



# DWF Group PLC - Annual General Meeting 2020 transcript

**JONATHAN BLOOMER:** Thank you and good afternoon everybody. Welcome to the Annual General Meeting of DWF Group plc. I'm Jonathan Bloomer, Chair of DWF. It is just after 2.00 pm and we do have a quorum present, so I declare the meeting open. In view of the ongoing COVID-19 pandemic and the UK government's guidance, we have made the decision to prohibit physical attendance at the meeting, but instead, for the first time, enabled shareholders to attend and participate in the meeting electronically. This is to protect the health and wellbeing of shareholders, directors, employees, and other key stakeholders.

I am, however, delighted to be able to extend a warm welcome to our shareholders, who are participating online through the virtual meeting platform. This will broadcast the AGM in audio format with presentation slides. You will also have the opportunity to ask questions through the platform. If you wish to ask a question, please click on the 'message' icon, which is located at the bottom of your screen if you're viewing from a phone, or the top of your screen if you're viewing from a laptop. Type your message into the 'ask a question' box and click the arrow button to the right-hand side of the box. Before asking your question, please do give your name and state whether you are a shareholder, a proxy, or a corporate representative. If you are a proxy or a corporate representative, please state your name and also the name of the shareholder you are representing.

This slide introduces the Board, who have all joined the meeting remotely. There have been a number of Board changes since our last AGM. Sir Nigel Knowles succeeded Andrew Leatherland in May 2020 as Group Chief Executive. The Board recognises Andrew's tremendous influence on the business, which he helped grow into a global legal firm, which achieved a successful IPO last year. I would like to take this opportunity, on behalf of the Board, to wish him all the best in his future endeavours.

On 1<sup>st</sup> August this year, I had the pleasure of being appointed as Chairman of the Board. On the same date, Chris Sullivan was appointed Deputy Chairman, alongside his role as the Senior Independent Director. Chris had acted as interim Chairman from May 2020 to enable the Board to conduct a search for a new Chairman to succeed Sir Nigel Knowles. Matthew Doughty, a Partner Director on the Board, agreed to become our Chief Operating Officer, a new position on the Executive Board. To reflect this change, with effect from 22<sup>nd</sup> October, i.e. tomorrow, Matthew Doughty's position on the Board will change from Partner Director to Executive Director.

I am also pleased to say we have selected two new Partner Directors. Seema Bains and Michele Cicchetti, who will join the Board with effect from tomorrow. Our other Directors, with whom you will be familiar, are Chris Stefani, Chief Financial Officer; Teresa Colaianni, Independent Non-Executive Director and Chair of the Remuneration Committee; Samantha Tymms, Independent Non-Executive Director and Chair of the Risk Committee; Luke Savage, Independent Non-

Executive Director and Chair of the Audit Committee; and also Vinodka Murria, Independent Non-Executive Director. I would also like to introduce our Company Secretary, Mollie Stoker.

Before we move on to the activities of the Company with a brief presentation from Sir Nigel, I would now like to start the formal proceedings of this Annual General Meeting. Now is your opportunity to vote on our proposed resolutions, as many of you have already done so. Resolutions 17-20 are proposed as special resolutions and require 75% of the votes cast to be passed. All other resolutions are proposed as ordinary resolutions, requiring a simple majority in order to be passed. The proposed resolutions 1-20, together with explanatory notes, were set out in the Notice of Meeting which was posted to shareholders on 22<sup>nd</sup> September this year, and made available on the Company's website on the same date. Accordingly, the requisite notice of the meeting has been given. I therefore propose that the Notice of Meeting should be taken as read. To more accurately reflect the views of shareholders of the Company, voting today will be by way of a poll on each of the proposed resolutions put to the meeting. This is seen as best practice, as it gives all shareholders the opportunity to participate in the decision-making of the Company, and have their votes recorded in proportion to the number of shares they hold.

I appoint our registrars, Equiniti, to act as scrutineers. In the online meeting platform, the voting icon will appear on the navigation bar when I declare the poll open. Once you click on this, the proposed resolutions will appear on your screen along with the voting options. Please note that only shareholders, proxy holders, or shareholder representatives, may vote. If your vote is not being cast entirely one way or is not being cast in respect of the entire holding, there is a slider at the top to split your vote. Otherwise, all the shares registered in your name, or in the name of the person you are representing, will be included in the count. You have one vote per share. You have three options for each resolution proposed. You can vote for the proposed resolution, against the proposed resolution, or you may withhold your vote. A vote withheld is not a vote in law and will not be counted in a calculation of the proportion of the votes for or against a resolution. Simply select one of these options to cast your vote. You can change your vote at any time until the poll closes. Your vote will have been submitted when the voting option icon changes colour having selected it, and a 'vote received' message appears. There is no final 'submit' button, as the voting is live.

I now declare the poll open and it will remain open until 15 minutes after the end of this meeting. The scrutineers expect to be able to ascertain the final voting results shortly after the end of the meeting. An announcement of the figures will be made via our regulatory information service, (RNS), and posted on the Company's website. If any person attending the meeting online is having any difficulties with using the platform, there is a user guide that you can access through the platform on the information tab. We'll now have a brief update from Sir Nigel ahead of answering any questions shareholders may have. So, over to you, Nigel.

**SIR NIGEL KNOWLES:** Thank you, Jonathan, and thank you to everyone for joining us virtually for this meeting. We hope that next year we will be able to meet in person. We are just seven and a bit working days from the end of our half year, and so we will not be providing a trading update at today's AGM. Our most recent trading update was published on 8<sup>th</sup> September, but I confirm that we intend to provide a further update on 5<sup>th</sup> November.

