

# Notice of AGM 2025

Including information on how to join the meeting.

This year we will again be holding our Annual General Meeting (AGM) online at 11am on Friday 25 July 2025.

The AGM will be broadcast under studio conditions. You can find out how to join our AGM online in this Notice, under the heading 'How can you take part?'.

Our AGM is your opportunity, as a member, to vote on each of the items of business outlined below. We value every vote we receive.

## Ordinary resolutions

**1. To receive the Directors' Report, the Annual Accounts, the Annual Business Statement and the Auditor's Report for the financial year ended 31 March 2025.**

See the Review of the year leaflet for a summary of those items. From 16 June 2025, you'll find our full Annual Report and Accounts at [nationwide.co.uk/results-and-accounts](https://nationwide.co.uk/results-and-accounts). You can ask us to send you a copy by writing to the Society Secretary, Nationwide Building Society, Nationwide House, Pipers Way, Swindon SN38 1NW or emailing us at [AGM.Response@nationwide.co.uk](mailto:AGM.Response@nationwide.co.uk)

**2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the financial year ended 31 March 2025.**

The vote is advisory. The Directors' right to remuneration does not depend on this resolution being passed. A full version of the Directors' Remuneration Report is in the Annual Report and Accounts and a summary is set out in the Review of the year leaflet.

**3. To approve the Directors' Remuneration Policy, the full text of which is contained in the Directors' Remuneration Report for the financial year ended 31 March 2025.**

The Society is not required to submit the policy to a binding vote of members but has decided, on a voluntary basis, to submit the policy to a vote of members on an advisory basis. A summary of the Directors' Remuneration Policy appears in the Review of the year leaflet. A full version can be found in the Annual Reports and Accounts.

**4. To re-appoint Ernst & Young LLP as Auditor until the end of the next AGM.**

The Board is proposing the re-appointment of Ernst & Young LLP as the Society's Auditor, subject to member approval at the AGM.

## Election and re-election of your Society's Directors



5. To elect  
Anand Aithal



6. To elect  
David Bennett



7. To elect  
Muir Mathieson



8. To re-elect  
Debbie Crosbie



9. To re-elect  
Tracey Graham



10. To re-elect  
Albert Hitchcock



11. To re-elect  
Alan Keir



12. To re-elect  
Debbie Klein



13. To re-elect  
Sally Orton



14. To re-elect  
Kevin Parry



15. To re-elect  
Tamara Rajah



16. To re-elect  
Gillian Riley



17. To re-elect  
Phil Rivett

All Directors on the Board as at the date of this Notice of AGM are standing for election or re-election. The Chairman and Senior Independent Director confirm that all of the Directors continue to be effective and are strongly committed to the role.

### Special resolution

18. To amend the Rules of the Society by changing the definition of 'financial year' to 'the year ending on 31 March or such other date as the *Board* may decide'.

Resolution 18 is a special resolution to amend the Society's Rules. The Rules, which are available on our website, form part of our constitutional documents. In September 2024, the Board changed the Society's accounting reference date (or year end date) from 4 April to 31 March. This was to align the accounting reference dates within Nationwide. The Society's financial year will now end on 31 March each year (or such other date as the Board decides). As a result, we are proposing to amend the definition of 'financial year' in the Interpretation section of the Rules. The proposed wording is set out below in underlined text, with deleted wording crossed through. If approved by members, the amended Rules will take effect (subject to registration by the Financial Conduct Authority) as soon as possible after the AGM.

To amend the definition of 'financial year' in the section of the Rules headed 'Interpretation' as follows: '**financial year** – the year ending on ~~4 April~~ 31 March or such other date as the *Board* may decide'.

## What does your Board recommend?

The Board recommends you vote 'For' each of the resolutions and 'For' the election or re-election of each of the Directors.

### By order of the Board

Jason Wright, Society Secretary. 29 April 2025.

The explanatory notes to the business of the AGM are set out in blue boxes on pages 1 and 2. These are for information purposes only and do not form part of this Notice of AGM.



# How to vote

**Vote online ahead of the meeting at [nationwide.co.uk/agmvote](https://nationwide.co.uk/agmvote) until 11.00am on Wednesday 23 July 2025.** This site is hosted by Civica Election Services, the Society's independent scrutineers (the people who check on the validity of votes).

