Your Vote

Co-op AGM and Director Elections 2022

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From our Chair

Welcome back!

As a member of our Co-op, it's important to us that you have your say on key matters which make sure your Co-op is run well. Voting in our AGM and elections is one of the ways you can do this.

This booklet contains the formal Meeting Notice. We strongly urge you to vote on the AGM motions, our MND Election and Members' Council Elections. Please read the details in this booklet on how to do this.

The last two years have been difficult, Covid-19 has turned everyone's lives upside down and due to the restrictions imposed by the pandemic, we were unable to hold our usual in person AGM events in 2020 and 2021.

As Covid restrictions are now lifting, this year we will be holding an in-person event at Manchester Central; however, after receiving great feedback on last year's online event, we want this year's AGM to feel different to previous years. We want to get the best of both worlds so everyone who wants to can join in, listen to proceedings and ask questions in real time whether they are in person or online. Please keep an eye on our website **co-operative.coop/agm** where we will post updates on what you can expect on the day.

We are conscious that the Covid situation may well change as we move further into 2022, therefore we may have to adapt our plans. This could mean reverting back to the 2020 and 2021 format, or requiring attendees to have evidence of a Covid vaccination/ wear masks etc. and I would ask you to keep an eye on our website for any further information around this ahead of the day.

Voting

Alongside the standard AGM motions to vote on (accounts, auditors etc), we will also be presenting our Sustainability Report to our members at our AGM for the first time.

For sixteen years we have led the way in open and honest sustainability reporting. From this year we will be taking the lead again. As a co-operative we've long said that we look to optimise our commercial performance alongside our sustainability performance. It is therefore absolutely appropriate that our Sustainability Report is presented to you, our members, alongside our financial accounts at our AGM.

I am proud that in doing this we are leading the way globally on corporate transparency and accountability.

Directors Elections

This year, myself, Sir Chris Kelly and Rahul Powar (all Independent Non-Executive Directors) are all up for re-election. There are also two Member Nominated Director seats this year, and both existing MNDs, Paul Chandler and Sarah McCarthy-Fry, have decided to re-stand.

Allan Leighton

Co-op Chair

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Here's what you can vote on

You can have your say on our Motions, Member Nominated Directors and your Members' Council Representatives.

Vote on AGM motions

These are key decisions that affect the way we do business.

Vote in person by attending the meeting, or by appointing a Voting Representative (this is usually the Chair of the meeting) at **coop.co.uk/vote** You cannot vote online on the day.

Before you vote see pages 8 to 18 of this booklet and the additional information at **co-operative.coop/agm**

Vote to elect your Member Nominated Directors

These directors are chosen directly by you. Our directors make sure your voice is heard at the highest level within our Co-op.

Vote online at coop.co.uk/vote

Before you vote, see pages 19 to 21 of this booklet.

Vote to elect your Members' Council Representatives

Your Members' Council is made up of 100 members representing 13 areas across the UK, and you get to choose who represents you and your community.

Vote online at coop.co.uk/vote

Before you vote, read your 2022 Members' Council Elections booklet.

Can't attend the Meeting?

If you can't attend the meeting, you can nominate someone to vote on the AGM motions for you. This person is called a Voting Representative and can be any eligible member, although it is usually the Chair of the Meeting. We recommend you appoint the Chair of the Meeting to cast your vote. You can do this at coop.co.uk/vote, or by using the form in this pack.



Ways to get involved

Be there: In the Auditorium, Manchester Central, Petersfield, Manchester, M2 3GX.

This is the plan for the day:

 8.30am Doors open for registration and networking

9.30am - 10.15am Online Workshop

join our Council online for their workshop on Climate and Sustainability.

Attending. If you are attending on the day, please pre-register. You can do this by telling us via your AGM email invitation or completing and returning the form in this pack.

10.30am The AGM

Hear a review of the year, ask a question of the Board and have your say by voting on our motions.