I would like to use my time today to provide a few updates in relation to our people and our clients. Let me start by updating you on our lateral hire recruitment programme. Broadly speaking, we build and grow the partner talent pool in our businesses in two ways, M&A and the recruitment of partners. We said in our 8<sup>th</sup> September update that M&A was temporarily on hold, which it is. This will return when the time is right, but for now we still continue to recruit partners across all areas of our business. Since 1<sup>st</sup> May, the start of our new financial year, we have recruited twelve new partners. This includes at least one in each of our divisions, and seven within insurance, a key element of our resilient business model. We have also recruited two restructuring partners in the UK, and have strengthened our insurance and real estate teams in Poland. We have a strong pipeline of potential new hires that we continue to progress. In addition to the recruitment of new people since my appointment as CEO in late May, I have made engagement with our people one

of my key priorities. This has included sharing details of our FY21 strategic priorities and business plan through a series of Town Hall events and other communications. I am extremely pleased that we have launched our first ever Group Bonus Plan, which will help to drive an ever closer alignment of the interest of our people and our shareholders.

We have also spent a great deal of time and energy in ensuring that the culture of our organisation remains strong during these unusual and challenging times. I would like to pay tribute to our people for the way they have responded, and the flexibility they have shown over the past six to eight months. Their commitment to support our clients, support our communities, and support each other, has been fantastic. This is why it is so important that we have continued to organise the sorts of activities and events that allow colleagues to come together to help build and strengthen our culture. Three recent examples include, diversity week is our annual programme of events to celebrate diversity in all its forms, and discuss the issues and barriers that still exist. This year, we held thirteen global virtual events in which more than 1,000 of our people and clients participated.

The second is the DWF Foundation, which has made a big difference to many small charities in the communities in which we operate. Since it was formed nearly five years ago, it has donated over £450,000 to more than 200 charities. During the pandemic, our people have continued to raise funds for the Foundation through virtual or socially-distanced activities, and have helped UK-based charities to fight homelessness, support health and wellbeing and employability campaigns. The Rubies is our Annual Awards Programme through which colleagues nominate each other for recognition in a range of categories. Last year was its first year. We had more than 430 nominations and the winners were revealed at an annual ceremony in Manchester. The Rubies will be held in December this year, and we are looking forward to going virtual for this event.

Attracting high quality people and developing a culture that allows them to thrive by being themselves is important for any business, especially so for a people business like ours. I have always said that a business with happy people will have happy clients. Earlier this year, we conducted our largest ever survey of client sentiment, our Client Listening Census. More than 400 clients participated, and they were asked to rate the experience of our service applying a score of between 0 and 10 as to how likely they are to recommend us. I am delighted to say that 56% of our clients rated us a 9 or 10, which, by the methodology of the research, classed them as 'Promoters' of DWF. Our Net Promoter Score was 47, which compares favourably to our industry peers. A typical Net Promoter Score in legal services is between 20 and 40. This positive picture is translating into new business. Our global key account programme continues to develop with 13.2% growth compared with the same period for the prior year. We have also seen a number of new prestigious appointments from existing and new clients. These include support to two of our major insurance clients on the business interruption claims arising out of COVID-19, and the extension of our relationship with one of our major institutional insurance clients moving beyond the UK to include Italy, France, and most recently, Ireland.

Of course, ultimately, we hope that our focus on people and clients means that we have a successful business which generates good returns for all of our shareholders. I would like to thank our shareholders for their support throughout the year, and especially the very useful and constructive conversations that I've had with all our larger shareholders since my appointment in May. I am pleased to see that our share price, once again, is moving in the right direction, and that the Board has been able to recommend a final dividend for FY20. I was also delighted to welcome a new major shareholder in Cartesian Capital, who now hold around 4.58% of the shares in our business.

I hope you have found this update useful. I look forward to providing our next trading update next month, and to speaking with many of you again in December when we present our half-year results. But for now though, I will hand back to Jonathan, our Chairman.

**JONATHAN BLOOMER:** Many thanks, Nigel. I would like to proceed with questions from shareholders on any matters relevant to the business of the meeting. If it isn't possible to answer any of the questions submitted prior to, or during, the AGM, for example due to time constraints,

the Directors will endeavour, where appropriate, to answer such questions by publishing thematic responses on the Company's website as soon as practicable following the AGM. The full transcript of the meeting will also be uploaded to the website. First, I'll deal with any questions submitted prior to the meeting, and then those questions that have come in during the meeting. Mollie, can you confirm, are there any pre-registered questions?

**MOLLIE STOKER:** There have been no pre-registered questions.

**JONATHAN BLOOMER:** Thanks, Mollie. In that case, have any questions come in during the meeting, or which are coming in at the moment?

**MOLLIE STOKER:** There have been no questions yet.

**JONATHAN BLOOMER:** Well, if there are any questions, now is the time to put them in, so we can deal with them while we are here within the AGM. I'll give it just a couple of minutes just to see if any come in or if any shareholders want to raise any.

[Pause for questions]

Well, in that case, in the absence of any questions, that concludes the formal business of the meeting. As previously stated, the results of the AGM and voting will be made available via RNS and posted on the Company's website as soon as practicable after the meeting, and, as I mentioned, a full transcript will also be available on the Company's website. I would like to remind shareholders that the poll is still open, and voting can be accessed in the online meeting platform by clicking the voting icon on the navigation bar. The poll will close in 15 minutes, so around about half past two.

Many thanks to all of you for joining us at our AGM, and I now declare the meeting closed. Please everyone stay safe and well. Thank you.