

22 October 2021

Dear Shareholder,

Please find enclosed the notice of Auswide Bank Ltd's ("**Auswide**") 2021 Annual General Meeting ("**Notice of Meeting**") to be held on Tuesday, 23 November 2021 at 11.00am (Queensland time). Shareholders and other persons will have the option of attending the meeting online at <https://web.lumiagm.com/330-064-475> or in person at Auswide Bank, Level 3, 16-20 Barolin St, Bundaberg, Queensland. To assist Auswide to ensure compliance with social distancing and other relevant requirements that may be applicable as at the date of the meeting, any shareholder who wishes to attend the meeting in person is requested to confirm their intention to do so by email to auswide@auswidebank.com.au by 11.00am (Queensland time) on Tuesday, 16 November 2021. Registration for online attendance at the meeting will commence at 10.00am (Queensland time) on Tuesday, 23 November 2021.

Further details in relation to how to attend and participate in the physical or online meeting (including how to vote and ask questions in real time) are set out in the Notice of Meeting.

An Online Voting Guide is attached to the Notice of Meeting, and is available on our website at: <http://www.auswidebankltd.com.au> under the Shareholders > Notices of Meetings tab. The Online Voting Guide provides detailed instructions on how to log in to, view, participate, vote and ask questions in real time at the meeting.

Shareholders are encouraged to vote prior to the meeting by completing the proxy form enclosed with the Notice of Meeting in accordance with the instructions on the form and by returning it to Auswide's share registry in the manner set out in the Notice of Meeting. **To be effective, completed proxy forms must be received by Auswide's share registry by 11.00am (Queensland time) on Sunday, 21 November 2021**, being 48 hours before the commencement of the meeting.

Shareholders who will be attending the meeting in person and who will not be appointing a proxy are asked to bring the proxy form enclosed with this Notice of Meeting to assist with registration.

Shareholders are also invited and encouraged to submit questions in advance of the meeting by email to auswide@auswidebank.com.au or otherwise in the manner set out in the Notice of Meeting.

Our full 2021 Annual Report, including the Chairman's Report, has been lodged with the Australian Securities Exchange and is now available on our website at: <http://www.auswidebankltd.com.au> under the Shareholders > Annual Reports tab. Printed copies of the 2021 Annual Report will be sent to Shareholders who have requested a copy.

Should you have any questions in relation to the meeting please contact our share registry, Computershare, on 1300 850 505.

Alternatively, if you have any queries in respect of the Notice of Meeting or information contained in the Annual Report, please contact our Company Secretary, Bill Schafer on 07 4150 4075.

Yours faithfully



MJ BARRETT
Managing Director

Small things. Big difference.

Need assistance?

 **Phone:**
1300 552 270 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Queensland time) on Sunday, 21 November 2021.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

ATTENDING THE MEETING

If you wish to attend the meeting online, please use the details provided in this form. Alternatively, if you are attending the meeting in person, please bring this form with you to assist registration.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 135591

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Auswide Bank Ltd ("Company") hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of the Company to be held on Tuesday, 23 November 2021 at 11:00am (Queensland time) ("Meeting") and at any adjournment or postponement of that meeting. Shareholders and other persons will have the option of attending the Meeting in person at Auswide Bank Ltd, Level 3, 16 - 20 Barolin St, Bundaberg, Queensland or online at <https://web.lumiagm.com/330064475>.

If you appoint someone other than the Chairman of the Meeting as your proxy you will need to advise your proxy of their appointment and, if your proxy will attend the meeting online, ask them to contact the Company's share registry, Computershare Investor Services on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) Monday to Friday during business hours to arrange their login details so they may attend the meeting, vote, and ask questions on your behalf via the LUMI AGM online platform.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 4 & 5 (except where I/we have indicated a different voting intention in Step 2) even though Resolutions 4 & 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 4 & 5 by marking the appropriate box in Step 2.

Comments & Questions: If you have any comments or questions for the Company, please write them on a separate sheet of paper and return with this form or otherwise in accordance with the instructions set out in the Notice of Meeting.

