

# Notice of AGM 2022

Including AGM event information



**Nationwide**

Building Society

## Notice of Annual General Meeting

This year we'll be holding our Annual General Meeting (AGM) at 11am on Thursday 14 July 2022 at Nationwide House, Pipers Way, Swindon SN3 1TA and online.

You don't have to attend the physical meeting to join in. To give all our members the opportunity to take part, you can, for the first time, fully take part in the meeting online. That includes being able to vote and ask questions. 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 to have your say on the way your Society is run and to vote on the people standing for election or re-election to your Society's Board. We'd love you to do so.

You are asked to vote on each of the following resolutions:

### Ordinary Resolutions

1. **To receive the Directors' Report, the Annual Accounts, the Annual Business Statement and the Auditors' Report for the financial year ended 4 April 2022.**

See the Review of the year leaflet for a summary of those items. From 8 June 2022, you'll find our full Annual Report and Accounts at [nationwide.co.uk/agm](https://nationwide.co.uk/agm) You can ask us to send you a copy by writing to the Secretary, Nationwide Building Society, Nationwide House, Pipers Way, Swindon SN38 1NW.

2. **To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the financial year ended 4 April 2022.**

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 appears 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 4 April 2022.**

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 appears in the Annual Report and Accounts and at [nationwide.co.uk/agm](http://nationwide.co.uk/agm)

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

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

## Special Resolution

**5. To authorise the Society to apply a maximum ratio of the variable to fixed components of total remuneration for material risk takers of 2:1.**

The Remuneration Committee is recommending an increase to the maximum permitted ratio of variable to fixed pay from the current limit of 1:1 to 2:1 for 'material risk takers' ('MRTs'). MRTs are individuals whose professional activities have a material impact on the Society's risk profile. They include the Directors of the Society, senior management and other staff with key responsibilities. If this resolution is passed, there will not be any impact on the Society's ability to maintain a sound capital base. The detailed recommendation on this resolution is set out in the Review of the year leaflet.

Special procedural rules apply to this resolution. To pass the resolution, it must be approved by at least 75 per cent of the members who vote on the resolution (in person or by proxy).

Members who have an interest in the proposed higher ratio are not allowed to exercise, and will be instructed not to exercise, any voting rights they may have as members of Nationwide in respect of this resolution.

## The election or re-election of your Society's Directors

6. To elect **Debbie Crosbie**
7. To elect **Alan Keir**
8. To elect **Gillian Riley**
9. To re-elect **Mai Fyfield**
10. To re-elect **Albert Hitchcock**
11. To re-elect **Debbie Klein**
12. To re-elect **Kevin Parry**
13. To re-elect **Tamara Rajah**
14. To re-elect **Chris Rhodes**
15. To re-elect **Phil Rivett**
16. To re-elect **Gunn Waersted**

All Directors on the Board as at the date of this Notice of AGM are standing for election or re-election apart from Joe Garner who will step down before the AGM and Tim Tookey who will step down at the AGM. Debbie Crosbie, our new CEO, will join the Board before the AGM and will also stand for election as a director this year. The Chairman confirms that all of the current Directors looking to be elected or re-elected continue to be effective and are strongly committed to the role.

## What does your Board recommend?

This AGM is your opportunity to say whether you're happy with the way your Society is being run. If you are, 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 2022.

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



# How can you take part?

## Join our event online

As well as attending the physical meeting, you can also attend the AGM online. This year, for the first time, you'll be able to fully take part in the meeting on our online AGM site. That includes being able to ask questions by text or video and voting too.

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

- go to **nationwide.co.uk/agmlive**
- enter meeting code 30131
- then enter the two-part voting (security) codes from your Voting Form or your voting email.

If you can't find your codes, please check the FAQs on **nationwide.co.uk/agm**. We'll update that webpage with a contact phone number for our helpline on 14 July 2022.

Once you have logged in, you will see a screen showing a live video broadcast of proceedings. You will be able to ask questions by video or text by clicking on the message symbol in the bottom right hand corner of the screen. When the Chairman opens the vote, you will be able to vote on resolutions live in the meeting by clicking on the 'Voting' symbol on the left hand side. Any vote 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**

Our online AGM site should work on most common internet browsers such as Chrome, Safari, Firefox and Edge. 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, asking questions, etc. please contact our scrutineers at [support@cesjoinin.com](mailto:support@cesjoinin.com)

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

## Attend our AGM in person

### On the day

The doors open at 10.30. Please arrive in time to register before the meeting which begins at 11.00. Here are the proposed timings:

10.30 Doors open

10.45 Meeting doors open

11.00 Meeting begins

11.10 Business updates

11.30 Q&A session

13.00 Poll taken on all resolutions

13.15 Close

### What to bring

Please make sure you bring the front page of your Voting Form, or some other evidence of your Nationwide membership like a passbook or mortgage statement.

### If you have accessibility needs

Nationwide House has wheelchair access and disabled parking can be reserved for you by emailing us at **AGM.Response@nationwide.co.uk**. You can also let us know about any special requirements you have. A sign language interpreter will be present in the meeting.

### Refreshments

Tea, coffee and water will be available before the meeting.

### Transport links

Free parking for members attending our AGM will be clearly signposted on arrival at Nationwide House. We're located 2 miles from Junction 15 of the M4.

If you're travelling by train, we're running free shuttle buses from Swindon station.

For directions and more information please visit **[nationwide.co.uk/agm](https://www.nationwide.co.uk/agm)**

## Nationwide Building Society

Principal Office: Nationwide House, Pipers Way, Swindon, Wiltshire SN38 1NW.

**AGMNOA2022** (April 2022)