

**The Midcounties Co-operative Limited
Minutes of the Special Meeting of Members
held at Co-operative House, Warwick and online**

2 December 2025 at 6.30pm

Directors present:

**Irene Kirkman, President
Vivian Woodell, Vice-President
Paul Mather, Vice-President
Ellie Boyle
Bernadette Connor
Amanda Davis
Callum Dunne
Harvey Griffiths
Stephen Hawksworth
Paul Mather
Nick Milton
Barbara Rainford
Fiona Ravenscroft
Helen Wiseman
Janson Woodall**

Officers Present:

**Edward Parker, Secretary & Head of Governance
Phil Ponsonby, Chief Executive**

By invitation from Central England Co-operative:

**Elaine Dean, President, Central England Co-operative
Debbie Robinson, Chief Executive
Andy Seddon, Society Secretary**

**637 members attending (including Directors and Officers)
5 guests attending**

**The Midcounties Co-operative
Special Meeting
2 December 2025**

25/34 Meeting purpose and background

The meeting had been convened to consider and approve (or otherwise) a resolution to confirm the special resolution passed at the Special Meeting of members held on 17 November 2025 which had approved the transfer of the Society's engagements to Central England Co-operative Limited. This second 'confirmatory' resolution was required by law for the transfer of engagements to become effective. It was noted that Central England's members had passed rule changes designed to accommodate the transfer of engagements and other items agreed between the two Societies at a Special Meeting of members held on 19 November 2025.

25/35 Presentations

Short presentations and summary information on the proposed merger were provided by Irene Kirkman, Debbie Robinson, Elaine Dean, Phil Ponsonby and Paul Mather. This summarised the information shared with members at the Special Meeting held on 17 November 2025. The same short video was also shown.

25/36 Q&A session

Questions were raised around the following – the composition of the Board of the newly merged Society; procedural questions around the transfer of engagements process; whether assets were being sold prior to the merger; the impact of government proposals on Post Offices on the Post Office operations of the merged Society; the relationship with Co-operative Group going forwards; the views of the other independent societies on the merger; the challenges facing the new Society; whether businesses would be sold by the new Society; the future of the two head offices; the use of member cards in the merged Society's stores; the financial projections for the new Society; the position on fixed term investments on account of the merger.

25/37 Special Resolution - approval

A practice vote was taken.

The below Special Resolution was proposed, seconded and approved:

The Midcounties Co-operative
Special Meeting
2 December 2025

For
526

Against
16

Abstain
3

That the resolution adopted on the day of 17 November 2025 transferring the engagements and assets of The Midcounties Co-operative Limited to Central England Co-operative Limited is hereby confirmed.

25/38 Meeting close

There being no further business, the meeting closed.

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Date:

President

Date of next meeting - Special Meeting - 20 January 2026