Jason Leitch and Dr Linsey Semple. The biographies of all directors are available on the MDDUS website and supporting statements for all appointments are included in the Notice.

This will be Prof. Nairn Wilson's final AGM as a non-executive director. I would like to take this opportunity to thank Prof. Wilson for his dedicated service to MDDUS and to wish him well for the future.

The MDDUS Annual Report and Accounts 2019, the Notice of AGM and a proxy form for use by members are available for inspection and printing on the MDDUS website.* I commend the former to you, emphasising in particular that:

- we maintained our status as the fastest-growing provider of medical indemnity in the UK
- the final phase of state-backed indemnity for GPs in England and Wales secured a good result for all our members
- our relationships with Governments across the UK continued to be constructive and, where necessary, candid
- our response to COVID-19 and significant policy-shaping moments, such as the Paterson report, demonstrated our commitment to protecting our members' careers and reputations.


The Board has agreed, in light of the Corporate Insolvency and Governance Act 2020 and the Scottish Government's social distancing measures, to prohibit the physical attendance of members and non-member proxies at the AGM. Members are encouraged instead to vote by proxy. Proxy forms should be returned, by Wednesday 2 September 2020 at 12.45pm, to the following address:

MDDUS, FREEPOST, GW3012, GLASGOW G2 4BR



If you have questions relating to the MDDUS Annual Report and Accounts, which would normally be considered at the AGM, please contact: secretary@mddus.com

Finally, on behalf of the Board, I am pleased to assure you that, during these challenging times, our executive colleagues stand ready to provide you with the first class professional advice and support you would expect from MDDUS.



Dr Jonathan P. Berry
Chair

* www.mddus.com/about-us/notice-board/2020/august/notice-of-agm

Notice of Annual General Meeting

Notice is hereby given that the One Hundred and Seventeenth Annual General Meeting (AGM) of The Medical and Dental Defence Union of Scotland (known as MDDUS) will be held on Friday 4 September 2020 at 12.45pm.

The Board has agreed, in light of the Corporate Insolvency and Governance Act 2020 and the Scottish Government's social distancing measures, to prohibit the physical attendance of members and non-member proxies at the AGM.

Members are encouraged instead to vote by proxy (see Note 1).

The meeting is convened for the following purposes:

Ordinary Resolutions (i.e. resolutions passed by a simple majority)

Annual Report and Accounts

1. To receive and consider the Annual Report and Accounts for the year ending 31 December 2019.

Board appointments

2. To re-appoint The Rt Hon. Dame Elish Angiolini who retires at this time under Article 15.6 and offers herself for re-appointment for a term of office of two years as a Member of the Board.
3. To re-appoint Dr Joanna Bayley who retires at this time under Article 15.6 and offers herself for re-appointment for a term of office of three years as a Member of the Board.
4. To re-appoint Prof. Iain Cameron who retires at this time under Article 15.6 and offers himself for re-appointment for a term of office of three years as a Member of the Board.
5. To re-appoint Prof. Jason Leitch who retires at this time under Article 15.6 and offers himself for re-appointment for a term of office of three years as a Member of the Board.
6. To re-appoint Dr Linsey Semple who retires at this time under Article 15.6 and offers herself for re-appointment for a term of office of one year as a Member of the Board.
7. To re-appoint Dr Robert Donald who retires at this time under Article 15.7 and, as the Board recommends his re-appointment under Article 15.8, offers himself for re-appointment for a term of office of one year as a Member of the Board.
8. To re-appoint Mrs Vikki Macleod who, having been appointed by the Board since the last Annual General Meeting, ceases to hold office under Article 15.15 and offers herself for re-appointment for a term of office of three years as a Member of the Board.

Auditor

9. To re-appoint BDO LLP, Chartered Accountants, as Auditor.
10. To authorise the Board to fix the remuneration of the Auditor.

Dated this day 17 August 2020
By order of the Board

Mr Bryan A. Hislop
Deputy Company Secretary

NOTES:

1. A Member normally entitled to attend and vote at the AGM convened by the foregoing Notice is entitled to appoint a proxy to vote in the Member's place. A proxy need not be a Member of MDDUS. An instrument of proxy must, together with any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board, be deposited at MDDUS, c/o The Secretary, Mackintosh House, 120 Blythswood Street, Glasgow G2 4EA by **Wednesday 2 September 2020 at 12.45pm.**
2. A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes for or against a resolution.
3. Information about the candidates for re-appointment (as held in the Register of Directors):

The Rt Hon. Dame Elish Angiolini. Service address: c/o MDDUS. Resident: England. Nationality: British. Occupation: Lawyer. Date of birth: June 1960.

The Board recommends the re-appointment of Dame Elish to continue her contributions at the Board as a senior legal and educational leader and as Chair of the Remuneration and Nominations Committee.

Dr Joanna Bayley. Service address: c/o MDDUS. Resident: England. Nationality: British. Occupation: General Practitioner. Date of birth: June 1969.

The Board recommends the re-appointment of Dr Bayley to continue her contributions at the Board as a practising GP, chief executive of a primary care organisation and as a member of the Investment Committee.

Prof. Iain Cameron. Service address: c/o MDDUS. Resident: England. Nationality: British. Occupation: Retired Dean of Medicine. Date of birth: February 1956.

The Board recommends the re-appointment of Prof. Cameron to continue his contributions at the Board as a medical academic and non-executive director, as Chair of MDDUS Services Limited and as a member of the Audit and Risk and the Remuneration and Nominations Committees.

Prof. Jason Leitch. Service address: c/o MDDUS. Resident: Scotland. Nationality: British. Occupation: National Clinical Director. Date of birth: October 1968.

The Board recommends the re-appointment of Prof. Leitch to continue his contributions at the Board as a dental academic, a national clinical director and as a member of the Investment Committee.

Dr Linsey Semple. Service address: c/o MDDUS. Resident: Scotland. Nationality: British. Occupation: Retired General Medical Practitioner. Date of birth: August 1961.

The Board recommends the re-appointment of Dr Semple to continue her contributions at the Board as a very recently retired GP in Scotland, as the Senior Independent Director of MDDUS and as a member of the Audit and Risk Committee.

Dr Robert Donald. Service address: c/o MDDUS. Resident: Scotland. Nationality: British. Occupation: Dental Practitioner. Date of birth: December 1959.

The Board recommends the re-appointment of Dr Donald under Article 15.8 to continue his contributions to the Board as a practising dentist and as a member of the Investment Committee. Dr Donald's expertise and experience as a dentist are necessary for the Board to fulfil its duties.

Mrs Vikki Macleod. Service address: c/o MDDUS. Resident: Scotland. Nationality: British. Occupation: Non-executive director. Date of birth: April 1971.

The Board recommends the re-appointment of Mrs Macleod to continue her contributions to the Board as an experienced senior financial services and insurance manager, company director and as a member of the Audit and Risk Committee.

Biographies of all directors are available on the MDDUS website at <https://www.mddus.com/about-us/corporate-governance>

The Medical and Dental Defence Union of Scotland

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The Medical and Dental Defence Union of Scotland,
Registered in Scotland No SC005093 at Mackintosh House,
120 Blythswood Street, Glasgow G2 4EA.

The MDDUS is not an insurance company. All the benefits of membership of MDDUS are discretionary as set out in the Articles of Association.