⑦ 1.30pm (approx) Meeting closes

Don't forget if you are coming to our AGM, you'll need your Co-op Membership card and another form of ID like a credit card or your driving licence to show you're eligible to attend.

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Go online

On the day of the meeting, you'll be able to join in online, receive key information, business updates and hear plans for the future. You'll also be able to ask questions in real time. To join us online, please register via co-operative.coop and keep an eye on our website **co-operative.coop/ agm**. We will post updates on what you can expect and if we have to change our plans.

If you are joining us online you will not be able to vote on the day, you will need to vote online ahead of the meeting as set out in your email or postal pack.

Ask a Question?

You can ask a question at our AGM by:

- Joining online on the day
- Attending the meeting
- Emailing the AGM team at <u>agm@coop.co.uk</u> by 16 May 2022.

Vote Online by 16 May 2022

By voting, you get the chance to have your say on our Motions, the election of our Directors, including our Member Nominated Directors ('MNDs') and the candidates standing for election to our Members' Council.

All you need are the two voting codes provided in your email or postal pack. You can vote online at coop.co.uk/vote.





Notice of Annual General Meeting

Saturday 21 May 2022 in the Auditorium, Manchester Central, M2 3GX Commencing at 10.30am

Below are the motions we are asking you to vote on. The Board and Council are recommending you vote for all Motions.

More information has been included at the end of this Notice to help you make up your mind.

Motions 1-4

These are Ordinary Motions and are advisory, they only need a simple majority to be passed. A simple majority is more than 50% of the total votes cast.

Our performance

To receive the Annual Report and Accounts for the period ended 1 January 2022.

2

To approve the Directors' Remuneration Report for the period ended 1 January 2022.

Our Remuneration report can be found in our Annual Report and Accounts which is on our website: co-operative.coop/annual-results.

3

To approve our Executive Pay Policy

Our approach to Executive Pay is included in the Remuneration Report of our Annual Report and Accounts.

4

To receive our Sustainability Report for the period ended 1 January 2022.

For sixteen years we have led the way in open and honest sustainability reporting. Building on this, for the first time, we are putting our Sustainability Report, alongside our financial accounts, to our members at our AGM.

Motions 5 - 9

These are also motions to be passed as Ordinary Resolutions but they are binding. They only need a simple majority to be passed.

These motions relate to re-electing our Independent Non-Executive Directors.

Re-electing your Directors

Independent Non-Executive Directors (INEDs).

5

To re-elect Allan Leighton as an Independent Non-Executive Director.

6

To re-elect Sir Chris Kelly as an Independent Non-Executive Director.

7

To re-elect Rahul Powar as an Independent Non-Executive Director.

Who are INEDs?

They're Directors who are independent of the Executive Management team, appointed by the Board and elected by members. They're not involved in the day-to-day running of the business, but they have a key role in ensuring our Co-op is well run.

Appointing our Auditors

8

To re-appoint Ernst & Young LLP as our auditors and authorise the Risk and Audit Committee to fix their remuneration.

Joint Board and Council Motion -Political Donations

9

To seek approval to incur political expenditure, including donations and/ or subscriptions to political parties, not exceeding £750,000 in total for the year commencing 1 January 2023.

Motions 10-12

These are Motions to be passed as Ordinary Resolutions and are advisory.

They only need a simple majority to be passed.

Motion from Members' Council -Member Participation.

10

As a member-owned co-op, participation is core to delivering our vision of 'Co-operating for a Fairer World'. Membership differentiates us from other businesses, supports our work in communities and drives advocacy and impact through our campaigns.

We believe growing member participation is core to our success and more should be done to make it as visible, accessible and rewarding as possible.

We therefore believe our Co-op should:

- Conduct research into barriers for members participating in our Coop to understand how to increase participation, particularly amongst under-represented groups.
- Develop a four-year plan to increase participation in our AGM and Elections to be the leading co-operative as benchmarked against other retail societies and membership organisations.
- Introduce annual targets to increase the number of times members participate in our Co-op and the number of unique members who do participate.
- Increase the prominence and positioning of membership and participation within our

communications, the Co-op app, stores and community activity.

