



Hanley

ECONOMIC
Building Society

Notice of Annual General Meeting and Voting Details 2018



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

The Hanley will donate 10p for every postal and in branch vote, and 35p for every vote online. The donation will be shared across our 4 charities.



1854

Notice of Annual General Meeting

Message from the Chairman

Dear Member,

2018 Annual General Meeting

The Society will be holding its AGM on Tuesday 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 performed strongly this year, recording its highest ever level of new mortgage advances whilst savings increased by 2.96%.

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

During the last twelve months I have been co-opted as your Chairman and I am asking Members to confirm my appointment. Additionally, Veronica Oak is seeking re-election as a Non-Executive Director. A short statement by all Directors seeking re-election or 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 re-appointed 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/agma. 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 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, which will be shared across our four charities.

I am very pleased to confirm that this year's chosen local charities to which the donations will be made are the very worthy causes of The Douglas Macmillan Hospice, YMCA, Arch (North Staffs) and Alice Charity.

Nick Jordan
Chairman



Your vote makes a difference

The Hanley will donate 10p for every postal and in branch vote, and 35p for every vote online. The donation will be shared across our 4 charities.

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.

164th Annual General Meeting of the Members of Hanley Economic Building Society

Notice is given that the 164th Annual General Meeting of the Members of Hanley Economic Building Society will be held on Tuesday 18 December 2018 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 Auditor's Report.
2. To receive the Directors' Report, Annual Accounts and Annual Business Statement for the year ended 31 August 2018.
3. To re-appoint KPMG LLP as Auditor.
4. To approve the Directors' Remuneration Report.
5. To consider and if thought fit to (re-)elect Directors:-
 - (a) To re-elect VERONICA OAK
 - (b) To elect NICHOLAS MARK JORDAN
6. To transact any other business permitted by the Rules of the Society.

By Order of the Board
M. E. Selby
Chief Executive & Group Secretary
22 October 2018

Election Addresses of Directors

VERONICA OAK



Since joining the Board I've chaired the Remuneration Committee and for the last two years have chaired the Risk Committee. During this period, the Society has undergone a number of notable changes including the appointment of a new Chief Executive, a new Chairman, two new Non-Executive Directors and at the time of writing, we are actively looking for a new Finance Director to replace Steve Jones. It is pleasing to note that despite these changes the Society has retained its core values with Members being at the centre of all that it does.

Looking ahead, the Society will need to deal with an intensely competitive market, evermore demanding regulation and much uncertainty. I'm confident that the Society has the management and staff to navigate through these challenges and ensure that the Society maintains its strengths and continues to grow for the benefit of all Members. As I said when I was first elected, the Board plays an important role in overseeing the management of the Society and I would welcome the opportunity to continue in my role as a Non-Executive Director to the Hanley for a further three years.

NICHOLAS MARK JORDAN



I was delighted to have been asked to join the Board as Chairman in May 2018, in succession to Philip Dearing who served The Hanley with distinction for many years. I am a strong advocate of the mutual ownership model for building societies which enables the staff and the Board to focus all their effort for the benefit of the Members.

I have over 35 years of experience in the banking industry, spanning a wide range of activities in a variety of leadership roles. In my last executive position I was a Chief Risk Officer, having previously been responsible for the management of customer relationships for many years, and I hope that I will be able to bring this breadth of executive and non-executive experience to lead the Board of The Hanley in support of its executive management team.

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 2018 if voting in person, and by midnight on 14 December 2018 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 2018, and
 - (ii) have held shares to the value of not less than £100 in the Society on 31 August 2018, and
 - (iii) not have ceased to hold a share or shares in the Society at any time between 31 August 2018 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 2018, and
 - (ii) have owed the Society not less than £100 in respect of a mortgage debt on 31 August 2018, 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 14 December 2018.

**THE PROXY FORM MUST BE RECEIVED BY THE SCRUTINEERS NO LATER THAN
MIDNIGHT ON 14 DECEMBER 2018**

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)