melton matters

for the members of melton building society - spring 2019





Challenging Times



Welcome to the Spring 2019 Edition of Melton Matters. Inside you will find details of our Annual General Meeting and information on how you can vote – I encourage you to attend the AGM if possible to exercise your voting rights.

I am pleased to report that despite a tough economic backdrop and the continuing uncertainty caused by Brexit, your Society has produced a solid financial performance in 2018. The Group produced a healthy profit before tax of £1.4m and this is after making a £250,000 investment in a new business finance subsidiary which we aim to launch in the second half of 2019.

We continue to invest for the future making improvements to our product range and service delivery capabilities. In 2018 we reinforced our position as a provider of specialist mortgage solutions targeted at specific customer types. This has enabled us to build a good spread of mortgage assets, whilst maintaining asset quality. It is important that we continue to build on our specialist underwriting strengths and in the first quarter of 2019 we plan to launch a retirement interest only mortgage in support of customers seeking later life mortgage funding. At the other end of the age spectrum, we were delighted to receive recognition for Best Junior Children's Savings Provider in the 2018 Personal Finance Awards.

We expect 2019 to present economic and market challenges. However, we've established a strong balance sheet and a reputation for excellent service and market leading products which will place us in a good position to meet the challenges ahead.

Alan Craft Chairman

Notice of Annual General Meeting

Notice is hereby given that the 143rd Annual General Meeting of the Melton Mowbray Building Society will be held on 24th April 2019 at Pera Business Park, Nottingham Road, Melton Mowbray, Leicestershire, LE13 0PB at 11.00am for the following purposes:

- 1) To receive the Directors' Report, Annual Accounts and Annual Business Statement for the year ended 31 December 2018.
- 2) To receive the Auditors' Report for the year ended 31 December 2018.
- 3) To receive and accept the Directors' Remuneration Report as set out in the Annual Accounts.
- 4) To re-appoint KPMG LLP as Auditor.
- 5) Board Candidates:
 - i) To elect Mr Jonathan Farrington
 - ii) To re-elect Mr Alan Leslie Craft
 - iii) To re-elect Mr Ken Romney
 - iv) To re-elect Mr Martin Reason

By order of the Board of Directors

K Mabbott Society Secretary 13 March 2019

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 show of hands. Your proxy may not speak at the Meeting, except to demand or join in demanding a poll.
- 3) You may instruct your proxy how to vote at the Meeting. Please read these instructions and any on the proxy form itself. If voting by proxy, the voting date is 18 April 2019.
- 4) The voting date is the date of the Meeting 24 April 2019.
- 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 24 April 2019, and
 - ii) have held shares to the value of not less than £100 on 31 December 2018, and
 - iii) not ceased to hold a share or shares at any time between 31 December 2018 and the voting date, and
 - iv) hold a share or shares 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 those 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 24 April 2019, and
 - ii) have owed 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 that mortgage can have any voting rights.
- 6) In addition, you can vote only 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. If you are appointing a proxy other than the Chairman of the Meeting to attend the Meeting 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, your vote will not be counted.

Information on Candidates for Election as a Director



Mr Alan Leslie Craft MA (D.O.B. 25 September 1947)

I am a career banker with experience in various parts of the world. My specialisation has been risk management in both credit and operational risk. I joined the board of the Melton in June 2013 and I became Chairman in December 2013. I am also now a partner in a consultancy that reviews the effectiveness of employee engagement and an advisor to a firm that assesses very long term economic trends and their impact on businesses and governments. I am married with two sons and five grandchildren.



Martin John Reason BSc (Hons) (D.O.B. 11 July 1960)

I joined the Society in March 2006 as Chief Executive and previously worked for HSBC plc for 26 years. I am a Trustee of both the Melton Mowbray Building Society Charitable Foundation and Staff Pension and Life Assurance Scheme. I serve as Chairman of the Group's Executive Committee.