Step 2 Item of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority.

| | | For | Against | Abstain |
|--------------|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Re-election of Director (Ms S Birkensleigh) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Election of Director (Mr G Murdoch) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Election of Director (Ms J Korhonen) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 | Approval of Non-Executive Director Fees | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

| | | | |
|--|--|--|-----------------------------|
| Individual or Securityholder 1 <input type="text"/> | Securityholder 2 <input type="text"/> | Securityholder 3 <input type="text"/> | / / <input type="text"/> |
| Sole Director & Sole Company Secretary | Director | Director/Company Secretary | Date |

Update your communication details (Optional)

| | |
|---------------------------------------|---------------------------------------|
| Mobile Number <input type="text"/> | Email Address <input type="text"/> |
|---------------------------------------|---------------------------------------|

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Notice is hereby given that the **Annual General Meeting (“Meeting”)** of Auswide Bank Ltd ABN 40 087 652 060 (“**Company**”) will be held on Tuesday, 23 November 2021 at 11.00am (Queensland time). Shareholders and other persons will have the option of attending the Meeting in person at Auswide Bank Ltd, Level 3, 16 – 20 Barolin St, Bundaberg, Queensland or online at <https://web.lumiagm.com/330-064-475>.

To assist the Company to ensure compliance with social distancing and other relevant requirements that may be applicable as at the date of the Meeting, any shareholder who wishes to attend the Meeting in person is requested to confirm their intention to do so by email to auswide@auswidebank.com.au by 11.00am (Queensland time) on Tuesday, 16 November 2021. Registration for online attendance at the Meeting will commence at 10.00am (Queensland time) on Tuesday, 23 November 2021.

The Company continues to monitor the advice of government health authorities regarding the ongoing risks in relation to the COVID-19 pandemic. In light of any social distancing requirements and other health directives of the Australian and Queensland governments that may be in place as at the date of the Meeting, and in the interests of the health and safety of shareholders, staff and stakeholders, the Company may be required to impose certain restrictions on attendance at, or make alternative arrangements for, the Meeting to ensure that it is held in a safe and permissible manner.

In the event that it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information in relation to any alternative arrangements will be given to ASX.

ORDINARY BUSINESS:

Financial Statements and Reports

To receive and consider the financial statements and reports of the Directors and Auditor for the financial year ended 30 June 2021.

There is no requirement for shareholders to approve these reports or statements. Accordingly, there will be no vote on this item of business.

Resolution 1 – Re-election of Director (Ms S Birkenleigh)

To consider and, if thought fit, to pass the following as an ordinary resolution:

“That Ms S Birkenleigh, who retires by rotation in accordance with rule 13.6 of the Company’s Constitution and being eligible, be re-elected as a Director of the Company.”

Information about the candidate appears in the accompanying Explanatory Memorandum.

Resolution 2 – Election of Director (Mr G Murdoch)

To consider and, if thought fit, to pass the following as an ordinary resolution:

“That in accordance with rule 13.4(b) of the Company’s Constitution, Mr G Murdoch, who was appointed by the Board as a non-executive Director of the Company on 1 January 2021 and, being eligible for election, be elected as a Director of the Company.”

Information about the candidate appears in the accompanying Explanatory Memorandum.

Resolution 3 – Election of Director (Ms J Korhonen)

To consider and, if thought fit, to pass the following as an ordinary resolution:

“That in accordance with rule 13.4(b) of the Company’s Constitution, Ms J Korhonen, who was appointed by the Board as a non-executive Director of the Company on 1 April 2021 and, being eligible for election, be elected as a Director of the Company.”

Information about the candidate appears in the accompanying Explanatory Memorandum.

Resolution 4 – Remuneration Report

To consider and, if thought fit, to pass the following as an ordinary resolution:

“That the Remuneration Report for the financial year ended 30 June 2021, as set out in the Company’s 2021 Annual Report, be adopted.”