**Vote by post ahead of the meeting** – Civica Election Services need to receive your Voting Form by 11.00am on Wednesday 23 July 2025. Please post your completed Voting Form to: Nationwide Building Society Scrutineers, Civica Election Services, London N81 1ER.

**If you vote online or by post ahead of the meeting** you are appointing the Chairman (or anyone else you appoint as your representative, so long as they can attend the online meeting) to vote in your place. You can also tell the Chairman (or the person you appoint) how to vote at the meeting. If you would like to do this, just follow the instructions on your Voting Form or on the online voting site.

**Vote online at the AGM** – information about voting online at the meeting can be found in this Notice under the heading 'How can you take part?'

### You can vote:

**online** ahead of the meeting date

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**by post** ahead of the meeting date

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**online** at the AGM

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# How can you take part?

## Join our event online

Our AGM will be held on the Civica online platform. Members should join the AGM through the online platform, from where you will be able to hear from Board members, ask questions by text or video, and vote. There will be no facilities for members to physically attend the AGM. Board members will take part electronically from a variety of locations including 1 Threadneedle St, London EC2R 8AY and will not be available to meet members in person.

On the day, you can join our AGM online from 10.30am:

- go to [nationwide.co.uk/agmlive](https://nationwide.co.uk/agmlive)
- enter meeting code 30344
- then enter the two-part voting (security) codes from your voting pack's covering letter or your voting email.

If you can't find your codes, please check the FAQs on [nationwide.co.uk/agm](https://nationwide.co.uk/agm). We will update that webpage with a contact phone number for our helpline on 25 July 2025. You can appoint someone else to attend and vote at the meeting on your behalf and give that person instructions on how you wish to vote. Your representative need not be a member of the Society. If you have asked someone else to attend the meeting and vote on your behalf they will need your customer number and two part voting (security) codes to log in.

## The agenda for the meeting

Our online AGM site opens at 10.30am. You can join from then. The meeting begins at 11.00am. Please make sure you have joined the meeting before it starts.

Here are the proposed timings:

<b>10.30am</b>	Online AGM site opens
<b>11.00am</b>	Meeting begins
	Business updates
	Q&A session
	Poll taken on all resolutions
<b>1.15pm</b>	Meeting to close no later than this

## How do I ask questions or vote at the AGM?

Once you have logged in, you will see a screen showing the welcome message and live video broadcast of proceedings. You will be able to ask questions by text or video by clicking on the 'Q&A' tab at the top of your screen, or by selecting 'Q&A' from the 3 lines menu in the top right on devices. When the Chairman opens the vote, all items of business will appear on screen under the 'Voting' tab with voting options for you to select. Any votes cast during the meeting will be taken as your final vote, even if you have already voted before the meeting.

Step by step instructions on how to join and participate in our AGM online are on our website [nationwide.co.uk/agm](https://nationwide.co.uk/agm)

# If you have trouble logging in

Our online AGM site should work on most common internet browsers. If you are having trouble logging in, please refresh your browser or log out and log in again. The site is also compatible with most common mobile devices. If you are still having problems logging in, please try a different device. If you experience any further difficulties with access, voting, or asking questions, please contact our scrutineers at [support-cesjoinin@civica.com](mailto:support-cesjoinin@civica.com)

It is your responsibility to ensure that you have an active internet connection and remain connected throughout the duration of the meeting.

# If you have any queries about the event

- We will post responses to frequently asked questions on [nationwide.co.uk/agm](https://nationwide.co.uk/agm)
- For other **AGM related queries**, please email: [AGM.Response@nationwide.co.uk](mailto:AGM.Response@nationwide.co.uk)

We will respond to your question before the AGM if we receive it before 11.00am on Wednesday 23 July 2025. You can also use that email address to request a hard copy of the full Annual Report and Accounts.

If you want to write to us, the address is: The Society Secretary, Nationwide Building Society, Nationwide House, Pipers Way, Swindon SN38 1NW.

## **Any questions related to your accounts?**

- Visit [nationwide.co.uk/contact-us](https://nationwide.co.uk/contact-us) for the best way to contact us or call into your local branch.
- Please don't use our AGM email address.

