

## NOTICE OF THE COURT MEETINGS

### THE MEDICAL AND DENTAL DEFENCE UNION OF SCOTLAND

**NOTICE IS HEREBY GIVEN** that, by an order dated 16 January 2020 (the **Order**), the Court of Session in Edinburgh (the **Court**) has directed separate meetings to be convened of the In-Scope Members (as defined in the Scheme of Arrangement referred to below) (the **In-Scope Members Court Meeting**) and the Non-In-Scope Members (as defined in the Scheme of Arrangement) (the **Non-In-Scope Members Court Meeting**), for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement under Part 26 of the Companies Act 2006 (**Companies Act**) and which is proposed to be made between The Medical and Dental Defence Union of Scotland (**MDDUS**) and the Scheme Members (as defined in the Scheme of Arrangement) (the **Scheme of Arrangement**).

#### **IN-SCOPE MEMBERS COURT MEETING**

**The In-Scope Members Court Meeting shall be held at Kimpton Blythswood Square Hotel, 11 Blythswood Square, Glasgow G2 4AD on 11 February 2020 commencing at 10:00 a.m.**

At the In-Scope Members Court Meeting, the following resolution will be proposed:

*"That the scheme of arrangement dated 20 January 2020 (the **Scheme of Arrangement**), between The Medical and Dental Defence Union of Scotland (**MDDUS**) and the Scheme Members (as defined in the Scheme of Arrangement), a print of which has been produced to this meeting and, for the purposes of identification, signed by the chair hereof, in its original form or with or subject to any modification, addition or condition approved or imposed by the Court of Session in Edinburgh, and consented to by MDDUS, be approved and the directors of MDDUS be authorised to take all such actions as they consider necessary or appropriate for carrying the Scheme of Arrangement into effect".*

Entitlement to attend and cast one vote at the In-Scope Members Court Meeting, or any adjournment thereof, shall be determined by reference to those members identified by MDDUS as In-Scope Members on its register of members (**Register of Members**) at 5:00 p.m. on 7 February 2020, or if the meeting is adjourned, on the day which is two Business Days (as defined in the Scheme of Arrangement) before the date of that adjourned meeting. In each case, changes to the Register of Members after that time shall be disregarded.

Voting at the In-Scope Members Court Meeting will be by poll, which may be conducted as the chair of the In-Scope Members Court Meeting shall determine.

For the In-Scope Members Court Meeting (or any adjournment thereof) to be properly convened, a quorum of six In-Scope Members entitled to vote on the resolution proposed, each being an In-Scope Member or, where the In-Scope Member is a corporation, a duly authorised corporate representative, must be present in person or by proxy.

By the Order, the Court has appointed Dr Jonathan P. Berry or, failing him, Dr Joanna Bayley or, failing her, Christopher Kenny, to act as chair of the In-Scope Members Court Meeting and has directed the chair to report the result of the In-Scope Members Court Meeting to the Court.

## **NON-IN-SCOPE MEMBERS COURT MEETING**

**The Non-In-Scope Members Court Meeting shall be held at Kimpton Blythswood Square Hotel, 11 Blythswood Square, Glasgow G2 4AD on 11 February 2020 commencing at 10:30 a.m. or as soon as reasonably practicable following the conclusion of the In-Scope Members Court Meeting.**

At the Non-In-Scope Members Court Meeting, the following resolution will be proposed:

*"That the scheme of arrangement dated 20 January 2020 (the **Scheme of Arrangement**), between The Medical and Dental Defence Union of Scotland (**MDDUS**) and the Scheme Members (as defined in the Scheme of Arrangement), a print of which has been produced to this meeting and, for the purposes of identification, signed by the chair hereof, in its original form or with or subject to any modification, addition or condition approved or imposed by the Court of Session in Edinburgh, and consented to by MDDUS, be approved and the directors of MDDUS be authorised to take all such actions as they consider necessary or appropriate for carrying the Scheme of Arrangement into effect".*

Entitlement to attend and cast one vote at the Non-In-Scope Members Court Meeting, or any adjournment thereof, shall be determined by reference to those members identified by MDDUS as Non-In-Scope Members on the Register of Members at 5:00 p.m. on 7 February 2020 or, if the meeting is adjourned, on the day which is two Business Days before the date of that adjourned meeting. In each case, changes to the Register of Members after that time shall be disregarded.

Voting at the Non-In-Scope Members Court Meeting will be by poll, which may be conducted as the chair of the Non-In-Scope Members Court Meeting shall determine.

For the Non-In-Scope Members Court Meeting (or any adjournment thereof) to be properly convened, a quorum of six Non-In-Scope Members entitled to vote on the resolution proposed, each being a Non-In-Scope Member or, where the Non-In-Scope Member is a corporation, a duly authorised corporate representative, must be present in person or by proxy.

By the Order, the Court has appointed Dr Jonathan P. Berry or, failing him, Dr Joanna Bayley or, failing her, Christopher Kenny, to act as chair of the Non-In-Scope Members Court Meeting and has directed the chair to report the result of the Non-In-Scope Members Court Meeting to the Court.

## **GENERAL**

A copy of the circular (the **Circular**) incorporating the Scheme of Arrangement and the explanatory statement which is required to be furnished under section 897 of the Companies Act, has been published and is available for Scheme Members to view, and download, on the website of MDDUS, [www.mddus.com/scheme](http://www.mddus.com/scheme). In accordance with section 897(4) of the Companies Act, a hard copy of the Circular can also be obtained by Scheme Members, free of charge, by contacting Civica Election Services during business hours on +44 (0) 20 8889 9203 or by submitting a request in writing to Civica Election Services at The Election Centre, 33 Clarendon Road, London N8 0NW.