Mr Ken Romney BA, FCA, (D.O.B. 22 March 1951)

I am a Fellow of the Institute of Chartered Accountants in England and Wales. Following 10 years' audit experience in the UK and overseas, I have worked in Financial Services for over 30 years. I have had 10 years' recent experience as Finance Director of Chesnara plc., a successful life and pensions group listed on the London Stock Exchange and intend to continue to work within Financial Services by taking on a small number of Non-Executive Board positions within PRA/FCA regulated companies, where I can utilise my experience in Corporate Governance, Risk and Compliance. I am Chairman of the Audit and Compliance Committee.



Jonathan Farrington BSc (Hons), MSc, MBA, C.Dip.A.F. (D.O.B. 26 March 1969)

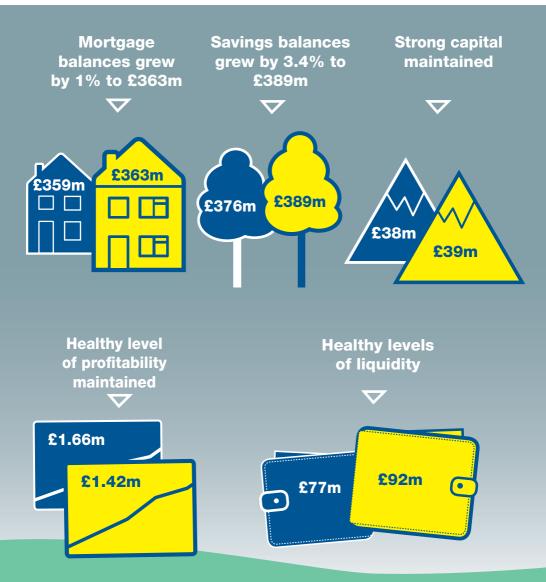
I was appointed to the Board on 1st March 2018 and I am a member of the Audit and Compliance Committee.

I have worked in the oil, pharmaceutical and retail sectors including Mobil Oil and Alliance Boots. I served as Group CEO of the Dr Max Group in Central Europe, Finance Director of Boots Retail International and Alliance Boots Group Director of Corporate Development for Europe, Middle East & Africa. I have worked internationally for much of the last twenty years, including time spent living and working overseas.

I have been based in the East Midlands since 1996 and I am married with 3 children. I am Vice Chair of Governors at the King's School, Grantham.

Group Performance at a Glance 2018

Maintaining Financial Strength





Things that matter to you

Our average savings rate was above Bank of **England Base Rate**



Low level of complaints





2017 complaints as a % of customer as a % of customer accounts: 0.17

2018 complaints accounts: 0.17

Recipient of 4 industry awards









Giving to the Community

Over £86,000 donated to local worth causes in 2018



For further information about how we support the community and how to apply, please visit www.themelton.co.uk/community-support

A Modern Building Society That Still Knows What Matters



This year we have invested a quarter of a million pounds in building a new business opportunity which will run using digital capability and harness the power of computing to generate new sources of revenue for the Group by targeting new markets and customers.

Fresh ideas, responding to a fast moving world and adjusting our services to meet the new demands of customers is very important. However, we do still recognise that the core of our business comes from

a traditional customer base that expects not only high service standards and excellent products, but also social responsibility and care for our community to shine through in everything we do. That's why we will:

- Continue our schools education programme to increase financial awareness and understanding amongst young people
- Continue to champion sustainability in creating mortgage and savings products that recognise eco friendly behaviour
- Continue to support our own Charitable Foundation and local charities which make a difference to your lives.

Supporting Your Local Community

Our support enables employees to get involved and make a difference - this year our employees have chosen Community **First Responders** as the Society's charity of the year and we will be carrying out a variety of fundraising activities throughout 2019.

The Society has a number of affinity relationships with local charities to raise money through savings accounts which give savers an attractive rate of interest, whilst every year the Society donates a percentage of the average daily account balances. This year we donated over £18,200 to the **Derbyshire**, **Leicestershire** & **Rutland Air Ambulance** (DRLAA) and we opened a new affinity savings account for **Home-Start**, a local charity providing support to families in need.

