

COVENTRY BUILDING SOCIETY
MINUTES OF THE ONE HUNDRED AND FORTY SECOND
ANNUAL GENERAL MEETING

HELD AT
COVENTRY BUILDING SOCIETY ARENA
JUDDS LANE, LONGFORD. COVENTRY, CV6 6AQ

ON THURSDAY 23 APRIL 2026 AT 2PM

In attendance	David Thorburn	Chair of the Board (“ Chair ”)
	Steve Hughes	Chief Executive Officer (“ CEO ”) and Executive Director
	Caroline Marsh	Chair of the Board Remuneration Committee (“ RemCo Chair ”)
	Joanne Kenrick	Deputy Chair of the Board and Senior Independent Director
	Martin Stewart	Chair of the Board Risk Committee
	Jane Leach	Chair of the Board Audit Committee
	Brendan O'Connor	Independent Non-Executive Director
	Shamira Mohammed	Independent Non-Executive Director
	Mark Parker	Independent Non-Executive Director
	Lee Raybould	Chief Financial Officer and Executive Director
	Gary Jones	Chief Operating Officer (“ COO ”)
	Andrea Melville	Chief Customer Officer (“ CCO ”)
	Rachel Macfarlane	General Counsel
	Patrick Moynihan	Chief Risk Officer
	Nic Heffernan	Group Strategy Director
	Catherine Green	Society Secretary
	Laura Keogh	Senior Assistant Company Secretary (minutes)

Members 86 eligible members of the Society attended in person
463 eligible members of the Society attended online

Attendees Executives and staff representatives of the Society

1 CHAIR’S INTRODUCTION

- 1.1 The Chair welcomed everyone in the room and those who had joined online to the Coventry Building Society (the “**Society**”) Annual General Meeting.
- 1.2 The Chair introduced himself and proceeded to outline important health and safety information for those in the room. He drew attention to the emergency exits and advised everyone to follow the instructions of the stewards, in the unlikely event of an emergency. The Chair added that, if the building needed to be evacuated, this should be done so quickly and calmly to the assembly point located in the car park. He confirmed that the lifts should not be used under these circumstances. The Chair highlighted that a team of volunteers was available for additional support if required. Further information would be provided towards the end of the meeting for those who had travelled by coach or car.
- 1.3 The Chair requested that questions were asked during the Q&A section of the meeting and he confirmed that, as in previous years, the meeting would be recorded.

- 1.4 The Chair introduced Mr Hughes, the CEO and Ms Marsh, the RemCo Chair, who were sat alongside him. He then introduced the remaining Board Directors, who were sat alongside members. Each stood to identify themselves to members. The Chair confirmed that Mr Plunkett had sent his apologies.
- 1.5 The Chair referred the members and attendees to the Notice of the Annual General Meeting (the “**Notice**”), which was taken as read.
- 1.6 The Chair outlined the agenda for the meeting. He explained that Mr Hughes would provide an update on the Society’s performance during 2025 as well as an update on progress since the Society took ownership of The Co-operative Bank (the “**Bank**”) on 1 January 2025.
- 1.7 Following this, members would have the opportunity to ask questions before voting on the resolutions. Members who joined the meeting online would vote using the electronic voting system. Members in the room would vote using the forms provided at registration.
- 1.8 The Chair provided an explanation to everyone online on how to navigate the online system, submit questions and access the meeting documentation.
- 1.9 The Chair noted that 2025 had been a defining year for the Society, with significant steps taken towards creating a modern mutual, capable of competing in today’s marketplace. Acknowledging a year of considerable change, the Chair thanked members for their continued trust in the Society. He highlighted the Board’s continued focus on the long-term interests of members.
- 1.10 The Chair summarised priorities in 2025 and he confirmed the Society’s consistent commitment to doing the right thing, acting fairly, maintaining high standards and staying true to its values as a mutual. He noted that a key focus for the Board had been overseeing bringing together the Society and the Bank. This was a task which the Board had approached with care, to ensure that members and customers continued to receive the expected levels of service, security and value - while laying the foundation for a stronger combined Coventry Building Society Group (the “**Group**”) in the future. Overall, the Chair noted that the Board was pleased with the progress to date and he thanked colleagues for their commitment to this work.
- 1.11 A short video was played to the meeting which provided an overview from colleagues on key areas of focus throughout 2025.

