

All about our AGM

Notice of AGM 2019

Including AGM event
and venue information



Nationwide

Building Society

Cheryl, member since 2003

AGM 2019

Notice of Annual General Meeting

This year's Annual General Meeting (AGM) will be held at 11am on Thursday 18 July 2019 at Manchester Central Convention Complex, Manchester M2 3GX.

The AGM is your opportunity to consider and vote on the following matters (items 1 to 3 being proposed as ordinary resolutions and items 4 to 16 relating to the election or re-election of Directors):

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 2019.

See the Review of the year leaflet for a summary of these items. Our full Annual Report and Accounts will be available at nationwide.co.uk/agm and from our branches from 12 June 2019 or 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 for the financial year ended 4 April 2019.

This vote is advisory and the Directors' entitlement to remuneration is not conditional 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 appoint Ernst & Young LLP as Auditors until the end of the next AGM.

As a building society, we are required by law at each AGM to appoint external auditors who are to hold office until the end of the next AGM. As explained in more detail in our 2019 and 2018 Annual Report and Accounts, following a rigorous audit tender process and upon the unanimous recommendation of our Audit Committee, the Board is proposing the appointment of Ernst & Young LLP as our Auditors for the financial year ending 4 April 2020, subject to member approval at the 2019 AGM. Ernst & Young LLP would replace our current Auditors PricewaterhouseCoopers LLP (who have held office as our external Auditors since 1991).



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

- | | |
|-----------------|-------------------------|
| 4. To elect | Albert Hitchcock |
| 5. To re-elect | Rita Clifton |
| 6. To re-elect | Mai Fyfield |
| 7. To re-elect | Joe Garner |
| 8. To re-elect | Kevin Parry |
| 9. To re-elect | Lynne Peacock |
| 10. To re-elect | Usha Prashar |
| 11. To re-elect | Tony Prestedge |
| 12. To re-elect | Mark Rennison |
| 13. To re-elect | Chris Rhodes |
| 14. To re-elect | David Roberts |
| 15. To re-elect | Tim Tookey |
| 16. To re-elect | Gunn Waersted |

All Directors on the Board as at 4 April 2019 are standing for election or re-election apart from Mitchel Lenson who is stepping down at the end of this year's AGM. More information about the Directors can be found on the Voting Form.

The Chairman confirms that all of the Directors seeking election or re-election continue to be effective with a strong commitment to the role. This applies equally in relation to Baroness Usha Prashar who will be aged 71 at the date of the AGM. In compliance with section 60 (7) of the Building Societies Act 1986 and the Society's resultant Rule 29(e), we are specifically required to notify you of her age and the reasons for the Board's approval of her eligibility for re-election (which are set out above).

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

By order of the Board

Mark Chapman, Secretary. 5 April 2019.

Voting

You can vote online,
by post or in person
at the AGM

You can vote online at nationwide.co.uk/agm2019 until 11am on Monday 15 July 2019.

To vote by post, your completed Voting Form must be received by the independent scrutineers, Electoral Reform Services, at The Election Centre, 33 Clarendon Road, London N81 1ER by 11am on Monday 15 July 2019.

By voting online or by post, you are appointing the Chairman or another representative that you choose (who doesn't need to be a member) to attend and vote in your place. You can also tell them how to vote at the meeting. If you'd like to do this, just follow the instructions on your Voting Form or on the online voting site.

If you'd like to attend the AGM and vote in person, you can find further details in your AGM pack or at nationwide.co.uk/agm

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.

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

The event

Manchester Central Convention Complex, Manchester M2 3GX

On the day

The doors open at 10.00. Please arrive in time to register before the meeting which will begin at 11.00. These are the proposed timings:

Time Event

10.00	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

Before the event

You don't need to book in advance. But if you've any special requirements, please give us a call on **0800 33 55 99**.

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.

Members with accessibility requirements

Manchester Central has been designed for maximum accessibility. There is a NCP car park directly below, which has 18 disabled bays and direct lift access to the venue. Please see the NCP website for more information.

A sign language interpreter will also be present in the meeting.

Refreshments

Tea and coffee will be available before the meeting, and a light buffet after.



Watching the event online

To watch, just go to **nationwideTV.co.uk/watchAGM19** on the day and enter the password **agm2019**.

Sorry, but you won't be able to ask any questions – you'll just be able to watch the meeting.

Transport links

The M60 Orbital motorway provides easy access from North, South, East and West. There is a 720 space NCP car park beneath the venue. Please see the NCP website for more information and online booking.

Manchester airport is just nine miles away and if you're travelling by train, Manchester Piccadilly station is a 20 minute walk away or five minutes in a taxi.

For directions and more information please visit **manchestercentral.co.uk/getting-here**