The Society's Charitable Foundation has agreed to pledge £6,500 kickstart funding for the **Belvoir Cricket & Countryside Trust** to help the Trust to secure planning permission to build a new accessible indoor hall and pavilion sports facility that will allow the Trust to run programmes throughout the year. Belvoir Cricket & Countryside Trust is a registered charity providing life skills and learning through cricket and the countryside for disabled children up to 16 years old and underprivileged and mainstream children aged 4 to 11 (see front cover).

Martin Reason Chief Executive







Customer Feedback – some quotes:

Will, Grantham: "It was so helpful, particularly as a first time buyer, to be able to talk with someone face to face who was able to guide me through the maze of house buying. I had researched mortgages extensively online, but for me local and personal is best!

Trevor and Julie, Abersoch: "We wanted a lender with the expertise and flexibility to manage the complexities of self build finance. The Melton took a hands on approach from the start making the process simple, there was always someone at the end of the phone to help if needed and nothing was too much trouble. Even when we encountered more technical issues, our expert got back to us quickly and delivered a solution. Quite simply the Melton helped us make our dream home a reality."

If you have recently had an experience with the Society, we would very much appreciate your feedback. Please leave us a review by following the link on our website **www.themelton.co.uk**.

Summary Financial Statement 2018

This financial statement is a summary of information in the audited annual accounts, the Directors' report and annual business statement, all of which will be available to members and depositors free of charge on demand at every office of Melton Mowbray Building Society from 31 March 2019 and at www.themelton.co.uk.

Approved by the Board of Directors on 13 March 2019 and signed on its behalf by:

A L Craft / N

M J Reason Chief Executive J P Mulvey

Deputy Chief Executive & Finance Director

Summary Directors' Report

The information contained in the Chairman's welcome and the Chief Executive's review on pages 2 and 8 to 9 addresses the requirements of the Summary Directors' Report. Further information is contained in the full annual accounts.

	Group 2018 £'000	Group 2017 £'000
Results for the year		
Net interest receivable	6,933	6,650
Other income and charges	621	701
Administrative expenses	(6,107)	(5,621)
Loss on revaluation of investment property	(100)	(100)
Impairment losses	58	69
Provisions	14	(38)
Profit for the year before taxation	1,419	1,661
Taxation	(312)	(361)
Profit for the year	1,107	1,300
Financial position at end of year		
Assets		
Liquid assets	91,577	77,138
Mortgages	362,066	358,665
Derivative financial instruments	133	66
Fixed and other assets	6,875	7,141
Retirement benefit asset	8,647	8,847
Total Assets	469,298	451,857
Liabilities		
Shares	366,719	355,324
Borrowings	60,635	55,540
Derivative financial instruments	14	80
Other liabilities	2,635	2,736
Reserves	39,290	38,077
Revaluation reserve	5	100
Total Liabilities	469,298	451,857

	Group 2018	Group 2017
Summary of key financial ratios	,	
As a percentage of shares and borrowings:		
Gross capital	9.20%	9.29%
Liquid assets	21.43%	18.77%
As a percentage of mean total assets:		
Profit for the year	0.24%	0.30%
Management expenses	1.33%	1.29%

Notes to the Summary Financial Statement

The Summary Financial Statement is prepared on a Group basis.

The gross capital ratio measures the Group's capital as a proportion of its shares and borrowings. Gross capital comprises the general reserves and the revaluation reserve. Capital provides a financial buffer against any losses which might arise from the Group's activities and therefore protects investors.

The liquid assets ratio is a measure of the proportion of the Group's shares and borrowings that are in the form of cash or readily realisable into cash. Liquid assets enable the Group to meet requests by investors for withdrawals from their accounts, to make new mortgage loans to borrowers and to fund its general business activities.

