

MINUTES OF THE 159TH ANNUAL GENERAL MEETING OF THE FURNESS BUILDING SOCIETY

**EMLYN HUGHES HOUSE, ABBEY ROAD, BARROW-IN-FURNESS
TUESDAY 29 APRIL 2025 4.00 PM**

The Chair, Graham Berville (GMB), presided over 49 attendees, including 8 members of the Society's Board of Directors, 12 Members and 29 Society employees who were a mix of Society Members and non-members. The total number of Society Members in attendance met the quorum requirements of 10 as per the Society's rules for the meeting.

The Chair gave the opening remarks, welcomed everyone to the meeting and introduced his colleagues on the Board of Directors.

He added that although the meeting was formal, the Society's Board were keen to engage with the Members and invited the attendees to ask questions during the meeting. He added that Directors would be available after the meeting was closed for more informal conversation.

The Chair acknowledged the recent Board decision in relation to the closure of the Society's Dalton branch location and provided rationale behind the decision. He acknowledged the emotional impact on the community and provided assurance that all Members affected would be supported to ensure they could continue to transact in a manner of their choosing. GMB confirmed no further branches would be closed at this time.

The Notice convening the meeting was taken as read and GMB reminded Members the agenda could be found on page 2 of the Summary Financial Statement (SFS).

The Minutes of the 158th Annual General Meeting held on 23 April 2024, copies having been made available to attendees, were taken as read, agreed and signed as a true record by the Chair. A signed copy would be uploaded to the Society's website on conclusion of the meeting.

Auditors' Report

The Chair referred the meeting to the Independent Auditor's Statement on pages 7-9 of the SFS.

Questions were welcomed from Members. No questions were raised.

Procedure for Resolutions

The Chair explained the procedure for the Resolutions which required a Member poll on agenda items 4-6h.

Annual Report and Accounts (AR&A)

The Chair asked Members to receive the Society's Annual Report and Accounts for the year ended 31 December 2024.

To enable Members to consider the resolution to approve the Annual Report and Accounts, the Society's Interim Finance Director, Mr Thomas Leach (TL) gave a presentation on the key points from the Furness Building Society Group 2024 financial results.

Questions were invited questions from Members in respect of the Directors' Report, Annual Accounts and Annual Business Statement.

No questions were raised and the Chair thanked the Interim Finance Director for his report.

The Chair asked Members to consider the resolution to approve the Annual Accounts and Annual Business Statement.

Directors' Remuneration Report

The Chair asked Members to consider the resolution to approve the Directors' Remuneration Report, Agenda item 4.

Questions were welcomed from Members and the Chair of the Remuneration Committee was available to answer any questions.

No questions were raised.

Re-Appointment of the Auditors

The Chair asked Members to consider the resolution to re-appoint Forvis Mazars LLP as the Society's Auditors and welcomed questions.

A question was received in relation to how long the current Auditors had served the Society.

In response, Phillip McLelland (PMcL), Chair of Audit Committee, advised a tender process had been carried out in 2021 and Mazars LLP had been successful and had since served the Society through three financial year ends. Prior to Forvis Mazars LLP, the Society's external Auditors were KPMG. PMcL advised that the Society's external Audit Partner, Tim Allen, was due to change for the 2025-2026 Audit and it was best practice as per the UK Corporate Governance Code to rotate the Society's external Audit Partner every five years to maintain independence.

No further questions were raised.

Election and Re-Election of Directors

The remaining resolutions related to the election and re-election of individual Directors to the Board.

The Board recorded its thanks to retiring Chief Executive Officer, Chris Harrison, who had served the Society since 2018.

No questions were raised by Members.

The Chair declared an adjournment to the meeting to enable votes from the meeting to be counted and added to those already recorded from proxy forms submitted by post or online prior to the meeting.

During the vote count, a presentation from local affinity partner, St Mary's Hospice, was received.

After the presentation, the Chair re-convened the meeting and announced the results of the poll as follows:

Agenda Item 3: To receive the Directors' Report, Annual Accounts and Annual Business Statement for the year ended 31 December 2024

Votes for	3860
Votes against	50
Withheld	20

The Chair declared the Resolution carried.

Agenda Item 4: To approve the Directors' Remuneration Report for the year ended 31 December 2024

Votes for	3521
Votes against	323
Withheld	88

The Chair declared the Resolution carried.

Agenda Item 5: To consider and if thought fit pass an Ordinary Resolution to re-appoint Forvis Mazars LLP as Auditors

Votes for	3771
Votes against	110
Withheld	49

The Chair declared the Resolution carried.

Agenda Item 6a-j: To re-elect and elect Directors

To re-elect Graham Michael Berville

Votes for	3712
Votes against	146
Withheld	73

The Chair declared the resolution carried.

To re-elect Andrew Paul Haywood

Votes for	3670
Votes against	192
Withheld	65

The Chair declared the resolution carried.

To re-elect Phillip Alexander McLelland

Votes for	3677
Votes against	169
Withheld	78

The Chair declared the resolution carried.

To re-elect Peter David Rogerson

Votes for	3691
Votes against	163
Withheld	71

The Chair declared the resolution carried.

To re-elect Diane Jane Hosie

Votes for	3704
Votes against	163
Withheld	62

The Chair declared the resolution carried.

