

**MINUTES OF THE ANNUAL GENERAL MEETING (“AGM”)
HELD ONLINE ON WEDNESDAY 15 JULY 2026 AT 10:30**

IN THE STUDIO	Kevin Parry OBE	Society Chairman
	Tracey Graham	Senior Independent Director, Remuneration Committee Chair
ONLINE	Debbie Crosbie DBE	Group Chief Executive Officer
	Muir Mathieson	Group Chief Financial Officer
	Jason Wright	Group Society Secretary
	Guy Bainbridge	Non-Executive Director
	Debbie Klein	Non-Executive Director
	Alan Keir	Non-Executive Director, Board Risk Committee Chair
	Sally Orton	Non-Executive Director
	Tamara Rajah MBE	Non-Executive Director
	Gillian Riley	Non-Executive Director
	Phil Rivett	Non-Executive Director, Audit Committee Chair
	Mike Rogers	Non-Executive Director, Chair Elect

Present at the meeting were 533 voting members, 1 non-voting member and 44 guests.

1.	<u>CHAIRMAN’S INTRODUCTION</u>	ACTION
	The Chairman opened the meeting, confirming that the meeting was quorate and welcomed all members present. He confirmed that the format of the meeting would be the same as previous online AGMs, which enabled eligible members to attend and fully participate online. The Chairman outlined that, this year, one item of business related to the election of a member-nominated candidate to the Society’s Board. The process for which was set out in the Society’s Rules and the candidate had received a valid nomination from 256 qualified members, above the minimum level of 250 set out in the Rules. He indicated that this candidate would address members directly by video later in the meeting. The Chairman introduced the members of the Board who were in the studio with him and those who attended online. The Chairman introduced a video presentation from himself and the Group CEO, setting out their review of the financial year and to show how Nationwide members help shape products and services. The video was then played online. A transcript of the meeting and this video were published on Nationwide’s website (nationwide.co.uk/agm).	
2.	<u>NOTICE OF MEETING</u>	
	The Chairman outlined that the Notice of Meeting had been sent to members and included 14 items of business for consideration. • an ordinary resolution to receive the Directors’ Report, the Annual Accounts, the Annual Business Statement and the Auditor’s Report for the financial year ended 31 March 2026; • an advisory resolution to approve the Directors’ Remuneration Report (excluding the Directors’ Remuneration Policy) for the financial year ended 31 March 2026; • an ordinary resolution to re-appoint Ernst & Young LLP as Auditor until the end of the next AGM; • the election or re-election of each of the Society’s directors: Guy Bainbridge, Debbie Crosbie, Tracey Graham, Debbie Klein, Muir Mathieson, Sally Orton, Tamara Rajah, Gillian Riley, Phil Rivett and Mike Rogers; and • an ordinary resolution to elect Mr Sherwin-Smith as a member-nominated candidate to the Board. The Chairman indicated that voting would take place at the end of the meeting and that he would call for a poll on each resolution which would enable the votes of all voting members to be included in the count by the independent scrutineers, Civica Election Services.	
3.	<u>MEMBERS’ QUESTIONS</u>	
	The Chairman then invited members to raise questions, and these fell under the following topics: Fairer Share eligibility criteria; the purpose of the Fairer Share payment; director remuneration; the process for nominating candidates for election to the Board; Board governance; member democracy	

and member engagement; the integration of Virgin Money into the Nationwide group; Virgin Money's banking licence; binding and advisory AGM voting; the format of the AGM; a request to move to hybrid AGMs; the Quick Vote; branch opening hours; paper statements; online banking; mutuality; children's products; member feedback mechanisms; Nationwide's charitable commitment; services for visually impaired members; the use of artificial intelligence; the Branch Promise; advertising and marketing campaigns; and Scottish banknote issuance through Clydesdale Bank. The directors provided answers to the questions raised.

The meeting was also addressed by Mr Sherwin-Smith, who was standing for election as a member-nominated candidate. He explained his campaign for election was about strengthening member democracy at Nationwide by encouraging greater participation, transparency and accountability and making reforms to give members a stronger voice in the governance of the Society.

The Chairman thanked all members for their questions and declared the voting open.

4. ITEMS OF BUSINESS

Members were instructed to select "Voting" on their screen and click on "Show" to vote on each item of business. Voting was on a poll, and members were advised that the poll vote would remain open until the conclusion of the next video. The Chairman advised that it was the Board's recommendation for members to vote 'For' each of the resolutions and to vote 'For' the election or re-election of each of the Directors.