The ratio of profit for the year as a percentage of mean total assets measures the proportion that the profit after taxation for the year represents in relation to the average of total assets for the year. The ratio is similar to a company's return on assets. The Group needs to generate a reasonable level of profit each year in order to fund the continued development of its business and maintain its capital ratios at a suitable level to protect investors.

The ratio of management expenses as a percentage of mean total assets measures the proportion which administrative expenses as reported in this document (which includes depreciation and amortisation) represents in relation to the average of total assets for the year and is widely used to measure administrative efficiency.

Independent auditor's statement to the members and depositors of Melton Mowbray Building Society

Opinion

We have examined the summary financial statement of Melton Mowbray Building Society ('the Society') for the year ended 31 December 2018 set out on pages 10 to 11.

On the basis of the work performed, as described below, in our opinion the summary financial statement is consistent with the full annual accounts, the Annual Business Statement and Directors' Report of the Society for the year ended 31 December 2018 and conforms with the applicable requirements of section 76 of the Building Societies Act 1986 and regulations made under it.

Basis for opinion

Our examination of the summary financial statement consisted primarily of:

- Agreeing the amounts and disclosures included in the summary financial statement to the corresponding items within
 the full annual accounts, Annual Business Statement and Directors' Report of the Society for the year ended
 31 December 2018, including consideration of whether, in our opinion, the information in the summary financial
 statement has been summarised in a manner which is not consistent with the full annual accounts, the Annual Business
 Statement and Directors' Report of the Society for that year;
- Checking that the format and content of the summary financial statement is consistent with the requirements of section 76 of the Building Societies Act 1986 and regulations made under it; and
- Considering whether, in our opinion, information has been omitted which although not required to be included under the relevant requirements of section 76 of the Building Societies Act 1986 and regulations made under it, is nevertheless necessary to include to ensure consistency with the full annual accounts, the Annual Business Statement and Directors' Report of the Society for the year ended 31 December 2018.

We also read the other information contained in the Melton Matters document, and consider the implications for our statement if we become aware of any apparent misstatements or material inconsistencies with the summary financial statement.

Our report on the Society's full annual accounts describes the basis of our opinions on those annual accounts, the Annual Business Statement and Directors' Report.

Directors' responsibilities

The directors are responsible for preparing the summary financial statement within the Melton Matters document, in accordance with applicable United Kingdom law.

Auditor's responsibilities

Our responsibility is to report to you our opinion on the consistency of the summary financial statement within the Melton Matters document with the full annual accounts, Annual Business Statement and Directors' Report and its conformity with the relevant requirements of section 76 of the Building Societies Act 1986 and regulations made under it.

The purpose of our work and to whom we owe our responsibilities

This auditor's statement is made solely to the society's members, as a body, and to the society's depositors, as a body, in accordance with section 76 of the Building Societies Act 1986. Our work has been undertaken so that we might state to the society's members and depositors those matters we are required to state to them in such a statement and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the society and the society's members as a body and the society's depositors as a body, for our work, for this statement, or for the opinions we have formed.

Michael Davidson for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

1 Sovereign Square Sovereign Street Leeds LS1 4DA 13 March 2019

Directors' Remuneration Report

This report together with the disclosures in Note 9 of the annual accounts is provided to give members an explanation of the policy and application of Directors' remuneration. A resolution will be put to the Annual General Meeting inviting members to receive and accept this report. The vote is advisory, and the Board will consider whether any consequent action is required.

Remuneration Policy

The Remuneration & Nominations Committee, comprising Non-Executive Directors only, has responsibility for determining the Group's Remuneration Policy. The Committee's objectives in setting the Remuneration Policy are to ensure that:

- The Group attracts and retains Directors and senior management possessing the skills and experience to lead the Group and develop it for the long term advantage of members;
- Remuneration decisions are consistent with the Group's long term objectives, business strategy and risk appetite set by the Board of Directors;
- · Staff are provided a fair and reasonable reward for their contribution to the business; and
- The Group maintains a sustainable business model and a strong capital base.

In setting remuneration, the Committee takes into account salaries, fees and benefits offered for comparable positions within similar financial services organisations.

