Minutes of the
Annual General Meeting

Tuesday 25 November 2025, 5.00pm

Teams Meeting Conference Call

Members present (on zoom)

There were ten members, including three directors, of South West Mutual ("the Society" or "SWM") present and four votes cast by proxy. The following directors where present:

- Mark Drewell (MD) – Non-executive Director and for the meeting, Chair
- John Arthur (JA) – Society Secretary and Non-executive Director
- Paul Manning (PM) – Non-executive Director

1. **Welcome, procedures and quorum**

   MD welcomed everyone to the Annual General Meeting (AGM) and thanked those present for attending and for casting their votes.

   With ten members present and four present by proxy, MD declared that the AGM was quorate.[1]

   (Post AGM meeting note – the Secretary has been contacted following the meeting to confirm that an additional member would have attended but was unable to do so because the invitation to the AGM had not been received. Had they attended they would have voted in favour of all resolutions.)

   During the meeting the attached slide presentation was used. This included details of the Agenda, Presentation of Accounts and Directors Report, results of voting in respect of the ordinary resolutions put to the AGM, possible future developments and a Question and Answer session.

   Slides for AGM 2025.pptx

2. **Presentation of Directors' Annual Report and Statement of Accounts**

   MD provided comments on the figures for Income and Expenditure and the Balance Sheet for the financial year ended 31 July 2025 and noted that the past year has been a holding pattern as discussed at the last AGM.

[1] Rule 13.5.2 of the Society states that a quorum for a general meeting of members is the lesser of 5% or 50 members. There are 110 members of the Society meaning that 6 members are required to exceed 5% of the membership.

MD Drew attention to the ongoing administration costs which indicated an annual expenditure of something in the order of £1,300 which represented mainly ongoing costs in respect of the website provision and emails. MD noted that given the cash balance held in the bank account (shown in the slide as £3,764.51) there was enough to continue SWM in its current suspended state for at least another two or possibly three years.

MD confirmed to the AGM that the Board is currently minded continuing SWM in its current form for at least the next 12 months and there was no intention to discuss this further at this AGM.

At this point MD handed the meeting over to JA to outline the results of the voting on the resolutions.

3. **Ordinary Resolutions**

JA declared the results of votes cast electronically and by proxy as follows:

a) To receive the Directors' Annual Report for y/e 31 July 2025
b) To receive the Audited Statement of Accounts for y/e 31 July 2025
c) To re-elect Mark Drewell
d) To re-elect Paul Manning
e) To re-elect John Arthur

The above resolutions were all carried unanimously with 15 votes. There were no abstentions

f) To disapply the audit requirement in respect of the annual accounts as allowed for in Rule 31.1.
This resolution was carried by a majority of 14 with one abstention.
JA noted therefore that all the resolutions had been passed by the AGM and again thanked those members attending and others for voting by proxy.

MD then invited TG to present to the AGM

4. **Possible Future Developments**

TG started his session with a brief outline of what the previous government had done in respect of regional mutual banks referring to Kevin Hollinrake (KH) who was Minister of State for Enterprise Markets and Small businesses up until May 2024. TG confirmed that KH was very enthusiastic regarding the concept of regional banking and whilst he was Minister had instructed civil servants at the Department of Business and Trade to look into the idea to a greater degree than they had done so previously. TG confirmed it that he had been involved in some of these conversations.
TG updated the AGM on developments and initiatives taking place which might be beneficial to SWM and these are briefly summarised below:

- Blair McDougall (BM) is the current Under Secretary of State for Small Businesses. Areas BM is responsible for include small business support and access to finance and innovation. It is understood that BM has been receptive of the idea of small regional banks.
- The National Institute for Economic and Social Research is due to publish a paper in January or February 2026 which is expected to be favourable in terms of regional finance provision and

how similar institutions (small regional banks) in Europe have proven to be beneficial particularly in times of economic recession.

- TG noted that the key question is whether the government is prepared to implement any of the initiatives that might come out of such a paper.
- TG also noted that he was contacted by – Gary Parlett who is on the DBT's committee of external advisers on smaller business. TG considers that GP is very well placed and in touch with a number of developments regarding regional finance and had spoken to him earlier in that morning.

TG acknowledged that any initiatives and changes to policy are moving forward slowly and that although they do like the idea of mutual regional banks it is still unclear whether the government is willing to put money into establishing them.

TG concluded his presentation by confirming his agreement that it was too early to consider winding up SWM.

At this point MD handed the meeting over to PM for questions and answers.

5. **Questions from the floor**

PM then invited questions from the members, and the following points were discussed:

- TG noted that apart from Avon Mutual there is still another regional mutual continuing to work towards banking licence authorisation. This is North West Mutual (NWM) which has been backed by one of the local authorities. TG drew attention to the fact that he considers that NWM using a model which, based on SWM's experience when submitting their regulatory business plan to the New Bank Start-up Unit (Bank of England & Financial Conduct Authority), is unworkable.
- TG confirmed that Avon Mutual (AM) whilst in a suspended state like SWM is still in contact with the NBSU and this provides reassurance that the initiative (launching a regional mutual bank) could still be resurrected.
- TG added it that the major factor continues to be the lack of availability of the necessary finance to relaunch either SWM or AM.
- TG confirmed that if there are any further important developments as expected in early 2026 he would share it with the Board to consider organising a mailing to all members to keep them up to date.
- It was noted that these developments might be very important for Housing Associations and Credit Unions as a bank like that proposed by SWM would be very beneficial in terms of financial inclusion (one of SWM's key aims).
- It was noted that a number of members of SWM share an ambition to see a regional mutual bank launched as this would serve the much wider elements of the community and that it was essential to maintain as much focus as possible with MPs to continue pressing for this kind of development.
- It was noted that there are a lot of new MP's particularly in Devon and Cornwall and lobbying should continue when appropriate. One member in particular asked that the Board keep everyone updated with any developments.

- TG concluded by confirming that he believed that budget had been put aside to pay for consultants to write a business plan for a version of a regional mutual bank for small businesses and if this was developed this again would be useful to SWM.

6. **Close of meeting**

   MD closed the meeting by thanking those all present and those who had attended by proxy and again inviting anyone who would like to help or support the Society to make contact.

   MD declared the meeting closed at 5.40 pm.

   John Arthur

   Secretary – South West Mutual