



Institute of Directors
116 Pall Mall
London, SW1Y 5ED

19 May 2026

Re: Notice of the Annual General Meeting

Dear Voting Member,

You are hereby invited to the Annual General Meeting of the Institute of Directors which will be convened at 116 Pall Mall, London SW1Y 5ED and virtually on Wednesday 10 June 2026 at 16:00.

The meeting will open with a welcome from the Chair of the Institute, John Browett, followed by a strategic update from the Director General Jonathan Geldart, and a Council Report from the Senior Independent Council Member and Chair of Council, Dr Eelco Fiole, CDir.

Members are asked to support a number of resolutions at this year's AGM.

Standard AGM Business

The standard IoD AGM business follows the well-recognised procedures of:

Resolution 1 - receiving the Annual Report and Accounts for the year ended 31 December 2025.

Resolution 2 - approving the reappointment of RSM UK LLP as external auditors of the Institute until the conclusion of the 2027 Annual General Meeting of the Institute.

The Annual Report and Accounts 2025 can be found at [Annual Report and Accounts 2025](#).

At the conclusion of the normal business, there will be an opportunity for questions from Members concerning Institute business. Should you wish to submit questions beforehand please email institute.secretary@iod.com.

RECOMMENDATION

The Board considers that all of the resolutions set out in the Notice are in the best interests of the IoD and its Members as a whole and are therefore likely to promote the success of the organisation. The Board recommends that you vote in favour of each of the resolutions being put to the AGM in the same way as the Directors intend to do in respect of their membership rights (other than in respect of those matters in which they are interested).

Sincerely,

A handwritten signature in blue ink, appearing to be 'K. Lewis', with a small blue dot at the end.

Kristina Lewis
Institute Secretary on behalf of the Board



EXPLANATORY NOTES

The following pages provide further details of resolutions being proposed at the AGM.

Resolution 1 – Receipt of the Annual Report and Accounts 2025

For each financial year, the Directors must present the Annual Report and Accounts to Members.

Resolutions 2– Re-appointment of auditor

The IoD is required to appoint an auditor at each general meeting at which accounts are laid before Members. The auditor holds office from the conclusion of the AGM until the conclusion of the following year's meeting. On the recommendation of the Audit and Risk Committee, the Board proposes that RSM UK LLP be reappointed as the IoD's auditor.