- Develop our programme of Cooperative Member Education and Training to attract and enable a wider audience to participate more fully in membership.
- Report to members on progress against ambitions and targets annually through our Co-operate Report.

Motion from Members' Council -Inequality.

11

Our Co-op was founded on principles of equality and equity and our vision 'Cooperating for a Fairer World' continues this focus today. We welcome the launch of Co-op's social mobility campaign, Commitments to Racial Equality & Inclusion and Honest Value food range, as well as its decision to pay colleagues the Real Living Wage.

Following the government's 'levelling up' white paper, we believe our Co-op and movement should be a leading voice on tackling inequality and champion how businesses can make a difference in communities. Specifically, we believe our Co-op should:

- Advocate for approaches that put the needs of individuals, communities and businesses at the heart of spreading opportunity across the UK, identifying and working with like-minded organisations and partners.
- Build on initiatives, such as our community fridge network and our Honest Value range, to enable greater access to affordable quality food.

- Create opportunities to level up life chances for young people through education and employment, building on our longstanding work with Co-op academies and in the areas of apprenticeships, green skills, and youth voice.
- Publish progress against our Commitments to Racial Equality & Inclusion and our ethnicity pay gap, introduce further reporting measures and encourage other organisations to do the same.

Motion from Members' Council -Climate Change.

12

Members recognise that we must be commercially successful as a cooperative business in the face of rising inflation, the cost-of-living crisis and challenging market conditions. However, this should not be at the expense of our vital commitments on climate and sustainability as set out in our Ten-Point Climate Plan and Co-operate Report.

Our ethical leadership, Co-operative Values and Principles, and alignment to the UN Sustainable Development Goals, ensure we support people and the planet now and in the future. Following COP26, we believe businesses must play a decisive role in ensuring future profitability and development go hand in hand with sustainability. We know that this is something our members and customers expect from us and that buying decisions are increasingly driven by ethical considerations.

Whilst others may roll back on their commitments, we call on our Coop to demonstrate and amplify its longstanding leadership on climate change and sustainability. We believe this is fundamental to our difference and long-term resilience as a responsible cooperative business.

Specifically, this AGM calls on our Co-op to work with the co-operative retail sector to mobilise colleagues, members and customers to accelerate collective action on climate change and sustainability, establishing the Co-op as an undisputed UK leader in ethical business and sustainability. On the day, we will also let you know who you voted to be our Member Nominated Directors.

Ronha -

Helen Grantham Group Secretary 11 April 2022

More Information on our Motions

The technical bit

Voting on each of the motions is by poll.

A poll means that:

- Each individual member has one vote on each motion, whether they vote in person or appoint a Voting Representative;
- Each Independent Society Member (ISM) has weighted votes on each motion. The weighting is decided under Part 2 of our Purchases Regulations which are available at co-operative.coop/agm.

Your Voting Representative must be an Individual member (who can be the Chair of the meeting), or Council member and you must instruct them on how to vote on each motion.

The majority of motions proposed this year relate to the standard business we consider each year - our annual report and accounts, remuneration report, director re-election, auditor appointment and political donations.

Motion 3 - Executive Pay Policy

The Executive Pay Policy is put to members to vote on every three years. It was last voted on by members in its entirety at the 2019 AGM. This can be found in the Remuneration Report in our Annual Report and Accounts (cooperative.coop/annualresults).

While technically not binding, in the event of a vote against this motion 3, the Board has committed to consult with the Council Remuneration Working Group with a view to bringing an amended version forward for another vote at the 2023 AGM. In the meantime, the existing Pay Policy would remain in force until it is amended.