The vote on this resolution is advisory only and does not bind the Directors of the Company or the Company.

A voting exclusion applies to this resolution. Please refer to the accompanying Explanatory Memorandum for more information.

Resolution 5 – Approval of Non-Executive Director Fees

To consider and, if thought fit, to pass the following as an ordinary resolution:

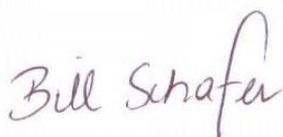
“That, pursuant to and in accordance with ASX Listing Rule 10.17 and rule 14.1(b) of the Company’s Constitution and for all other purposes, the maximum aggregate amount of Directors’ fees which may be paid to non-executive Directors of the Company as a whole be increased from \$500,000 per annum to \$1,000,000 per annum.”

Information about the proposed increase appears in the accompanying Explanatory Memorandum.

A voting exclusion applies to this resolution. Please refer to the accompanying Explanatory Memorandum for more information.

Dated 22 October 2021

By order of the Board

A handwritten signature in blue ink that reads "Bill Schafer". The signature is written in a cursive, slightly slanted style.

William R. Schafer

Company Secretary

ENTITLEMENT TO VOTE

Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) and ASX Settlement Operating Rule 5.6.1, the Company has determined that for the purposes of the Meeting, all ordinary shares in the Company shall be taken to be held by the persons who are registered as shareholders of the Company as at 7.00pm (Sydney time) on Sunday, 21 November 2021 (“**Entitlement Time**”).

All holders of ordinary shares in the Company as at the Entitlement Time (“**Eligible Shareholder**”) are entitled to vote and ask questions at the Meeting (subject to any restrictions on voting described in the Explanatory Memorandum). Alternatively, holders of ordinary shares may appoint a proxy or proxies to vote and ask questions on their behalf (for further information see “Voting by Proxy”, below).

ALL RESOLUTIONS TO BE DETERMINED BY POLL

Voting on each of the proposed resolutions at the Meeting will be determined by poll rather than a show of hands. On a poll, every Eligible Shareholder has one vote for each fully paid share in the Company held by them (subject to any restrictions on voting described in the Explanatory Memorandum).

The Lumi AGM online platform will facilitate online voting for all shareholders and proxy holders attending the Meeting via the Lumi AGM online platform in real time.

The results of the voting on resolutions requiring a shareholder vote at the Meeting will be announced to the ASX promptly after the Meeting.

CONDUCT OF THE MEETING

The Company is committed to ensuring that its shareholder meetings are conducted in a manner which provides shareholders (or their proxy holders or representatives) who attend the Meeting with the opportunity to participate in the business of the Meeting and to ask questions about and comment on matters relevant to the business of the Meeting or the Company generally.

The Chairperson of the Meeting will exercise their powers as the Chairperson to ensure that the Meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

In the event that technical issues arise, the Company will have regard to the impact of the technical issues on shareholders participating and casting votes online, and the Chairperson of the Meeting may, in exercising their powers as the Chairperson, issue any instructions for resolving the issue and may continue the Meeting if it is appropriate to do so.

ATTENDING THE MEETING

The Company continues to monitor the advice of government health authorities regarding the ongoing risks in relation to the COVID-19 pandemic. In light of any social distancing requirements and other health directives of the Australian and Queensland governments that may be in place as at the date of the Meeting, and in the interests of the health and safety of shareholders, staff and stakeholders, the Company may be required to impose certain restrictions on attendance at, or make alternative arrangements for, the Meeting to ensure that it is held in a safe and permissible manner.

In the event that it is necessary or appropriate for the Company to make alternative arrangements for the Meeting, information in relation to any alternative arrangements will be given to ASX.

For this reason, the Board strongly encourages shareholders to lodge a completed proxy form prior to the Meeting. Further, to assist the Company to ensure compliance with social distancing and other relevant requirements that may be applicable as at the date of the Meeting, any shareholder who wishes to attend the Meeting in person is requested to confirm their intention to do so by email to auswide@auswidebank.com.au by 11.00am (Queensland time) on Tuesday, 16 November 2021. Registration for online attendance at the Meeting will commence at 10.00am (Queensland time) on Tuesday, 23 November 2021.