2 CHIEF EXECUTIVE’S PRESENTATION

- 2.1 The CEO welcomed members both in the room and online to the meeting. He acknowledged the significance of meeting at the Coventry Building Society Arena this year, in light of a successful year for Coventry City Football Club, having been promoted to the Premier League, and the city itself.
- 2.2 The CEO echoed the Chair and said that 2025 had been a defining and transformational year for the Society. He stated that the Society’s acquisition of the Bank had brought together almost 300 years of experience to provide a meaningfully different offering in UK financial services.
- 2.3 The CEO shared an overview of the Society’s performance in 2025. First, he outlined the clear purpose that had been set to act as the lens for every decision made: “*We power good with every pound*”. The CEO noted that the world was ever-changing, and it was important for the Society to remain resilient and true to its purpose. He explained that every pound trusted with the Society should deliver value today and create positive change tomorrow – through fair rates, great service and meaningful community impact. He went on to summarise three member missions that underpinned the purpose:

“The power of a place to call home, the power of family finance and the power of purposeful business”. He concluded by highlighting the power of the purpose to drive change.

- 2.4 The CEO provided a brief summary of the Society’s decision to acquire the Bank. He explained that in a market faced with persistent margin compression, increased volatility and rising capital and regulatory demands, the Society’s Board had determined that the acquisition would be in the right long-term interest of members. He assured members that bringing the Society and the Bank together would add scale and create national reach, which would in turn result in better long-term value for members and steadier profits. He highlighted that key considerations to the transaction were strengthening the Society and becoming safer and more sustainable in the long term - for the overall benefit of members. The CEO concluded that the Society and the Bank shared a deep alignment of values that put members, customers and communities first and that the acquisition was a financially strong decision.
- 2.5 The CEO highlighted four matters that were key to every decision made: great value, outstanding service, keeping member money safe and making a difference to members. He confirmed that in the last five years the Society had paid more than £1.5 billion in additional interest to members. In 2025 the Society returned £398 million more in interest to Society savers than the market average. He stated that the Society had calculated its additional member value at around £250 per customer in 2025 or nearly £1,000 over 5 years - which was significantly above rewards offered by high street competitors. The CEO stated that in 2025, the average savings rate paid by the big six high street providers was 2.6%, the rest of the market paid 3% and the Society paid an average of 3.85% - highlighting that as a mutual value was ultimately returned to members.
- 2.6 The CEO affirmed the Society’s priority to always provide outstanding levels of service. He stated that the Society’s Net Promoter Score stood at +75, which was above the financial services benchmark of around 30. He added that in 2025, the Society answered calls in 79 seconds on average and branches and contact centres helped members over 7 million times. Referring to digital enhancements in 2025, the CEO confirmed investment of over £100 million in technology, to make processes smoother and faster. In addition, improvements to the Society’s mortgage journeys and mobile app had been made, video appointments had been introduced and branch teams now supported contact centres, resulting in around 30% of Society calls being answered in-branch at busy times.
- 2.7 The CEO acknowledged the challenging reality for first-time buyers and he confirmed the Society’s commitment to helping people buy their first home. In 2025, the Society supported over 9,600 first-time- buyers and a new mortgage platform had resulted in an average time from application to offer of eight days. A new limited company buy-to-let product was also launched and attracted over £1 billion in applications – broadening support for the rental market. The CEO highlighted that mortgage advances had grown by 43%, with the inclusion of the Bank’s mortgage business.
- 2.8 The CEO confirmed that capital remained robust and above regulatory expectations. The Society was focused on paying back the capital invested in bringing the Society and Bank together. He reported a statutory profit before tax of £801 million, which included the accounting gain from acquiring the Bank. On an underlying basis, £374 million was delivered. The liquidity position was reported as strong and mortgage arrears of more than three months were at 0.4%, which was approximately half the industry average. The CEO highlighted that member money was safe with the Society.
- 2.9 The CEO provided assurance to members that maintaining service levels while the Society and Bank were integrated was of fundamental importance. He referred to two dual service branches opened in Hanley and Tamworth in 2025 - that could now be used by both Society members and Bank customers.
- 2.10 In 2025, the CEO reported that the Group had invested £6 million in communities, which included a £2

million investment to tackle youth homelessness, part of which would be invested in affordable housing for young people in Coventry.

- 2.11 The CEO provided a summary of further positive changes planned for the coming year. Notably, the launch of a current account exclusively for Society members who joined the Bank, as well as additional dual service branches. He confirmed that the delivery of one business for members and customers was anticipated for completion in 2027 – with the process to create one legal entity having commenced. The CEO confirmed that an update on progress would be provided via the Group interim results due for publication later in 2026. The CEO confirmed the following key priorities. First, relentless focus on value and service. Second, safe growth and strong resilience. Third, transformation of the business. He stated that integration of Society and Bank functions remained on track for completion by the end of 2026. Although a transformative year, the CEO opined that in many ways the Society had remained the same organisation with the same priorities and commitment to members.
- 2.12 The CEO concluded by thanking colleagues who had made the achievements in 2025 possible. He also thanked members and customers for their continued trust.