Whilst the members proceeded to vote, a video was played.

The Chairman declared the voting closed. The formal declaration of the results would be verified by the scrutineers and be published as soon as they were available after the meeting.

The Chairman indicated that the screen showed the number of proxy votes that he had been asked to cast by members. For those members who had given the Chairman discretion to vote, he had used that discretion to support the Board's recommendations.

5. RESOLUTION TO RECEIVE THE ANNUAL REPORT AND ACCOUNTS

The resolution to receive the Directors' Report, the Annual Accounts, the Annual Business Statement and the Auditor's Report for the financial year ended 31 March 2026 was put to a poll as required by the Chairman.

The result of the poll subsequently declared following the meeting was:

For: 609,006 (99.27%)

Against: 4,483 (0.73%)

Votes withheld: 4,769

Resolution carried.

6. RESOLUTION TO APPROVE THE DIRECTORS' REMUNERATION REPORT

The resolution to approve the Directors' Remuneration Report for the financial year ended 31 March 2026 was put to a poll as required by the Chairman.

The result of the poll subsequently declared following the meeting was:

For: 576,800 (95.01%)

Against: 30,318 (4.99%)

Votes withheld: 11,148

Resolution carried.

7. RESOLUTION TO RE-APPOINT ERNST & YOUNG LLP AS AUDITOR

The resolution to re-appoint Ernst & Young LLP as Auditor to hold office until the end of the next AGM was put to a poll as required by the Chairman.

The result of the poll subsequently declared following the meeting was:

For: 594,524 (97.66%)

Against: 14,242 (2.34%)

Votes withheld: 9,496

Resolution carried.

8. **ELECTION AND RE-ELECTION OF DIRECTORS**

The resolutions for each Director offering themselves for election or re-election as a Director of the Society was put to separate polls as required by the Chairman.

The result of the polls subsequently declared following the meeting was:

	Votes For	Votes Against	Votes Withheld
To elect Guy Bainbridge	586,073 (96.87%)	18,954 (3.13%)	13,235
To re-elect Dame Debbie Crosbie DBE	583,730 (96.09%)	23,768 (3.91%)	10,747
To re-elect Tracey Graham	588,713 (97.03%)	18,042 (2.97%)	11,492
To re-elect Debbie Klein	587,574 (96.85%)	19,108 (3.15%)	11,565
To re-elect Muir Mathieson	588,159 (97.02%)	18,058 (2.98%)	12,038
To re-elect Sally Orton	589,618 (97.18%)	17,133 (2.82%)	11,505
To re-elect Tamara Rajah MBE	584,683 (96.40%)	21,832 (3.60%)	11,739
To re-elect Gillian Riley	588,587 (97.02%)	18,093 (2.98%)	11,579
To re-elect Phil Rivett	587,560 (96.96%)	18,395 (3.04%)	12,296
To elect Mike Rogers	586,829 (96.96%)	18,376 (3.04%)	13,028

Accordingly, all of the Directors standing for election or re-election were elected or re-elected.

9. **ELECTION OF MEMBER-NOMINATED CANDIDATE**

The resolution to elect James Sherwin-Smith as a member nominated candidate was put to a poll as required by the Chairman.

The result of the poll subsequently declared following the meeting was:

For: 75,939 (12.49%)

Against: 532,151 (87.51%)

Votes withheld: 10,156

Accordingly, the member-nominated candidate was not elected.

For every online vote cast as a part of the 2026 AGM, the Society had committed to donate 1 Pound Sterling. As a result of the votes received, the maximum of £500,000 would be split between charities at the preference of the members.

10. **CLOSE OF MEETING**

The Chairman confirmed that the formal business of the meeting had concluded and voting had closed. It was confirmed that the results would be published via the market and on Nationwide's website (www.nationwide.co.uk/agm) following finalisation of the poll vote by the independent scrutineers, Civica Election Services.

The proxy votes allocated to the Chairman were shown on screen, with the Chairman highlighting that for those members who had given him discretion to vote as he saw fit, he had used that discretion to support the Board's recommendations. From the indicative results, Mike Rogers had been elected and would become the Chair of Nationwide once the AGM closed. A short video introducing Mike Rogers to members was played.

On behalf of the Board, Tracey Graham welcomed Mike Rogers and expressed the Board's thanks to Kevin Parry for his outstanding service and leadership of the Board.

The Chairman thanked the members for attending and declared the meeting closed.