Motion 4 - Our Sustainability Report

For sixteen years we have led the way in open and honest sustainability reporting. From this year we are taking the lead again and for the first time we are putting our Sustainability Report to our members at our AGM. The Report provides an open and honest report on our responsible business performance to help you understand how we're doing on the issues that matter to you, our members.

Motion 5 - To re-elect Allan Leighton as an Independent Non-Executive Director

In the event that Allan is re-elected, he will serve on the Board until February 2024, at which point he would have served on the Board for nine years and, under our Rules and in line with good governance, his term of office would come to an end.

Motion 6 - To re-elect Sir Chris Kelly as an Independent Non-Executive Director

If Chris is successful in being reelected, he will serve on the Board until November 2023, at which point he would have served on the Board for nine years and, under our Rules and in line with good governance, his term of office would come to an end.

Motion 9 - Joint Board and Council Motion - Political Donations

We follow best practice and any decisions on the principles of political

donations is put to a vote at the AGM. We are a founding-member and funder of the Co-operative Party, and have member representation on the Party's National Executive Committee. The Co-operative Party was created in 1917 to defend and further the cause of co-operation in the UK, ensuring that co-operators are elected and the co-operative movement's voice is heard in Parliament and at all levels of government.

As a subscribing member of the Cooperative Party, last year we agreed funding of £598,600 for 2022. If this motion is not passed, we will give notice to the Co-operative Party that we will withdraw as a subscribing member; however, we will honour our existing commitment to give them a minimum of 12 months' notice to terminate our membership and will provide funding until the end of 2023 to allow them time to think about the Party's future. If this motion is passed, we will continue to be a subscribing member paying £598,600 in 2022, and will also be able to make additional small donations to other political parties, campaigns and organisations which support Co-operative values and principles, with total expenditure not exceeding £750,000.

Motion 10 - Member Participation

Providing members with authentic, relevant, interesting and diverse ways to participate in the Co-op they own is essential in delivering our vision of Co-operating for a Fairer World. Our purpose is rooted in the fact that we're owned by our members and encouraging members to play an active role in their Co-op helps us achieve our co-operative ambitions.

We know not all members want to participate in the same way. We work

hard to ensure the opportunities for participation appeal across a range of areas, ensuring we are inclusive of all of our membership and the ways in which they wish to engage with us. We know there is always more to do and we listen to our members and learn from them to adapt and develop our plans and approach.

2021 was a record-breaking year for participation with members engaging over 1.7million times in a breadth of activity from choosing their local community causes, joining in on our campaigns and community initiatives, learning more about our unique values and helping to design some delicious cocreated new products.

Voting and elections is a key part of our member participation activity. While we know not all members wish to engage in this way, we take active steps to encourage them to do so.

With Members' Council support over a number of years, we have established a unique capacity to engage with members in their communities. The creation of 1.000 Member Pioneer roles and a further 100 Member Pioneer Co-ordinator roles has enabled us to greatly improve opportunities for members to participate within their local communities. In 2021, for example, Pioneers hosted over 300 'Join In Live Local' activities; providing opportunities for members and the wider community to get involved in our activities, such as our campaign to recycle soft plastics in stores. Our Member Pioneers engage with c35,000 people per month. They will continue to spearhead local engagement with members this year, with a focus on promoting participation in our Co-op AGM in many communities; building local networks; taking part in Local Forums that bring together members,

colleagues and the community; and acting as a key link to our Members' Council members locally.

In recent years, the Board has responded positively to Council suggestions on initiatives to increase participation in our AGM and voting.

Our AGM and elections are promoted as part of our member participation offer across a wider range of Co-op channels, including through our Coop app, on social media and in store through our Member Pioneer network and community network. We've also explored ways to incentivise voting including charity donations and Coop Festival prize draws to encourage voting amongst younger members. Our experience is that a "tell" approach does not significantly increase participation and ensuring we have a way to engage and increase engagement with members over time is an important part of the journey of participation. We continue to evolve the AGM to be a more interactive event across face to face and virtual channels and have used data and feedback from members from underrepresented groups to promote the opportunity to stand for election in diverse communities which has seen an increase in ethnic group and female candidates standing for election.

