

Notice of

Annual General Meeting

and Voting Details 2017



Vote online at
www.thehanley.co.uk/agm

The Hanley will donate 35p to charity
for every vote online



www.thehanley.co.uk

Notice of Annual General Meeting

Message from the Chairman

Dear Member,

2017 Annual General Meeting

The Society will be holding its AGM on Monday 18 December at Head Office, Festival Park, Hanley at 6.00pm. As a business owned by its Members this is your opportunity to both vote on a range of matters and to meet the Board and staff of The Hanley, so do please come along if you can.



Enclosed with this notice is the Summary Financial Statement which shows that your Society has just completed a particularly successful year characterised by sustainable growth and a good level of profit which adds to our capital base thereby helping to ensure the ongoing financial stability of The Hanley.

At the AGM we will be asking Members to vote on the Society's Accounts, the new appointment of KPMG LLP as Auditors and the Directors' Remuneration Report.

During the last twelve months we have co-opted our new Chief Executive Mark Selby as an Executive Director and Bob Young as a Non-Executive Director and both are asking Members to confirm their respective appointments. Additionally, Andrew Macdonald and myself are seeking re-election as Non-Executive Directors. A short statement by all Directors seeking election or re-election can be found on page 4.

The Board review annually the mix of skills and performance of Directors, both individually and collectively, to ensure the range of expertise and experience remains appropriate for the effective governance of the Society.

It is the recommendation of the Board that you vote in favour of all of this year's propositions.

We have reappointed Howsons Electoral Services to act as independent scrutineers to oversee the collection and counting of your votes for this year's meeting.

Please make use of your right to vote, which can be done in a number of ways. Enclosed with this notice is a personalised voting form that you can complete and return to the scrutineers in the prepaid envelope or it can be handed in to any of our branch offices from where it will be passed to the scrutineers.

Alternatively we offer the option for you to vote online by completing your proxy form which can be done by visiting our website at www.thehanley.co.uk/agm. This link will connect you directly to the scrutineers' secure website which contains full instructions on how to complete and submit your proxy form online.

As an incentive for you to use your vote and as part of our ongoing support for the local community, the Society will contribute to a local charity 10p for each completed proxy form it receives for this year's AGM and will increase this to 35p for each proxy form submitted online.

I am very pleased to confirm that once again this year's chosen local charity to which the donations will be made is to be the very worthy cause of **The Douglas Macmillan Hospice**.

Philip Dearing
Chairman



Your vote makes a difference

The Hanley will donate 10p to charity for every postal and in-branch vote, 35p for every vote online

Registered Office: Granville House Festival Park Hanley Stoke-on-Trent ST1 5TB

Tel: (01782) 255000 Email: customerservices@thehanley.co.uk

Authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority.

163rd Annual General Meeting of the Members of Hanley Economic Building Society

Notice is given that the 163rd Annual General Meeting of the Members of Hanley Economic Building Society will be held on Monday 18 December 2017 at the Society's Head Office, Granville House, Festival Park, Hanley, Stoke-on-Trent at 6.00pm for the following purposes:

AGENDA

1. To receive the Auditors' Report.
2. To receive the Directors' Report, Annual Accounts and Annual Business Statement for the year ended 31 August 2017.
3. To consider and if thought fit pass an Ordinary Resolution to appoint KPMG LLP as Auditors until the conclusion of the next Annual General Meeting.
4. To approve the Directors' Remuneration Report.
5. To consider and if thought fit to (re-)elect directors:-
 - (a) To re-elect PHILIP RONALD DEARING
 - (b) To re-elect ANDREW STUART MACDONALD
 - (c) To elect MARK EDWARD SELBY
 - (d) To elect ROBERT MICHAEL YOUNG
6. To transact any other business permitted by the Rules of the Society.

By Order of the Board

S. Jones

Deputy Chief Executive, Finance Director & Group Secretary

31 October 2017

Election Addresses of Directors

PHILIP RONALD DEARING



I have served on the Board of The Hanley for eight years, the last three as your Chairman – if re-elected and as I enter my final period as a Director of your Society I can remark that it has been both a pleasure and a privilege to lead the Board team and to meet Members at our Customer Forum and during visits to branches I have made in the last year. Those I've met have made clear their support for the way our mutual Society conducts its business in the interests of Members, staff and of course the local community we proudly serve. The Hanley is I believe a good example of how a modern mutual should, and does, behave.

ANDREW STUART MACDONALD



I am delighted to have been a Non-Executive Director of The Hanley for the last three years, and equally am pleased to have been able to play a key role in helping our Society maintain its financial strength, improve the management of its treasury and asset & liability functions along with ensuring that the Audit & Compliance Committee copes effectively with the array of regulatory changes impacting the firm. With your support I hope to be able to continue to work with fellow Board members and the Society's Leadership Team alike to further this success story.

MARK EDWARD SELBY



It has been my pleasure and privilege to have led The Hanley since November 2016. Your Society has a great team of people who offer a first class service and truly put Members first. In the time I have been at The Hanley we have already begun to seize opportunities to improve the business and these can be seen in the results the team has achieved this year.

As CEO, it is my intention to continue building the Society to serve its Members and the community even more than before. My goal is to secure the future of The Hanley and continue to build on this year's work to ensure a strong, sustainable and growing business for everyone.