Executive Directors

Remuneration of the Group's Executive Directors comprises a number of elements: basic salary, annual bonus scheme, medium term incentive plan, membership of a pension scheme and other taxable benefits.

The annual bonus scheme is in place in order to recognise the contribution of individuals to the maintenance and improvement of underlying financial performance and enhancements made to the Group's risk management framework and control environment. Annual bonuses are discretionary, non-contractual and not guaranteed, capped at 10% of basic salary (prior to any salary sacrifice) and are subject to approval by the Committee. All payments under the annual bonus scheme are in cash with no deferral or clawback provisions.

A medium term incentive plan (MTIP) was introduced by the Committee from 1 January 2017. The targets for MTIPs are set annually, based on performance measured against objectives set within the Society's Strategic Plan relating to profitability, mortgage growth and customer service. Payments under each MTIP are capped at 10% of basic salary (prior to any salary sacrifice) and, subject to performance, paid over a three year period, with 25% payable after each of the first two years and 50% after the third year. All payments under the MTIP are reviewed by the Risk Committee, are discretionary and subject to approval by the Remuneration & Nominations Committee.

Payments under the annual bonus scheme and MTIP in any one year are capped at 20% of basic salary.

Executive Directors are eligible to be members of the Melton Mowbray Building Society Staff Pension and Life Assurance Scheme (the 'Scheme'). Active members of the Scheme accrue benefits in the defined contribution section of the Scheme. The Scheme also includes financial provision for death in service. Mr Reason has opted out of the Scheme and receives a taxable allowance in lieu of the Society's pension contributions and retains the death in service life assurance cover.

The Group provides other taxable benefits including a car allowance and health care provision.

Details of all remuneration paid to the Executive Directors are set out in Note 9 of the annual accounts.

The Chief Executive and Deputy Chief Executive & Finance Director each have a service contract with the Society, terminable by the Society giving 12 months' notice or by the Director giving 6 months' notice.

The level of remuneration of Executive Directors is considered by the Committee. The Chief Executive appraises the individual performance of the Deputy Chief Executive & Finance Director and makes recommendations to the Committee. The Chief Executive is appraised by the Chairman.

A Director who is also a Trustee of the Melton Mowbray Building Society Staff Pension and Life Assurance Scheme is granted a fee of £150 per Trustee meeting attendance. Mr Reason and Mr Mulvey both received Trustee meeting attendance fees during the year.

Non-Executive Directors

Non-Executive Directors are remunerated by fees. A taxable travel and accommodation allowance is paid where a Director lives a significant distance from the Society's Principal Office. They do not receive any salary, performance incentives or pension. The Society's Rules limit Non-Executive Director remuneration to 2.5 times the annual salary of the lowest paid full-time clerical employee. Each Director's remuneration is considered by the Committee.

FCA Remuneration Code

The Group's Remuneration Policy describes how the Group complies with the Remuneration Code. In accordance with the Code, the Society has disclosed certain qualitative and quantitative information relating to remuneration in its Pillar 3 disclosures document which can be found on the Society's website, www.themelton.co.uk.

A L Craft 13 March 2019
Chairman

Directors' emoluments (not forming part of the Summary Financial Statement)

Society 2018	Salary / fees £'000	Annual bonus £'000	Medium term incentive plan £'000	Benefits £'000	Sub Total £'000	Payments to defined contribution scheme £'000	2018 Total £'000	2017 Total £'000
Non-Executive								
L C Alldritt (retired 28 Nov 2017)	-	-	-	-	-	-	-	22
A J Capps	27	-	-	2	29	-	29	27
R H Clegg (retired 25 Apr 2017)	-	-	-	-	-	-	-	10
J G Farrington (appointed 1 March 2018)	21	-	-	-	21	-	21	-
A L Craft	30	-	-	3	33	-	33	32
D L McKenzie	25	-	-	3	28	-	28	18
F A Pollard	27	-	-	3	30	-	30	28
K O Romney	27	-	-	3	30	-	30	28
Executive								
M J Reason	152	9	3	32	196	-	196	190
J P Mulvey	116	7	4	12	139	28	167	165
	425	16	7	58	506	28	534	520

MyMelton Online

You can now register to view and manage basic account and personal details online 24 hours a day.