3 REMUNERATION

- 3.1 The RemCo Chair noted that this was her first opportunity to speak to members and she started by acknowledging that the topic of directors' pay was emotive, particularly during a year where the Society's directors' pay had increased significantly. She added the member feedback was important to the decision making of the Board Remuneration Committee (the "**Committee**") and for this reason the Society held an advisory vote on the Remuneration Report.
- 3.2 The RemCo Chair highlighted the aim to reward people competitively for delivering long-term sustainable value to members. She advised that pay was linked to both business and individual performance, with the balanced scorecard used to measure business performance and drive the annual bonus percentage for all colleagues. She provided a summary of the balanced scorecard measures, as well as an explanation of priorities that would underpin the new Long-Term Incentive Plan for executives.
- 3.3 The RemCo Chair recognised that to deliver market-leading performance, attraction and retention of the best people was crucial in a highly competitive and regulated market. She stated that through the Society's acquisition of the Bank, the Society was now competing for talent with both building societies and banks and pay therefore needed to be set according to market rates.
- 3.4 The RemCo Chair highlighted the Society's compliance with regulations designed to protect against rewarding misconduct or risk management failures and to avoid applying excessive pay. She referred to the Remuneration Report, noting changes to applicable regulation in 2025, which had driven higher variable pay opportunities for financial services executives. She confirmed that the changes had been applied by the Society, subject to some exceptions where the Society had adopted a more conservative approach.
- 3.5 The RemCo chair referred members to a series of charts displayed on the screen and provided an overview of the CEO's pay in 2025. She stated that the CEO was now leading a significantly larger business following the acquisition of the Bank. It was therefore determined by the Committee that executive director pay needed to reflect this, which resulted in base salary increases during 2025. The RemCo Chair also clarified the rationale behind the annual bonus approved for all colleagues, which was linked to strong performance in 2025 and an excellent Net Promoter Score.
- 3.6 The Remco Chair confirmed that in 2025 a one-off Integration and Retention Award was paid to the

CEO and other key executives, in recognition of their importance to the successful integration of the Society and the Bank. She added that this type of award was usual during an acquisition to maintain stability.

- 3.7 The RemCo Chair provided an overview of how the Committee determined that the CEO's pay was appropriate comparative to peers. She also confirmed that the relationship between the CEO's pay and the average pay for colleagues was considered by the Committee. The RemCo Chair added that the majority of the CEO's 2025 bonuses would be released in annual instalments through to 2031.
- 3.8 The RemCo Chair thanked members and hoped that her overview had provided context to the Committee decisions taken in 2025.

4 QUESTIONS FROM MEMBERS

- 4.1 The Chair introduced Ms Heffernan, the Society's Director of Strategy, who would be taking questions from members in the room, members taking part online and from those who had submitted questions in advance of the meeting.
- 4.2 Ms Heffernan stated that it was a privilege to host this section of the meeting. She asked members with account specific questions to please contact the Society's member services team in the usual way. She also asked members to keep to one question per person to ensure that as many questions as possible could be answered.
- 4.3 Ms Heffernan thanked those members who had pre-submitted questions and she explained that a popular question received was why the Society's savings rates often seemed lower when compared to other building societies. The CEO replied that he was confident in the fairness and consistency of the value paid to members in 2025 and the previous five years. He added that the Society's savings rates were driven by the market but also the Society's mortgage returns, the level of growth pursued, as well as liquidity requirements. He noted that the Board was focused on the value paid to savers and concluded that the Society paid what it could afford - taking into account the factors he had outlined.
- 4.4 Another popular pre-submitted question related to remuneration and the reasonableness of director pay. Recognising that the RemCo Chair had sought to provide context on this topic for members, Ms Heffernan referred to the Chair for additional comments. The Chair acknowledged the impact of the challenging external environment and recognised that notwithstanding this, the executive team had continued to deliver a high standard of customer service, interest rates above market averages and the acquisition of the Bank. He opined that as a result the Society's Executive Team commanded a higher profile externally and therefore steps to retain talent had been necessary.
- 4.5 Ms Heffernan invited questions in the room and members were asked to raise their hand. The first question asked was whether the Bank's head office site in Manchester would eventually be closed with redundancies made once the two organisations were brought together. The CEO stated that there were now two main campuses in Coventry and Manchester and he acknowledged that, unfortunately, redundancies had been necessary to effectively bring together the Society and the Bank. He confirmed that this process was ongoing but anticipated that integration would be completed by the end of 2026 - with a presence of combined functions retained in both Coventry and Manchester.
- 4.6 The next question in the room was whether there would be any further branch closures in Coventry. The CEO affirmed the Society's commitment to the high street and noted that while branches remained used, valued and economical to run, then they would remain for members. He added that notwithstanding this commitment, over a five-year period it would be reasonable to expect the overall

number of branches to change. The CEO invited Mr Jones, the COO to address the member's more specific question relating to a dual service branch in Kenilworth. The COO echoed the CEO's comments and stated that face-to-face services continued to be invested in. He confirmed plans for thirty new locations and said that Kenilworth and other specific locations remained to be confirmed.

