

# Member Nominated Candidate

A candidate has been nominated by 256 qualified members for election to the Society's Board in accordance with the Society's Rules, which are available at [nationwide.co.uk/agm](https://nationwide.co.uk/agm)

The candidate's profile and election address have been provided by the candidate. The Society is not responsible for any of the content of such profile and election address.

**Your Board recommends you vote 'Against' the election of this candidate as a Member Nominated Director of the Society.**

# Board Recommendation to Members

This year, the Society's Board received a valid nomination from 256 qualified members to elect a candidate, James Sherwin-Smith, as a Member Nominated Director as permitted by the Society's Rules.

Following a thorough assessment process, **your Board does not believe that the election of the candidate would be in the best interests of the Society and its current and future members, and therefore recommends that members vote 'Against' the election of James Sherwin-Smith as a Member Nominated Director.**

Under the Society's Rules, Board directors are responsible for conducting Nationwide's business on behalf of members. The Board therefore considers whether all candidates for election have the skills, experience and competencies to serve as a director.

The Society's Rules require candidates for election to the Board to supply 'evidence of their qualifications, financial and managerial experience, creditworthiness, competence and character' to help the Board in its duty to assess whether the candidate's election would be in the best interests of members.

The Board's assessment of Mr Sherwin-Smith comprised interviews with the Chairman, the Deputy Chairman, Senior Independent Director and Chief Financial Officer and a review of the candidate's submitted Election Address. There was also an independent assessment by a global executive search firm that specialises in Non-Executive Director appointments, and a standard 'pre-appointment' screening.

Following these assessments, the Board agreed unanimously that Mr Sherwin-Smith did not demonstrate to the Board's satisfaction that he had the skills or experience required to serve effectively as a Member Nominated Director of the Society.

The Board's assessment was that Mr Sherwin-Smith:

- does not have experience of representing a broad and diverse membership base, or any form of large-scale member advocacy;
- does not have any relevant or practical experience of board level governance or decision-making at a building society or mutual, or in any large regulated financial services firm of the scale and complexity of Nationwide; and
- would not contribute effectively to Board considerations, challenge or oversight on strategy, and the important operational matters and risk management that is required for a firm of Nationwide's scale and complexity.

The Board does not therefore believe that Mr Sherwin-Smith would enhance Nationwide's current extensive member engagement processes or Board governance. The Board is also not satisfied that he would contribute constructively and effectively to the Board in line with its duty to act in the best interests of the Society and its current and future members.

**Your Board therefore recommends that members vote against the election of James Sherwin-Smith as a Member Nominated Director of the Society.**

# James Sherwin-Smith

Independent non-executive director

Member Nominated Candidate



## Skills and experience

James Sherwin-Smith has worked in financial services for over 20 years and is a director of several UK companies. He previously served as CEO of Growth Street, an FCA-registered\* firm that helped UK small businesses access fair and competitive lending.

James later joined Vocalink, the British company that operates much of the UK's core payments infrastructure, including Bacs, Faster Payments and LINK. Following Mastercard's acquisition of Vocalink, he was part of the leadership team responsible for expanding the company's payment systems internationally.

He now advises and invests in early-stage financial technology and payments businesses.

## Election address

I am standing for election to give my fellow Members a more meaningful say in how Nationwide is run – and greater transparency into how its decisions affect them.

Like many Members, I value the role that building and mutual societies play in the UK financial system. As they are owned by their customers, they are uniquely placed to act in the interests of the people they serve, without the pressure of external shareholders.

This model only works if Members are informed and actively engaged. Mutual societies depend on participation to ensure Members' interests are properly reflected in Board decisions. Nationwide has over 16 million Members, yet only 4% take part in the Society's annual elections, and far fewer attend the AGM.

Millions more Members are now joining Nationwide from non-mutual Virgin Money as part of the largest acquisition in building society history. The integration will take years – and there will be tough decisions ahead.

Mutual boards benefit from Member Nominated Directors that ensure Members' perspectives are consistently considered in major decisions – from strategy to pricing and Member benefits – and Members are better informed and engaged.

My professional background means I understand how complex Financial Institutions operate. Through my work in payments infrastructure, and as CEO of an FCA-registered\* business, I have seen how organisations can balance commercial success and deliver the best outcomes for their customers.

If elected, my clear aim will be to bring an independent, informed Member perspective into the Boardroom and ensure that the voices of all Members are heard where decisions are made, by focusing on three priorities:

1. Strengthening how Members' views are reflected in Board decisions
2. Improving transparency, so Members better understand key decisions and how they are affected
3. Helping ensure the benefits of mutual ownership – such as pricing, products, service and rewards – are balanced, clearly delivered and fairly shared.

Nationwide has been successful because Members trust it to operate differently from shareholder-owned banks. Protecting and strengthening that trust is essential to its future.

If you would like a Member Nominated Director on the Nationwide Board, please vote:

**FOR James Sherwin-Smith.**

\*The word 'registered' replaced the word 'regulated' in the election address that Mr Sherwin-Smith had originally provided to the Group Society Secretary before the submission deadline. It was subsequently agreed with Mr Sherwin-Smith that he could submit a revised address correcting this error.