

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) for the Members of the Kent Reliance Provident Society Limited (the Society) will be held on Tuesday, 23 July 2019 at the Bridgewood Manor Hotel, Bridgewood Roundabout, Walderslade Woods, Chatham ME5 9AX at 11am.

To consider, and if thought fit, approve the following ordinary resolutions:

1. To receive the Annual Report and Accounts for the year ended 31 December 2018.
2. To approve the Directors' Remuneration Report for the year ended 31 December 2018.
3. To approve the appointment of Deloitte LLP as Auditor of the Society.
4. To re-elect John Paddick as a Director of the Society.
5. To re-elect April Talintyre as a Non-Executive Director of the Society.
6. To approve the proposed donation of the proceeds received as dividend from the Society's investment in OneSavings Bank plc into the Kent Reliance Community Fund.

By Order of the Board

Jason Elphick
Society Secretary

All Resolutions will be proposed as Ordinary Resolutions.

Notes

1. These notes form part of the Notice of AGM.
2. Under the Society's Rules, a Member entitled to attend the AGM and vote may appoint a Proxy to attend and vote on his or her behalf. You may appoint the Chairman of the AGM or anyone else as your Proxy and your Proxy does not have to be a Member of the Society. Your Proxy may vote for you at the AGM but only on a poll.
3. You may instruct your Proxy how to vote at the AGM. Please read the instructions on the Form of Proxy.
4. You can vote in advance of the AGM by submitting a Form of Proxy by 11am on 21 July 2019. You can vote online or by post. You can also submit your Form of Proxy by using a ballot box in a branch by close of business on 19 July 2019.
5. In order to attend and vote at the AGM, or appoint a Proxy, you must qualify as either a Depositing or a Borrowing Member in accordance with the Voting Terms and Conditions contained in Rule 37 of the Society's Rules, which are summarised on the reverse of the Form of Proxy enclosed with this Notice of AGM.
6. Members attending the AGM will be requested to produce evidence of membership, such as a passbook or a bank statement, in order to obtain admission. If you are appointing a Proxy, other than the Chairman of the AGM, to attend and vote on your behalf, please ensure that your Proxy brings an appropriate form of identification to the AGM.
7. A Form of Proxy is enclosed for your use. Completing a Form of Proxy ensures that your vote will be cast. If you subsequently attend the AGM and wish to vote in person your Proxy will be withdrawn by the Independent Scrutineers.
8. If you appoint a Proxy to vote on your behalf and your Proxy does not attend the AGM, your vote will not be counted.

Light refreshments will be served before the AGM.

Explanatory Notes

Information about the business to be considered at the AGM is set out below. All Resolutions are proposed as Ordinary Resolutions.

These explanatory notes should be read in conjunction with the 2018 Annual Report and Accounts.

Resolution 1: 2018 Annual Report and Accounts

The Directors of the Society present the Directors' Reports, the Auditor's Report and the audited financial statements of the Society for the financial year ended 31 December 2018 (the 2018 Annual Report and Accounts) to the AGM. In accordance with the UK Corporate Governance Code, the Society proposes, as an ordinary resolution, a resolution on the 2018 Annual Report and Accounts and Members may raise any questions on the 2018 Annual Report and Accounts under this Resolution.

Resolution 2: Annual report on Directors' Remuneration

Members are invited to approve the Directors' Remuneration Report for the financial year ended 31 December 2018. The Report gives details of your Directors' remuneration for the year ended 31 December 2018.

Resolution 3: Appointment of the Auditor

The Society is required to appoint the Auditor at each annual general meeting at which accounts are laid before the Society, to hold office until the conclusion of the next such meeting. KPMG LLP will cease to hold office as the Society's Auditor following a tender process. In accordance with the requirements of the Co-operative and Community Benefit Societies Act 2014, KPMG LLP have provided the Company with a statement of reasons for ceasing to hold office as the Society's Auditor. A copy of that statement is attached to this document. This Resolution proposes the appointment of Deloitte LLP as Auditor of the Society.

Resolutions 4 & 5: Re-election of Directors

Resolutions 4 and 5 relate to the re-election of John Paddick and April Talintyre as Directors. They will be stepping down in accordance with the Society's rules, and will be seeking re-election. Their biographies can be found in the Appendix.