Motion 11 - Inequality

The Covid-19 pandemic has shown in greater clarity than ever before the inequalities in our country which have always been there if not well known. These inequalities will also mean that the cost of living issues will affect those least able to manage the most.

We welcome the Government's desire to tackle such inequalities and the broader political consensus that action must be taken. We have made it clear that we believe businesses have a critical role to play in what must be a national endeavour to tackle inequality so that opportunity is as evenly spread as talent self-evidently is.

Our social mobility campaign, approved by our Members' Council in May 2021, aims to tackle these inequalities by supporting aspiration and driving social mobility. We have established our Co-op as a leading voice on the issue both within Government and the wider business sector. We are proud to be part of the This Is Purpose coalition and are working with other businesses, the Social Mobility Commission and other like-minded organisations to champion action to drive social mobility across the UK.

In our update on the action we have taken since our AGM in 2021, we have set out a range of actions we have taken and many of those initiatives will continue in 2022 and beyond such as our work with Hubbub on Community Fridges; the continued investment we are making in our Honest Value range; our Apprentice Levy Match scheme and with young people through the Peer Action Collective which is funded through our £5.1m partnership with the Youth Endowment Fund and the I Will Foundation alongside our continuing support of the Co-operative Academies Trust (CAT).

Motion 12 - Climate Change

Since the founding of our Co-op in 1844, we have been guided by our cooperative principles. With such a long history our Co-op has had to respond to many economic, political and social challenges and throughout we have come through with our values and principles not only intact but reinforced at the forefront of our identity.

Despite difficult times ahead, with a challenging economic outlook and rising inflation, we will not turn away from the huge challenges for our planet and people. We are at a critical point where change is needed from business, government and citizens to make the necessary progress on sustainability and climate change.

Our pioneering 10-point climate change plan has committed us to reduce our carbon emissions as quickly as possible and in line with the science. This is not something on which we can turn the tap on and off and future generations will not thank us if we were to do so. That's why we were delighted to report that in 2021 we have reduced our operational emissions by 51% and three years ahead of target.

In addition, we remain as committed as ever to our wider sustainability ambition and commitments. We've continued to make great progress on our packaging recyclability and are committed to continue sourcing our products and ingredients in a responsible way, in line with our public commitments.

We will continue our approach to treating people fairly in our supply chains through Fairtrade and our ethical trade programme, with some of these producers and workers already facing into the harsh impacts of climate change in their own environments.

We know that co-operation is key to delivering the changes that we want to see. We can do a huge amount as a business but ultimately need to work with our members, shoppers and the wider movement to make the sustainable changes which will have a big impact. So, we will remain committed to helping those who we partner with and who shop with us to make informed and sustainable choices and participate in community-led action on ethical issues.

Electing your Independent Non-Executive Directors

Our Rules set out which Directors need to stand for election or re-election each year. This year we're asking you to re-elect Allan Leighton, Sir Chris Kelly and Rahul Powar as Independent Non-Executive Directors.

All Directors have met the eligibility criteria under our Rules.



Allan Leighton

Independent Non-Executive Director and Chair

Appointed as an Independent Non-Executive Director on 19 February 2015 and is also our Chair.

Skills and Experience

Allan has held many high profile roles, including Chief Executive of Asda from 1996 to 2000, and Non-Executive Chairman of Royal Mail from 2002 to 2009. Allan is currently the Chairman of C&A, Canal & River Trust, Element Limited, Northern Bloc Ice Cream, Simba Sleep Limited, PizzaExpress and BrewDog Plc.

Why I love being a Director of our Co-op

We are part of a movement that does business in a better way and our focus is clear: to serve our members and the communities where we do business by co-operating for a fairer world. Our Co-op is at the heart of communities and our ambition to build on that is firmly embedded in the plans we are developing.

