

**BAKO North Western Group Limited**  
**4<sup>th</sup> Annual General Meeting**  
**Wednesday 28 November 2018**

**The BAKORY, BAKO North Western Group Ltd, Preston**

Present:	Joe Hall	Chairman	Halls Bakery Ltd
	Philip Marshall	Deputy Chairman	Bert Marshalls Bakers Ltd
	Alan Moore	Director	A M Shorthose
	Janet Hill	Director	M H Hill Ltd
	David Yates	Director	Luke Evans Bakery Ltd
	Dianne Walker	Non-Executive Director	
	Martyn Taylor	Non- Executive Director	
	Mike Tully	Group CEO	
	Kirti Hirani	Chief Financial Officer	

Secretary :           Louisa Uttley

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**1 Welcome Shareholders**

The Chairman, Joe Hall, opened the meeting at 14.06, welcoming all present to BAKO North Western (Group) Ltd's (BNWG) fourth Annual General Meeting. He then reminded those present that only Shareholders were entitled to vote and that only one person from each Company represented could vote.

He also reminded those present that, should they wish to speak or ask a question, they should raise a hand and state their name and Company for the record.

**Apologies**

Apologies were received from Duncan Hindley, in his capacity as Director of BNWG.

**2 Introductions**

Joe Hall introduced the current Board of Directors to the meeting attendees including their roles on the Board as stated in the Strategic Report included in the Annual Report & Financial Statements for the year ended 31 March 2018.

The Chairman went on to introduce Nick Harris, MD of the Wimbledon depot and Paul Long, MD of the Durham Depot.

Also in attendance at the meeting were Mike Fairhurst of RSM (Company Auditors) and Tim Hamilton of Pannone Corporate (Company Legal Advisors). Apologies were received from John King of FDR Law.

There followed a number of presentations given by the Executive Team, Chairman and non-executive directors relating to the performance of the Group during the year ended 31 March 2018, followed by a question and answer sessions.

**3 Shareholder rebate and minimum spend**

The Board of Directors agreed to set the minimum spend for shareholders to retain their Ordinary shares at £10,400 for the financial year 2019/20 (1 April 2019 to 31 March 2020). Shareholders not achieving the minimum spend would have their shares presented for cancellation at the 2020 AGM.

An Interim Shareholder Rebate was announced amounting to £87,700 for the current financial year (2018/19). As in previous years, this will be distributed by way of credit note to the shareholder's customer account pro-rated on their spend relative to other shareholder customers. No shareholder rebate was announced for the year ended 31 March 2018.

## **The Annual General Meeting opened at 14.57**

The Chairman confirmed that a quorum for the meeting had been achieved and that the meeting should go ahead as scheduled.

### **1 Strategic report**

The Chairman confirmed that the Annual Report & Financial Statements for the year ended 31 March 2018 had been made available for all Shareholders either in hard copy or via electronic format. Further hard copies were available at the meeting should any shareholder require a copy.

The minutes of the previous AGM in November 2017 were proposed by Marcus Greenwood (W & D Greenwood & Sons Ltd) and seconded by Philip Marshall as an accurate reflection of the meeting.

### **2 Resolutions**

The Chairman confirmed that a copy of the proposed Resolutions had been provided to Shareholders along with a copy of the proposed revised Articles of Association.

The Chairman also confirmed that a total of 16 proxy votes had been received, all in favour of all the resolutions.

#### **SPECIAL RESOLUTION**

- 1 **THAT**, the draft regulations attached to this resolution be adopted as the new articles of association of the Company in substitution for, and to the exclusion of, all existing articles of association (**New Articles**); and

The Special Resolution was proposed by Janet Hill and seconded by Bob McKenna (Bertwistles (Bakers) Ltd). Of the proxy votes received, sixteen voted in favour and none against. Of the fifteen voting Shareholders present at the meeting, all voted in favour of the resolution, it was therefore passed unanimously.

#### **ORDINARY RESOLUTIONS**

- 2 **THAT**, subject to the passing of a resolution of the holders of A Shares and to the passing of a Written Resolution signed by a majority of the holders of B Shares, the terms of the contract produced to the meeting and signed by the Chairperson of the meeting for the purposes of identification (**Ordinary Purchase Contract**) proposed to be made between the Company and each of those shareholders identified in the schedule thereto for the purchase from each named Shareholder of 40 Ordinary Shares of £1 each at a total aggregate consideration of £600 be approved and the Company be authorised to enter into the Ordinary Purchase Contract.

The Resolution was proposed by David Robinson (Robinsons of Failsworth Ltd) and seconded by Marcus Greenwood. Of the proxy votes received, sixteen voted in favour and none against. Of the fifteen voting Shareholders present at the meeting, all fifteen voted in favour of the resolution, it was therefore passed unanimously.