This new online service includes:

- View and manage basic account details
- Change personal details
- Change interest payment instructions
- Send and receive secure messages to/from the Society regarding your account(s)
- Personalise your account names
- Monitor your ISA subscription
- Add savings goals

To register for this online facility, you will need to complete a Registration form - please ask one of our Customer Advisors for more details.



Supporting Local Charities

The Melton has a number of selected affinity relationships with local charities to raise money through savings accounts. These accounts enable members to help their chosen charity as the more money they save, the more the Melton donates to the charity each year.









For more information regarding the Society's Affinity Savings accounts and how you can help support our chosen charities, please speak to an advisor, visit www.themelton.co.uk or call us on 01664 414141.



Important Information

FINANCIAL SERVICES COMPENSATION SCHEME

Important information about compensation arrangements

We are covered by the Financial Services Compensation Scheme (FSCS). The FSCS can pay compensation to depositors if a building society is unable to meet its financial obligations. Most depositors - including most individuals and small businesses - are covered by the scheme.

In respect of deposits, an eligible depositor is entitled to claim up to £85,000. For joint accounts each account holder is treated as having a claim in respect of their share so, for a joint account held by two eligible depositors, the maximum amount that could be claimed would be £85,000 each making a total of £170,000. The £85,000 limit relates to the combined amount in all the eligible depositor's accounts with the building society, including their share of any joint account, and not to each separate account.

For further information about the scheme (including the amounts covered and eligibility to claim) please ask at your local branch, refer to the FSCS website www.FSCS.org.uk or call 0800 678 1100.

• Please ensure that you keep your personal details held with the Society up to date.

The Society may wish to keep you informed of marketing initiatives from time to time. We will use various marketing methods in this respect, namely, telephone, letter/direct mail, email or third party. If you do not wish to be contacted by any particular method, please let us know. Please note that any instruction received will supersede any existing instruction held in our records.

- The Society's current savings interest rates are available on request from our Principal Office or Branches. They are also shown on our website at www.themelton.co.uk.
- Online Security For those members who use online facilities, including email, please note that Melton Mowbray Building Society will not issue emails to you requesting personal information or details of passwords and accounts numbers. We would appreciate you letting us know if you ever receive such a request. We would also draw your attention to being vigilant in respect of internet security including identity theft and internet fraud generally. We would draw your attention to the security information in the online savings log in and suggest you read this information on a regular basis.

Your Executive Management Team

Martin Reason - Chief Executive

John Mulvey - Deputy Chief Executive

& Finance Director

Chris Wood - Interim Chief Risk Officer **Debbie Flint** - Director of Operations

Siân Gant - Commercial Director
Karen Mabbott - Society Secretary

Offices of the Society

Principal Office

Mutual House, Leicester Road, Melton Mowbray, Leics., LE13 0DB Tel: 01664 414141 Fax: 01664 414040 E-mail: melton@mmbs.co.uk

Branch Offices

Melton Mowbray Branch

18 Nottingham Street, Melton Mowbray, Leics., LE13 1NW. Tel: 01664 480214 Jack Gallacher - Branch Manager

Grantham Branch

48 High Street, Grantham, Lincs., NG31 6NE. Tel: 01476 564528

Dawn Wright - Branch Manager

Oakham Branch

23 High Street, Oakham, Rutland, LE15 6AH. Tel: 01572 757911 Lisa Marshall - Branch Manager

Lisa Marshall - Branch Mariage

Call us on 01664 414141 between 9am and 6pm Monday to Friday and 9am and 12pm on Saturdays

www.themelton.co.uk



The Melton Mowbray Building Society is Authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority. MMBS8719