PARTICIPATION IN THE MEETING

The Meeting will be held at **11.00am (Queensland time) on Tuesday, 23 November 2021**. There are a number of ways shareholders, proxy holders and corporate representatives can participate in the Meeting:

- **in person:** shareholders, proxy holders and corporate representatives may attend the Meeting in person at Auswide Bank Ltd, Level 3, 16 – 20 Barolin St, Bundaberg, Queensland. Shareholders who will be attending the Meeting in person and who will not be appointing a proxy are asked to bring the proxy form enclosed with this Notice of Meeting to assist with registration; or
- **online:** shareholders, proxy holders and corporate representatives may view and participate online in real time at the Meeting through the Lumi AGM online platform (via a computer) by entering the following URL into their browser: <https://web.lumiagm.com/330-064-475>, (or via a smartphone, tablet or other online device). The latest version of Chrome, Safari, Edge or Firefox is required when using the Lumi AGM online platform.

Detailed instructions on how to log in to, view, participate, vote and ask questions online in real time at the Meeting are set out in the Online Voting Guide available on the Company’s website at: <http://www.auswidebankltd.com.au/> under the Shareholders > Notices of Meetings tab.

We recommend logging in to the Lumi AGM online platform at least 15 minutes prior to the scheduled start time for the Meeting. Online registration for the Meeting will open 1 hour before the start of the Meeting.

VOTING USING THE LUMI AGM ONLINE PLATFORM

To log in to, view and participate, including to submit votes and ask questions in real time during, the Meeting, Eligible Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and password (which is the postcode of your registered address in Australia or, for overseas residents, is your 3 character country code as set out in the Online Voting Guide available on the Company's website at: <http://www.auswidebankltd.com.au/> under the Shareholders > Notices of Meetings tab).

Proxyholders will need their unique username and password which may be obtained by contacting Computershare Investor Services on +61 3 9415 4024 Monday to Friday during business hours.

The Meeting ID for the Meeting is 330064475.

Voting will be open until the Chairperson of the Meeting declares the poll closed.

VOTING BY PROXY

An Eligible Shareholder who is entitled to vote or ask questions at the Meeting is entitled to appoint no more than two proxies to act on their behalf at the Meeting. A proxy need not be a shareholder of the Company. An Eligible Shareholder who appoints two proxies must specify the proportion or number of votes each proxy is appointed to exercise. If an Eligible Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Eligible Shareholder's votes each proxy may exercise, then each proxy may exercise half of the votes.

A proxy form, which includes further instructions, is enclosed with this Notice of Meeting. To be valid, the completed proxy form (together with the original or a certified copy of any Power of Attorney under which the proxy form is signed, if applicable) must be received by the Company's share registry at the following address:

- Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria 3001
Australia
- Or by fax:
Within Australia: 1800 783 447
Outside Australia: +61 3 9473 2555

Alternatively, you may lodge a proxy electronically at: www.investorvote.com.au.

Eligible Shareholders are encouraged to lodge their completed proxy form ahead of the Meeting.

To be effective, a completed proxy form must be received by the Company's share registry by **11.00am (Queensland time) on Sunday, 21 November 2021**, being 48 hours before the commencement of the Meeting.

An Eligible Shareholder who appoints a proxy may still attend the Meeting in person and vote and ask questions, or attend the Meeting online, and submit votes and questions in real time during, the Meeting. If an Eligible Shareholder decides to attend the Meeting after appointing a proxy to do so on their behalf, the Eligible Shareholder will not need to vote at the Meeting if they have already appointed a proxy to vote at the Meeting on their behalf. However, if the Eligible Shareholder wishes to vote or change their vote at the Meeting, any prior vote cast by the Eligible Shareholder (including by their proxy) will be revoked.