- 3 **THAT**, subject to the passing of resolution 1 above, the passing of a resolution of the holders of A Shares and the passing of a written resolution of the holders of B Shares, the terms of the contract produced to the meeting and signed by the Chairperson of the meeting for the purposes of identification (**A Share Purchase Contract**) proposed to be made between the Company and each of those Shareholders identified in the schedule thereto for the purchase of one A Share of £10 from each of those Shareholders identified for a total aggregate consideration of £296,775 on terms that the contract be entered into and completed no later than 31 May 2019, be approved and the Company be authorised to enter into the A Share Purchase Contract.

Ray Lyons (Greenhalgh's Craft Bakery Ltd) asked the Board to clarify why the business was prepared to reward those Shareholders who had ceased trading and no longer had any interest in the Company by paying back the full value of the A

Share, whilst committed and active Shareholders, such as those present at the meeting had suffered over the past few years with no rebates being paid and no ability to sell their A Share. The Board stated that £9.2m would be required to purchase all A Shares, which at the present moment, was not feasible. Therefore, the proposal was to purchase A Shares from those shareholders who have contributed to the Company for a number of years and whose Ordinary Shares are proposed for cancellation.

The Resolution was proposed by Marcus Greenwood and seconded by David Yates. Of the proxy votes received, sixteen voted in favour and none against. Of the fifteen voting Shareholders present at the meeting, fourteen voted in favour of the resolution, one against and one abstained, it was therefore passed unanimously.

4 That the statement of accounts for the year ended 31 March 2018, together with the report of the Directors and Auditors thereon be received.

The Resolution was proposed by Alan Moore and seconded by Bob McKenna. Of the proxy votes received, sixteen voted in favour and none against. Of the fifteen voting Shareholders present at the meeting all fifteen voted in favour of the resolution, it was therefore passed unanimously.

5 That the Directors remuneration and fees payable for the year ended 31 March 2018 be and hereby is approved.

The Resolution was proposed by Marcus Greenwood and seconded by David Robinson. Of the proxy votes received, sixteen voted in favour and none against. Of the fifteen voting Shareholders present at the meeting, fourteen voted in favour of the resolution and one abstained, it was therefore passed unanimously

6 That Alan Moore, who retires by rotation as a Director in accordance with the Articles of Association, and who, being eligible, offers himself for re-appointment as a Director of the Company be and hereby is re-appointed.

The Resolution was proposed by Marcus Greenwood and seconded by Bob McKenna. Of the proxy votes received, sixteen voted in favour and none against. Of the fifteen voting Shareholders present at the meeting fourteen voted in favour of the resolution and one abstained, it was therefore passed unanimously.

7 That David Yates who stands for re-election in accordance with the provisions of the Articles of Association and who, being eligible, offers himself for re-appointment as a Director of the Company be and hereby is re-appointed.

The Resolution was proposed by David Robinson and seconded by Janet Hill. Of the proxy votes received, sixteen voted in favour and none against. Of the fifteen voting Shareholders present at the meeting fourteen voted in favour of the resolution and one abstained, it was therefore passed unanimously.

8 To authorise the Directors to appoint the auditors of the Company and to fix their remuneration.

Marcus Greenwood asked whether the Company was required to name the Auditors being proposed for appointment. The Board, after taking advice from the Company's legal advisors, confirmed that this was not required.

The Resolution was proposed by Alan Moore and seconded by Jane Bray (Briscoe Lane Bakery). Of the proxy votes received, sixteen voted in favour and none against. Of the fifteen voting Shareholders present at the meeting all fifteen voted in favour of the resolution, it was therefore passed unanimously.

The meeting of all Shareholders closed at 15.18

**The meeting of holders of A Shares opened at 15.18**

#### Ordinary class resolution

That in accordance with section 630 of the Companies Act 2006, this separate general meeting of the holders of the A Shares of £10 each in the capitol of the Company, hereby irrevocably consents to and sanctions the passing of the resolutions numbered 1-3 set out in the notice of annual general meeting of the Company to be held on 28 November 2018 and every variation, modification or abrogation of the rights, privileges and restrictions attaching to the A Shares of £10 each as a class of shares which will or may be effected thereby.

The Resolution was proposed by David Yates and seconded by Bob McKenna. Of the proxy votes received, sixteen voted in favour and none against. Of the fifteen voting Shareholders present at the meeting fourteen voted in favour of the resolution, one against and one abstained, it was therefore passed unanimously.

There was no further business to attend to and the Chairman thanked everyone for attending.

The meeting closed at 15.19