The Scheme of Arrangement shall be subject to the subsequent sanction of the Court.

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*Solicitors for MDDUS*

*Solicitors for MDDUS*

Dated: 20 January 2020

## Notes:

- (1) A form of proxy for use by In-Scope Members at the In-Scope Members Court Meeting (the **Form of Proxy for In-Scope Members**) is enclosed with this notice for In-Scope Members. To be valid, the Form of Proxy for In-Scope Members should be completed, signed and returned to Civica Election Services in accordance with the instructions on the form. It is requested that the Form of Proxy for In-Scope Members be received by Civica Election Services not less than two Business Days before the time of the In-Scope Members Court Meeting (in other words, by 10:00 a.m. on 7 February 2020) or, as the case may be, the adjourned In-Scope Members Court Meeting. A pre-paid envelope has been provided for this purpose. Forms of Proxy for In-Scope Members not returned by that time may be handed to Civica Election Services, on behalf of the chair of the In-Scope Members Court Meeting, before the start of the In-Scope Members Court Meeting (or, as the case may be, the adjourned In-Scope Members Court Meeting) and will still be valid. In-Scope Members may also appoint a proxy online by going to [www.cesvotes.com/mddus20](http://www.cesvotes.com/mddus20) (such appointment to be made by 10:00 a.m. on 7 February 2020).
- (2) A form of proxy for use by Non-In-Scope Members at the Non-In-Scope Members Court Meeting (the **Form of Proxy for Non-In-Scope Members**) is enclosed with this notice for Non-In-Scope Members. To be valid, the Form of Proxy for Non-In-Scope Members should be completed, signed and returned to Civica Election Services in accordance with the instructions on the form. It is requested that the Form of Proxy for Non-In-Scope Members be received by Civica Election Services not less than two Business Days before the time of the Non-In-Scope Members Court Meeting (in other words, by 10:30 a.m. on 7 February 2020) or, as the case may be, the adjourned Non-In-Scope Members Court Meeting. A pre-paid envelope has been provided for this purpose. Forms of Proxy for Non-In-Scope Members not returned by that time may be handed to Civica Election Services, on behalf of the chair of the Non-In-Scope Members Court Meeting, before the start of the Non-In-Scope Members Court Meeting (or, as the case may be, the adjourned Non-In-Scope Members Court Meeting) and will still be valid. Non-In-Scope Members may also appoint a proxy online by going to [www.cesvotes.com/mddus20](http://www.cesvotes.com/mddus20) (such appointment to be made by 10:30 a.m. on 7 February 2020).
- (3) If you are in any doubt about completing either the Form of Proxy for In-Scope Members or the Form of Proxy for Non-In-Scope Members, please telephone the MDDUS helpline on +44 (0) 333 043 4444. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines will be open between 9:00 a.m. to 5:00 p.m., Monday to Friday excluding public holidays in Scotland. Different charges may apply to calls from mobile telephones. Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Scheme of Arrangement nor give any legal or other professional advice.
- (4) Completion of the Form of Proxy for In-Scope Members or the appointment of a proxy online will not prevent an In-Scope Member from attending and voting in person at the In-Scope Members Court Meeting, or any adjournment thereof, if they so wish. If an In-Scope Member appoints a proxy and then decides to attend the In-Scope Members Court Meeting in person and vote using their poll card, then their vote in person will override the proxy vote.
- (5) Completion of the Form of Proxy for Non-In-Scope Members or the appointment of a proxy online will not prevent a Non-In-Scope Member from attending and voting in person at the Non-In-Scope Members Court Meeting, or any adjournment thereof, if they so wish. If a Non-In-Scope Member appoints a proxy and then decides to attend the Non-In-Scope Members Court Meeting in person and vote using their poll card, then their vote in person will override the proxy vote.
- (6) An In-Scope Member which is a company (a corporation) and which wishes to be represented at the In-Scope Members Court Meeting, has the right to appoint in writing a corporate representative to attend and vote at the meeting. Corporate representatives have the same powers on behalf of the corporation which they represent as that corporation could exercise as if it were an individual In-Scope Member. A corporate representative may be required to produce to Civica Election Services, on behalf of the chair of the In-Scope Members Court Meeting, the written authority to attend and vote at the relevant meeting at any time before the start of the meeting.
- (7) A Non-In-Scope Member which is a company (a corporation) and which wishes to be represented at the Non-In-Scope Members Court Meeting, has the right to appoint in writing a corporate representative to attend and vote at the meeting. Corporate representatives have the same powers on behalf of the corporation which they represent as that corporation could exercise as if it were an individual Non-In-Scope Member. A corporate representative may be required to produce to Civica Election Services, on behalf of the chair of the Non-In-Scope Members Court Meeting, the written authority to attend and vote at the relevant meeting at any time before the start of the meeting.
- (8) If you have any questions about appointing a proxy online, please telephone the Civica Election Services helpline on +44 (0) 20 8889 9203. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines will be open between 9:00 a.m. to 5:00 p.m., Monday to Friday excluding public holidays in England. Different charges may apply to calls from mobile telephones. Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Scheme of Arrangement nor give any legal or other professional advice.