QUESTIONS FROM SHAREHOLDERS

Eligible Shareholders will have the opportunity to ask questions at the Meeting to the Chairperson of the Meeting or the Company's auditor, either:

- in person; or
- online in real time (either orally or in writing) via the Lumi AGM online platform at: <https://web.lumiagm.com/330-064-475>.

Written questions to the Chairperson of the Meeting about the management of the Company may also be submitted before the Meeting to:

The Company Secretary
Auswide Bank Ltd
Level 3, 16-20 Barolin Street
Bundaberg QLD 4670
Facsimile: +61 7 4152 3566
Email: auswide@auswidebank.com.au

and must be received by the Company by **5.00pm (Queensland time) on Tuesday, 16 November 2021**. More frequently asked questions received before the Meeting will be attempted to be addressed in the Chairperson's and the Managing Director and Chief Executive Officer's addresses at the Meeting.

CHANGE OF ELECTION FOR SHAREHOLDER COMMUNICATIONS & ANNUAL REPORT

The Company's Annual Reports and Financial Statements are made available online at: <http://www.auswidebankltd.com.au/> under the Shareholders > Annual Reports tab. Please note that the default option for receiving your 2021 Annual Report is via the Company's website. You have the choice of receiving an email when the Company's 2021 Annual Report becomes available online or electing to receive a printed copy of the Company's 2021 Annual Report. To change your current Annual Report election, please update your details online by visiting <http://www.computershare.com.au/easyupdate/aba>. If you do not have internet access please call 1300 308 185 and follow the voice instructions.

Explanatory Memorandum

This Explanatory Memorandum has been prepared to assist shareholders and provides additional information on the resolutions to be considered at the Annual General Meeting (“**Meeting**”) of Auswide Bank Ltd ABN 40 087 652 060 (“**Company**”) to be held on Tuesday, 23 November 2021 at 11.00am (Queensland time). Shareholders and other persons will have the option of attending the Meeting in person at Auswide Bank Ltd, Level 3, 16 – 20 Barolin St, Bundaberg, Queensland or online at <https://web.lumiagm.com/330-064-475>. This Explanatory Memorandum forms part of the Notice of Meeting.

Ordinary Business:

Financial Statements and Reports

The *Corporations Act 2001* (Cth) (“**Corporations Act**”) requires that the Directors’ Report, the Auditor’s Report and the Financial Statements of the Company for the financial year ended 30 June 2021 be laid before the Meeting. In addition, the Company’s Constitution provides for these Reports and Financial Statements to be received and considered at the Meeting. Apart from the matters involving the remuneration of members of the Company’s Key Management Personnel (“**KMP**”) which are required to be voted upon, neither the Corporations Act nor the Company’s Constitution require a vote of shareholders at the Meeting on such Reports or Financial Statements.

Shareholders will be given a reasonable opportunity to ask the Company’s Auditor questions about the conduct of the audit and the preparation and content of the Auditor’s Report, the accounting policies adopted by the Company in its preparation of the Financial Statements and the independence of the Auditor in relation to the conduct of the audit, at the Meeting.

The Chairperson of the Meeting will also give shareholders a reasonable opportunity to ask questions about, or comment on, the management of the Company. In addition to taking questions at the Meeting, written questions to the Chairperson of the Meeting about the management of the Company may be submitted to:

The Company Secretary
Auswide Bank Ltd
Level 3, 16-20 Barolin Street
Bundaberg QLD 4670
Facsimile: +61 7 4152 3566
Email: auswide@auswidebank.com.au

and must be received by the Company by **5.00pm (Queensland time) on Tuesday, 16 November 2021**.

There is no requirement for shareholders to approve these Reports or Financial Statements. Accordingly, there will be no vote on this item of business.