- 4.7 The third question in the room related to digital banking platforms and the payment of higher rates of interest more frequently when compared to the Society. The member highlighted the benefit of digital app-based accounts and asked whether the Society would offer similar products in the future. The CEO provided context to this query, noting that such providers did not typically offer lending, unlike the Society that funded its lending business through its savings business. The CEO invited Ms Melville, the CCO, to note her thoughts in response to the question. She referenced the importance of current accounts which the Society intended to offer to members. Regarding savings products, the CCO highlighted the continuous research undertaken by the Society, to understand member priorities from products. She acknowledged the member's particular interest in external products that paid interest more frequently than the Society's current products. She stated that this feedback could be added to the Society's current research into this topic.
- 4.8 Ms Heffernan took a final question that had been submitted online more than once, which was what would happen to the level of protected savings for individuals that held accounts with both the Society and the Bank and whether a separate threshold under the Financial Services Compensation Scheme (the "**Scheme**") would be maintained. The CEO explained that on bringing Bank customers into Society membership, one limit of £120,000 under the Scheme would apply from that point. He clarified that the overlap between Society members and Bank customers was small and until the two organisations were brought together under one legal entity, two separate protected limits under the Scheme would continue to apply.
- 4.9 Ms Heffernan and the Chair thanked members for all questions submitted in advance, online and in person.

5 RESOLUTIONS

- 5.1 The Chair proposed and the meeting received the Auditors' Report which was on pages 122 to 130 of the Annual Report and Accounts 2025.
- 5.2 The Chair outlined that all eligible members unable to join the meeting had been asked to make use of the proxy voting forms.
- 5.3 The Chair called for a poll on each of the resolutions noting that proxy votes would be included in the votes when they were counted.
- 5.4 The Chair announced resolutions 1-14 in order and asked members in the room to vote in turn on each of the resolutions.
- 5.5 The Chair declared the voting closed and shared the provisional results, as shown in the table below.
- 5.6 The Chair confirmed that all resolutions had been passed subject to final verification and that all Directors listed in the Notice had been elected or re-elected.

Item number	For	Against	Withheld	% in favour
Ordinary Resolutions				
1. To receive the Directors' Report, Annual Accounts and Annual Business Statement for the year ended 31 December 2025.	60,614	508	454	99.17%
2. To approve the Directors' Remuneration Report for the year ended 31 December 2025. <i>The vote is advisory and Director's remuneration is not conditional on it.</i>	55,958	4,348	1,266	92.79%
3. To reappoint PricewaterhouseCoopers UK (PwC) as Auditors of the Society to hold office until the end of the next Annual General Meeting.	58,829	2,019	724	96.68%
Election and re-election of directors				
4. To elect Mark Ashely Parker as a director.	58,811	1,679	1,081	97.22%
5. To elect Caroline Suzanne Marsh as a director.	58,955	1,718	897	97.17%
6. To elect Jane Susannah Leach as a director.	59,026	1,602	938	97.36%
7. To re-elect Joanne Louise Kenrick as a director.	58,687	1,996	880	96.71%
8. To re-elect Martin Alistair Stewart as a director.	58,796	1,804	963	97.02%
9. To re-elect Shamira Mohammed as a director.	58,457	2,163	942	96.43%
10. To re-elect Stephen James Hughes as a director.	58,685	1,893	983	96.88%
11. To re-elect Brendan John O'Connor as a director.	58,689	1,894	979	96.87%
12. To re-elect Lee John Raybould as a director.	58,989	1,665	904	97.25%
13. To re-elect David Thorburn as a director.	58,906	1,729	928	97.15%
14. To re-elect Iain Plunkett as a director.	58,721	1,832	1,005	96.97%
61,122 members voted (4.93% of eligible members). Whilst provisional results were shared during the meeting, the vote was independently scrutinised by Civica Election services.				

6 CLOSE OF MEETING

- 6.1 The Chair confirmed that the Annual General Meeting had concluded and he declared the meeting closed.
- 6.2 The Chair thanked members for attending the meeting. He noted appreciation for their ongoing support to the Society.
- 6.3 For those who had travelled by Car, the Chair confirmed arrangements for exiting the car park without being charged.
- 6.4 For those who had travelled by coach, the Chair confirmed the pick-up point and explained that the coach would leave the Arena at 3:40pm.
- 6.5 The Chair wished members and attendees a safe journey.