Our Co-op has always been special to me since the days my father ran our local Coop store and it's an honour for me to chair this amazing business. The resilience and co-operation our colleagues have shown during the last two years to keep our business going, our customers fed and cared for and our communities supported is something I am very proud to be part of. Inspiring young people to make the most of their lives means a lot to me which is why I will again donate my fee as a director and chair to the Co-op Foundation which does fantastic work helping our young people make a positive contribution to our communities.

Electing your Independent Non-Executive Directors



Sir Chris Kelly

Independent Non-Executive Director

Appointed as an Independent Non-Executive Director on 14 November 2014 and is also our Senior Independent Director.

Skills and Experience

Chris chaired our Co-op's independent review which considered the events leading up to the re-capitalisation plan for The Co-operative Bank plc in 2013. He is currently Chair of the Oversight Board of the Office for Budget Responsibility and Chair of Co-op Insurance Services Limited. He is also a trustee of the Canal and River Trust, where he chairs the Audit and Risk Committee.

Previous roles include chairing the Kings Fund (the health and social care think tank), the Committee on Standards in Public Life, the Financial Ombudsman Service, the Responsible Gambling Strategy Board and the NSPCC. For many years he was a senior public servant, mostly in HM Treasury, but latterly as Permanent Secretary of the Department of Health.

Why I love being a Director of our Co-op

Our Co-op has and continues to do a tremendous job in supporting our communities. Our strength comes from the belief of our members in the good that an organisation like ours can do when it is well-governed and well-led. I've been privileged to have played my part in our Co-op's development and the impact our Co-op has on our members and their communities. It would be a great honour to continue serving on our Board and make a contribution to our future success.



Rahul Powar

Independent Non-Executive Director

Appointed as an Independent Non-Executive Director on 23 July 2018.

Skills and Experience

Rahul is the founder and Chief Executive of Redsift, an organisation which provides an open platform delivering products that prevent cyber attacks. Prior to Redsift, he founded Apsmart which was acquired by Thomson Reuters Corporation in 2012. At Thomson Reuters, he served as the Head of Advanced Products & Innovation. In a previous life he was part of the founding team and principal technical architect of Shazam. Before the launch of the iTunes AppStore, he envisioned and created the first Shazam iPhone App.

Why I love being a Director of our Co-op

Our Co-op has a clear, ethically driven purpose that differentiates us from our competitors which has always resonated with me. We want to innovate and use digital force for good and create more value for our members and communities and promote our Co-op for the next generation of members. Since joining the Board in 2018 I have gained a real sense of what our organisation can do and the impact it has; I'd be honoured to continue helping to develop a Co-op for the future.

Electing your Member Nominated Directors

What is a Member Nominated Director (MND)?

Member Nominated Directors make sure your voice is heard at the highest level. Just like the Executive Directors and the Independent Non-Executive Directors they're part of the Board, but the difference is that they are directly chosen by you.

How many MNDs are we voting for?

This year you are voting for 2 MNDs and you can choose from 4 candidates.

The value of our MNDs

All our Directors need to demonstrate a strong commitment to Co-operative values and principles. They must also have a strong commercial background and have proven skills and capabilities. The Board together determines the strategy of our Co-op and the MNDs play a key part in this, ensuring that the interests of members are at the heart of everything we do.

Term of Office

The term of office for the MND positions is three years.

In the event Paul Chandler is re-elected, he will be required to step down at the AGM in 2024, as he would have reached the maximum term for serving on the Board of 9 years. An election to fill the seat for the remainder of the term of one year would be held.

Details of the candidates are listed on the next pages. They have been listed in random order.





Paul Chandler

Occupation

Current Member Nominated Director

Co-op Businesses traded with in last 12 months

Co-op Food, Co-op Insurance

We've seen good progress during my time on the Co-op Board. I'm particularly proud of helping deliver our widelyacclaimed Climate Plan, leadership on Fairtrade and responsible supply chains, introduction of the Real Living Wage, and contribution to local communities.