ROBERT MICHAEL YOUNG



For the last 20 years of my career I have worked in the Potteries as an Insolvency and Turnaround Practitioner helping businesses and individuals with financial difficulties. Both in this professional capacity and as a former President of North Staffordshire Chamber of Commerce I have witnessed and admired The Hanley's ethos and its commitment to its Members and the mutual model.

I was delighted to be invited to join the Board of such a highly respected Society and look forward, with Members' support, to bringing my own business skills and expertise to help steer The Hanley and its already strong Leadership Team through what could be more challenging times ahead.

Notice of Annual General Meeting

NOTES

1. These Notes form part of the Notice of Meeting.
2. Under the Society's Rules, a Member entitled to attend the Meeting and vote may appoint one proxy to attend and vote on his or her behalf. You may appoint the Chairman of the Meeting or anyone else as your proxy, and your proxy does not have to be a Member of the Society. Your proxy may vote for you at the Meeting but only on a poll. A poll is a formal vote which may take place after an initial vote by a show of hands. A holder of a power of attorney cannot appoint a proxy but can vote by attending the meeting.
3. You may instruct your proxy how to vote at the Meeting. Please read the instructions on page 6 in this Voting Details booklet.
4. The voting date is the date of the Meeting, 18 December 2017 if voting in person, and by midnight on 15 December 2017 if voting by proxy.
5. In order to attend and vote at the Meeting, or appoint a proxy, you must qualify as either a shareholding Member or a borrowing Member.

Shareholding Members

(a) To qualify as a shareholding Member, you must –

- (i) if you are an individual, be at least 18 years old on 18 December 2017, and
 - (ii) have held shares to the value of not less than £100 in the Society on 31 August 2017, and
 - (iii) not have ceased to hold a share or shares in the Society at any time between 31 August 2017 and the voting date, and
 - (iv) hold a share or shares in the Society on the voting date.
- (b) Where the shares are held jointly by two or more persons, only the first named in the records of the Society in respect of these shares can have any voting rights.

Borrowing Members

(a) To qualify as a borrowing Member, you must –

- (i) be at least 18 years old on 18 December 2017, and
 - (ii) have owed the Society not less than £100 in respect of a mortgage debt on 31 August 2017, and
 - (iii) owe the Society not less than £100 in respect of a mortgage debt on the voting date.
- (b) Where a mortgage debt is owed jointly by two or more persons, only the first named in the records of the Society in respect of the mortgage can have any voting rights.

6. In addition, **you can only vote once** as a Member, irrespective of –
 - (a) the number of accounts you hold and whether you hold accounts in different capacities (for example, on your own behalf and as a trustee), and
 - (b) whether you qualify to vote as both a shareholding Member and a borrowing Member.
7. Members attending the Meeting will be requested to produce their passbooks or other evidence of membership in order to obtain admission. Please also bring this booklet with you. If you are appointing a proxy, other than the Chairman of the Meeting, to attend and vote on your behalf, please ensure that your proxy brings an appropriate form of identification to the meeting.

If you appoint a proxy to vote on your behalf and your proxy does not attend the Meeting, your vote will not be counted.

Notice of Annual General Meeting

NOTES ON VOTING

- (1) You may vote yourself at the Annual General Meeting or you may use the proxy form to appoint one proxy to attend and vote for you. You may appoint the Chairman of the Meeting or anyone else as your proxy, and your proxy does not have to be a Member of the Society. Your proxy may vote for you at the Meeting, but only on a poll. A poll is a formal vote which may take place after an initial vote by a show of hands.
- (2) If you wish to instruct your proxy to vote for, against or abstain on any of the resolutions in Section 2(a) of the proxy form, please place an “X” in the appropriate box. If you do not instruct your proxy to vote either for, against or to abstain on a resolution, your proxy is authorised to vote on that resolution at his or her discretion.
- (3) If you wish to instruct your proxy to vote for, against or abstain for any director standing for election in Section 2(b) of the proxy form, please place an “X” in the appropriate box. If you leave all boxes blank, your proxy is authorised to vote for that director at his or her discretion.
- (4) If you wish to give additional instructions to your proxy on how to vote at the meeting, please use the space at the foot of the form or on an attachment.
- (5) The Abstain option is provided to enable you to instruct your proxy not to vote on a particular resolution. However, it should be noted that a vote withheld in this way is not a ‘vote’ by law and will not be counted in the calculation of the proportion of the votes ‘For’ or ‘Against’ a resolution.
- (6) **Please do not forget to sign the Declaration in Section 1 of the form.** Only signed forms will be valid.
- (7) A holder of a power of attorney cannot appoint a proxy but can vote by attending the meeting.
- (8) Please return the proxy form by delivering it to any of our branches. If you prefer, you may put the form into the enclosed envelope and use our “Freepost” address:
Hanley Economic Building Society
AGM Voting Scrutineers
Howsons Electoral Services
50 Broad Street
Leek
ST13 5NS
- (9) You can vote online. Please go to www.thehanley.co.uk/agm from where you will be redirected to a secure independent voting site. You will need your user identification and password which can be found on the front page of the proxy form. Online voting is available 24 hours a day until midnight on 15 December 2017.

THE PROXY FORM MUST BE RECEIVED BY THE SCRUTINEERS NO LATER THAN
MIDNIGHT ON 15 DECEMBER 2017

IF YOU HAVE ANY PROBLEMS COMPLETING THE FORM PLEASE CALL US ON
01782 255000

(Monday to Friday between 9.00am and 5.00pm or Saturday between 9.00am and 4.00pm)