Resolution 1 – Re-election of Director (Ms Sandra C Birkenleigh)

Ms Birkenleigh was appointed to the Board on 2 February 2015 and was appointed the Chairperson of the Board on 1 January 2021. Ms Birkenleigh was previously a partner at PricewaterhouseCoopers for 16 years until 2013. During her career her predominant industry focus has been Financial Services (Banking and Wealth Management). Ms Birkenleigh has also advised on risk management in other sectors such as retail and consumer goods, retail and wholesale electricity companies, resources and the education sector. Ms Birkenleigh is currently a non-executive Director of MLC Insurance Limited, the National Disability Insurance Agency, Horizon Oil Limited, 7-11 Holdings and its subsidiaries and Your Best Life Disability and Health Services. She is an independent member of the Audit Committee of the Reserve Bank of Australia, and a Council Member of the University of the Sunshine Coast.

Ms Birkenleigh serves as Chairperson of the Board, is a member of the Board Audit Committee and attends the Board Risk Committee by invitation.

The Board considers that Ms Birkenleigh, if re-elected, will qualify as an independent Director of the Company.

The Board of the Company (with Ms Birkenleigh abstaining) recommends that shareholders vote in favour of Resolution 1.

Resolution 2 – Election of Director (Mr Grant B Murdoch)

Mr Murdoch was appointed to the Board on 1 January 2021. Mr Murdoch is a Chartered Accountant with over 37 years of experience and has previously served as a partner with both Ernst & Young and Deloitte. Mr Murdoch has extensive experience in providing advice on M&A, corporate restructures, share issues, pre-acquisition due diligence and expert reports for capital raisings and initial public offerings. Mr Murdoch is currently a non-executive Director of OFX Ltd, Lynas Rare Earths Ltd and UQ Holdings Pty Ltd, and serves as a Senator of the University of Queensland where he is also an Adjunct Professor at the School of Business, Economics and Law. Mr Murdoch was appointed as a non-executive Director of the following companies from 1 April 2021: Kiwicare Holdings Ltd, Kiwicare Corporation Ltd, Amalgamated Hardware Merchants Ltd, Burnets Horticulture Ltd, McGregors Horticulture Ltd, and Amalgamated Hardware Merchants (Australia) Pty Ltd.

Mr Murdoch is chairperson of the Board Audit Committee, a member of the Board Remuneration Committee, the Board Risk Committee and the Board Credit Committee.

The Board considers that Mr Murdoch, if elected, will qualify as an independent Director of the Company.

The Board of the Company (with Mr Murdoch abstaining) recommends that shareholders vote in favour of Resolution 2.

Resolution 3 – Election of Director (Ms Jacqueline Korhonen)

Ms Korhonen has over 30 years' experience in the Information Technology, Telecommunications and Financial Services sectors, where she built her career around technology transformations, P&L management, complex negotiations, project delivery, operations, strategy development and risk management.

She started her career as an engineer in IBM where she spent 23 years living and working across Australia, New Zealand, ASEAN, India and China. After leaving IBM, Ms Korhonen was appointed CEO of Infosys Australia and New Zealand, a position she held for six years. In the later years of her Executive career Ms Korhonen was the CEO of SMS Management & Technologies, an ASX listed IT Services company and subsequently returned to IBM as the Vice President of Cognitive Transformation Services across the Asia Pacific Region.

Ms Korhonen was a non-executive director of NetComm Wireless until 2019. She is currently a non-executive director of MLC Insurance, Nuix and .au Domain Administration. In addition, Ms Korhonen is a member of the Board of Chief Executive Women.

Ms Korhonen is a member of the Board Remuneration Committee, the Board Audit Committee and the Board Risk Committee.

The Board considers that Ms Korhonen, if elected, will qualify as an independent Director of the Company.

The Board of the Company (with Ms Korhonen abstaining) recommends that shareholders vote in favour of Resolution 3.

Resolution 4 – Remuneration Report

Shareholders are asked to adopt the Remuneration Report. The Remuneration Report is set out on pages 33 to 43 of the Company's 2021 Annual Report. The Chairperson of the Meeting will give shareholders a reasonable opportunity to ask questions about, and comment on, the Remuneration Report at the Meeting.