Resolution 6: Dividend payment to the Kent Reliance Community Fund

This Resolution proposes the use of the dividend deriving from the Society's investment in OneSavings Bank plc for charitable causes by way of the Kent Reliance Community Fund or to use such monies to purchase ordinary shares in OneSavings Bank plc. The Kent Reliance Community Fund assists the Society in distributing donations to charitable causes.

Appendix

Directors seeking re-election

JOHN PADDICK

EXECUTIVE DIRECTOR



John joined the Society in 2011 as Chief Operating Officer. He has held a number of senior posts in the financial services industry, as well as in the business services and the charitable sectors. He returned to the UK in 2007, following a highly successful term as CEO of United Customer Management Solutions Ltd, an Australasian-focussed business services group, and has since then been assisting a variety of enterprises to develop their business strategies, as well as acting as CEO for a local charity. Prior to this, John spent 23 years in National Westminster Bank Plc, and then RBS, including roles at NatWest's Director of Group Customer Service, and then as Managing Director of RBS's Own Brand Business division.

APRIL TALINTYRE

NON-EXECUTIVE DIRECTOR



April is the Chief Financial Officer, and a main board Director of OneSavings Bank plc. April was previously an Executive Director in the Rothesay Life pensions insurance business of Goldman Sachs. Prior to that she worked for Goldman Sachs International for over 16 years, including as an Executive Director in the Controllers division in London and New York. April began her career at KPMG in a general audit department. She has been a member of the Institute of Chartered Accountants in England and Wales since 1992.

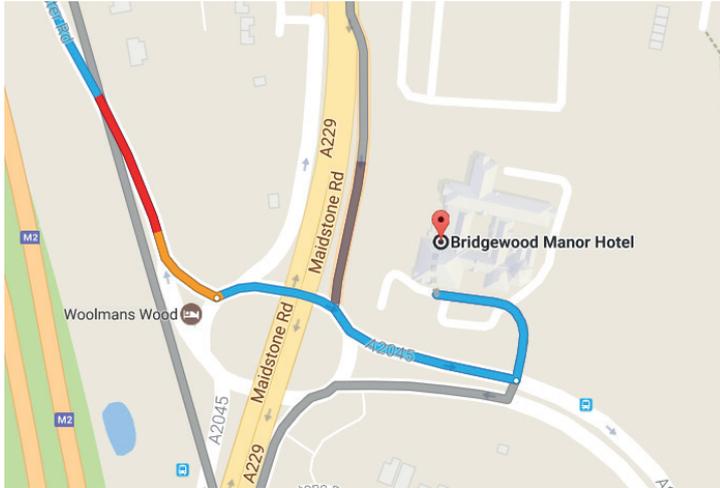
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- 10:45** Teas and coffees
- 11:00** AGM to start
- 12:00** Estimated finish time
- 12:00 - 12:15** Meet with Directors
- 12:15 - 12:30** Depart from Bridgewood Manor Hotel, minibus drop off to Rochester train station available.

HOW TO GET THERE

Bridgewood Manor Hotel, Bridgewood Roundabout, Walderslade Woods, Chatham ME5 9AX

Tel:01634 201333 Fax: 01634 201330 Email: bridgewoodmanorevents@qhotels.co.uk



By road

From the M20 J6

Exit M20 at Junction 6. Take the A229 towards Chatham, going uphill, keeping in the left hand lane follow slip road to the left following signs for A2097 Borstal/Bridgewood. Travel downhill towards Bridgewood roundabout where you take the third exit (passing under the flyover). Bridgewood Manor is 50m on the left hand side.

From the M2

Follow signs for M20 and A229 then almost immediately follow signs for Chatham/Rochester A229. Keep in the left hand lane. At the roundabout take the exit signposted A2097 Borstal/Bridgewood. Travel downhill towards the Bridgewood Manor roundabout where you take the third exit (passing under the flyover). Bridgewood Manor Hotel is 50m on the left hand side.

By Air

Rochester - 1 mile

Gatwick - 42 miles

By Rail

Rochester - 3 miles

TRAVEL DETAILS - MINIBUS PICK UP AND DROP OFF

A minibus pick up and drop off service is available on the day. Please see the timings below.

Rochester train station – 10/10.15am, leave Bridgewood Manor Hotel – 12.15/12.30pm

Arrive back at Rochester Train Station - 12.45pm