To re-elect Karen Ingham

Votes for	3706
Votes against	156
Withheld	64

The Chair declared the resolution carried.

To elect Simon James Broadley

Votes for	3726
Votes against	125
Withheld	75

The Chair declared the resolution carried.

To elect Thomas Edward Leach

Votes for	3718
Votes against	134
Withheld	74

The Chair declared the resolution carried.

Any Other Business

Question and Answer Session

The Chair invited questions from the audience.

Member Val Werry (VW) presented a petition in relation to the closure of the Dalton branch which had received c600 signatures to date.

VW expressed her disappointment that no Member consultation was held in relation to the closure and raised concerns received from Members in the community about accessibility and health issues. She had also received concerns from Members in relation to the use of telephone banking or the digital application. She also raised concerns in relation to the suggestion of travelling to either the Barrow or Ulverston branches due to a restricted bus and train schedule and the costs associated with this travel. A small number of Member specific examples were also shared. VM also shared concerns over the impact the closure would have on trading within the Dalton community.

In response, GMB offered a face to face discussion following the meeting to discuss the specific concerns raised within the statement.

GMB explained the decision had been made by the Board who had considered their responsibility to all Members. The Society had invested over £4m across its branch network to deliver a better experience to both Members and colleagues. The Society would continue to support its communities through its charity donations and community work as expressed through the presentation shared earlier in the meeting by St Mary's Hospice.

GMB highlighted that the Dalton branch location was the Society's only branch which had significant geographical overlap with two other locations. This was alongside the telephony and digital application offerings available.

GMB advised that the Society's colleagues were on hand to discuss the telephony and digital channel offerings and provide support and guidance on how to use these for those Members who may require education.

Retiring Chief Executive Officer Chris Harrison, CMH, advised the Society had been made aware of the petition and following research, had found that a very low percentage of people who had signed the petition were Members of the Society who held accounts. Nevertheless, the Society recognised the emotional impact the decision had on the Dalton community but it had a duty of care to its Membership as a whole.

CMH added that the Society was not a clearing bank and in order to succeed, it was required to offer new ways of servicing its Members, both existing and new.

A further note of concern was shared from a Dalton community Member who expressed her sadness at the decision and her preference for face to face contact. She highlighted her reluctance to embrace new technologies due to fear of falling foul to scams. She added that the letter received in relation to the closure was three days after the initial notice was posted in branch and suggested this was not acceptable and an apology should have been tendered. In the accompanying leaflet, she suggested there was no reference to face to face services and that neither Barrow or Ulverston were within walking distance of the Dalton location. She requested that consideration be made on potential, alternative servicing options within the Dalton community post closure of the branch.

In response, Karen Ingham (KI), Vice Chair, thanked the Member for her response and attendance at today's AGM and recognised the personal impact the decision had on the community. Nevertheless, it was the responsibility of the Board to make these decisions and they had to consider the impact on the Society's Membership as a whole. KI provided assurance the decision had not been made lightly, and the Board has requested extensive data analysis and information be collated over an extended period of time before a final decision was made. This included a review of the transactions undertaken within the branch.

KI apologised on behalf of the Society if the timing of the letters was not as expected by the affected Members and invited all those impacted by the closure to reach out to the Society so their needs could be discussed.

Current Chief Commercial Officer, Simon Broadley (SJB), advised that the letters had been purposefully delivered following discussion with the impacted branch colleagues however, acknowledged there had been an overlap between formal notification within the branch and delivery of the letters to Members.

SJB confirmed all impacted Members were being contacted by the Society to discuss their needs.

SJB added that all Dalton branch employees were being redeployed across the business, either to alternative branch locations or Head Office.

A further comment was raised by a further Dalton community Member that the Society was a mutual organisation and therefore was required to consider more than profit when making its decisions.

In response, CMH expressed that all good businesses needed to support its communities whilst delivering good results and returns to their Members or customers. CMH reiterated the significant geographical overlap between the Dalton branch and the Society's Barrow and Ulverston locations.

GMB thanked all Members for sharing their concerns and confirmed that all impacted Members would continue to be contacted individually to discuss how the Society could continue to support their needs.

There were no more questions raised by the audience.

Before closing, the Chair thanked CMH for his tenure as CEO. He handed over to CMH and SJB who both delivered short presentations regarding the Society's performance in 2024 and discussed the Society's plans for 2025 and beyond.

SJB acknowledged the concerns raised by attendees at the meeting and advised a listening session would be arranged in the coming weeks in the Dalton community to allow Members in attendance today, and those unable to attend, an opportunity to further voice their concerns and allow the Society to share further detail behind its decision and discuss the options available.

The Chair once again thanked everyone for their attendance and the Society's staff and Members for their continued support and declared the formal meeting closed. He invited Members to stay for light refreshments and to ask any further questions of the Society's Board of Directors or Executive team.

The meeting closed at 17:10pm.

Addendum:

Following the meeting, an open day was held for Members and the community to attend the Dalton branch to address any concerns they had or answer questions they felt had been left unanswered. This event was held on 28th May with only 1 Member attending.

Andrea Belle, Head of Direct Distribution, also met with VW following the meeting to discuss her concerns raised. VW confirmed that following this session she was comfortable with the actions taken by the Society. No further action or comments were raised in relation to the closure which took place on 30th June 2025.