Notice of the 162nd Annual General Meeting

Date: **Thursday 21st February 2019**
Time: **11:00am**
Place: **Donnington Valley Hotel, RG14 3AG**

The meeting will commence at 11.00am on Thursday 21st February 2019 for the following purposes:

1. To receive the Auditor's Report, the Directors' Report, Annual Accounts and Annual Business Statement for the year ended 31st October 2018.
2. To consider and if thought fit pass an Ordinary Resolution to re-appoint Deloitte LLP as the Society's Auditor, to hold office until the conclusion of the next AGM at which accounts are laid before the Society, and for its remuneration to be fixed by the Directors.
3. To consider and if thought fit pass Ordinary Resolutions to re-elect Sarah Hordern, William Jeremy Mostyn Roberts and Roland Martin Woodthorpe Gardner and to elect Kieron Francis Blackburn as Directors of the Board.
4. To consider and if thought fit pass an Ordinary Resolution to approve the Directors' Remuneration Report for the year ended 31st October 2018 (see f below).
5. To transact any other business permitted by the Rules of the Society.

Voting Conditions (forming part of the Notice of the Meeting):

a. **A Member may attend and vote at the Annual General Meeting as described above. Members must bring evidence of their Membership in order to gain admission. This must be a current passbook or mortgage statement.**

b. A Member may appoint one proxy to attend and vote on their behalf. A Member may appoint the Chairman of the meeting or anyone else as their proxy. A proxy does not have to be a Member of the Society. A proxy may vote at the meeting, but only on a poll. A proxy must attend the meeting and bring a form of identification in order to vote on behalf of a Member. A proxy, if other than the Chairman, may not speak at the meeting, except to demand or join in a poll. A Member may instruct their proxy how to vote at the meeting by following the instructions on the Proxy Voting form. If you appoint a proxy to vote on your behalf and your proxy does not attend the meeting, your vote will not be counted.

c. To qualify as a voting shareholding Member, you must be an individual of at least 18 years of age on the 21st February 2019; have held at least £100 in any Society share account on 31st October 2018; continue to hold shares at all times up to and including the voting date; and be first named on the account in the records of the Society.

d. To qualify as a voting borrowing Member, you must be an individual of at least 18 years of age on the 21st February 2019; have held a mortgage with the Society to the value of at least £100 on 31st October 2018; hold a mortgage with the Society to the value of at least £100 on the voting date; and be first named on the account in the records of the Society.

e. You may only vote once as a Member, irrespective of the number of accounts you hold, whether you hold accounts in different capacities and whether you qualify to vote as both a shareholding and borrowing Member.

f. Resolution 4 in this Notice of Meeting relates to a resolution for Members to vote on the Directors' Remuneration Report for 2018 set out on pages 22 to 25 of this booklet. As a building society, we are not obliged to ask Members to vote on this, but in accordance with best practice we are asking for an advisory vote and the Board will consider the result and decide what action if any is appropriate.

g. The deadline for postal or online votes is 3pm on 19th February 2019.

By Order of the Board
Erika Neves – Society Secretary
24th January 2019

Notes:
The Board considers that all directors continue to have the required skills, knowledge and experience and demonstrate the necessary commitment to their roles. Biographical details of the four Directors standing for election or re-election are included on pages 20 and 21 of this booklet.

If you would like a copy of the Society's Rules or Memorandum, please visit our website at www.newbury.co.uk/about-us/corporate-governance/

Your vote is extremely important to the Society and enables you to exercise your Membership rights.

It's important that we give back to the communities in which our members and our staff live and work. From January the charities we are supporting are.

Helen and Douglas House
Abingdon/Didcot branch

St Michael's Hospice
Basingstoke branch

The Countess of Brecknock Hospice
Andover branch

Priors Court School (Hermitage)
Hungerford branch

Alton Food Bank
Alton branch

Newbury Cancer Care
Newbury/Thatcham branch

Paediatric Intensive Care Unit (PICU)
Winchester branch

Sue Ryder
Wokingham branch

Alzheimer's Society
Head Office

The Society will donate 15p for every paper vote cast, 50p for every vote sent through the secure website and 50p for those attending the AGM to be split between the Society's nine community charities. We encourage you to vote, particularly through the website as this saves costs and increases the charitable donation.

How to get to the Annual General Meeting