The future looks challenging, so I'll use my experience - including twelve years as CEO of Traidcraft, the Fairtrade pioneers - to ensure we always prioritise members' interests and maintain the co-op difference through our commitments to sustainability and co-operative values.

Tim Nolan

Occupation Non-Executive Director

Co-op Businesses traded with in last 12 months

Co-op Food

I was born into the Co-operative Movement - my great-grandfather and grandparents managed and worked in Lancashire stores. I have championed this passion for co-operation working for a school co-operative, the NHS, the justice system and as an international retail CEO.

But co-operation isn't about CVs. It's about values: promoting diversity, sustainability and 'doing the right thing'- we must engage with members in their communities who already know this. Commercial success comes when our Board listens and works with members.





Sarah McCarthy-Fry

Occupation Current Member Nominated Director

Co-op Businesses traded with in last 12 months

Co-op Food, Co-op Insurance

I've been privileged to serve as your Member Nominated Director during three years of unprecedented challenges.

Our Co-op is now facing new challenges, which will require sound financial and strategic decision making while holding fast to our Co-operative Values and Principles.

My current Co-op Board experience and extensive financial expertise will bring continuity and stability to the Board. Alongside that, as an active co-operator for 30 years, I bring my commitment to Co-operative Values and Principles.

Please support my re-election.

Christine Tacon

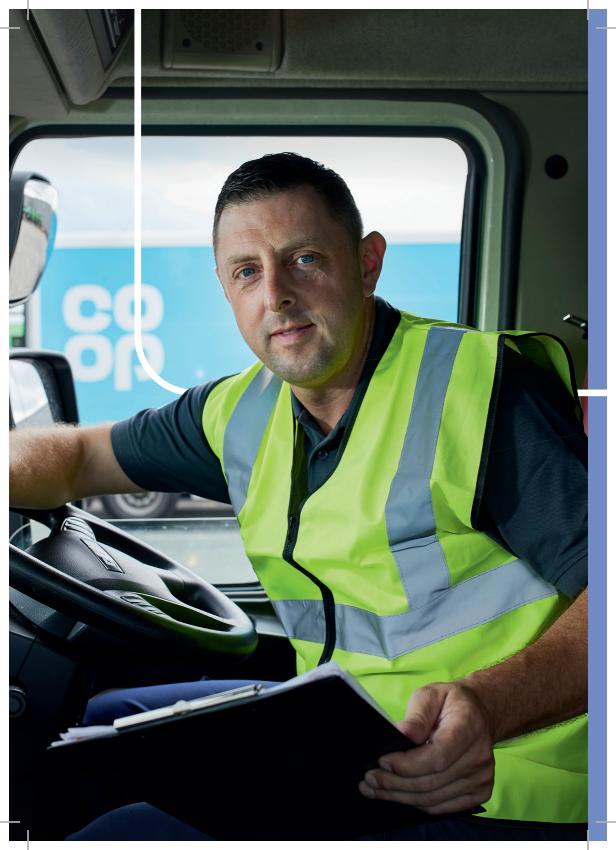
Occupation Chair/Trustee

Co-op Businesses traded with in last 12 months

Co-op Food

I led Co-op's farming business for 11 years. More recently as Groceries Code Adjudicator, I regulated the Co-op. I've been an insider and an outsider. I know first-hand that balancing commercial and co-operative isn't always easy, but I care about co-op values.

As your MND, I will ensure members' voices are at the heart of decisions - that means really listening to Co-op Members, be they young or old, new or life-long, and whether in village, town or city communities.





Access for all

We can provide publications in large print, audio and other formats

If you require a copy of these documents in any other format or if you have difficulty accessing the additional information online, please email us at agm@coop.co.uk, call us on 0800 023 4708 or write to us at Co-op Membership, Department 10703, 1 Angel Square, Manchester M60 0AG.

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