The vote on this resolution is advisory only and does not bind the Directors of the Company or the Company. The Directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report when reviewing the Company's remuneration policies.

While the resolution is not binding on the Company, under the Corporations Act, if the resolution on the Company's remuneration report receives votes against of 25% or more at two consecutive Annual General Meetings, a resolution must then be put to shareholders at the second Annual General Meeting as to whether another meeting should be held within 90 days at which all Directors of the Company (other than a Managing Director) who were in office at the date of approval of the applicable Directors' report must stand for re-election.

Voting Exclusion Statement:

In accordance with section 250R(4) of the Corporations Act, a vote on Resolution 4 must not be cast (in any capacity) by or on behalf of either a member of the KMP of the Company (which includes the Directors of the Company) whose remuneration details are included in the Remuneration Report, or a closely related party (such as close family members and any entities the KMP controls) of such a person, unless:

- (a) it is cast by the person who is appointed in writing as a proxy for a shareholder who is entitled to vote, and the proxy form specifies the way the proxy is to vote on the resolution; or
- (b) it is cast by the Chairperson of the Meeting as proxy for a shareholder who is entitled to vote, and the proxy form does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairperson of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

If the Chairperson of the Meeting is your proxy, and you fail to provide a voting direction in respect of Resolution 4 on the proxy form (which you may do by marking the 'For', 'Against' or 'Abstain' box opposite Resolution 4 on the proxy form), you are expressly authorising the Chairperson of the Meeting to vote in favour of Resolution 4 even if that resolution is connected directly or indirectly with the remuneration of Directors or members of the KMP of the Company. Subject to any applicable laws or voting exclusions, the Chairperson of the Meeting intends to vote all available proxies in favour of the resolutions in this Notice of Meeting (including Resolution 4).

Noting that each Director has a personal interest in their own remuneration from the Company, as described in the Remuneration Report, the Board of the Company recommends that shareholders vote in favour of Resolution 4.

Resolution 5 – Approval of Non-Executive Director Fees

According to ASX Listing Rule 10.17, the Company cannot increase the total aggregate amount of the non-executive Directors' fees payable to all of its non-executive Directors without shareholder approval. Resolution 5 seeks shareholder approval for the

purposes of ASX Listing Rule 10.17 and rule 14.1(b) of the Company's Constitution and for all other purposes, for the Company to increase the maximum aggregate amount of fees payable to its non-executive Directors by \$500,000, from \$500,000 to \$1,000,000 per annum. If approved, the increase will take effect for the financial year commencing 1 July 2021.

The Board considers that it is reasonable and appropriate at this time to seek an increase in the remuneration pool for non-executive Directors. The maximum aggregate fees payable to non-executive Directors of the Company has not been increased since 15 November 2012.

If Resolution 5 is passed the maximum aggregate amount of Directors' fees that may be paid to all of the Company's non-executive Directors will be \$1,000,000 per annum. This does not mean that the Company must utilise the entire maximum amount approved for non-executive Directors' fees in each year. However, the Board considers that the proposed increase is reasonable and appropriate to provide the Company with:

- the ability to pay non-executive Directors remuneration at levels commensurate with market rates and as necessary to attract and retain Directors of the highest calibre and with the requisite skills and experience as appropriate to oversee the Company's business and strategic direction; and
- the flexibility to increase the size of the Board, as considered appropriate, including in the near-term and for succession planning purposes.

If Resolution 5 is not passed, the Company will not be permitted to pay fees to its non-executive Directors which exceed the aggregate amount of Directors' fees already approved by shareholders as set out in this Notice of Meeting.

The remuneration of each non-executive Director for the year ended 2021 is detailed in the Remuneration Report in the Company's 2021 Annual Report in pages 33-43. No securities have been issued to the Company's non-executive Directors with shareholder approval under Listing Rules 10.11 or 10.14 within the preceding 3 years the date of this Notice of Meeting.

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a Director of the Company; or
- (b) an associate of a Director.

However, this does not apply to a vote cast in favour of Resolution 5 if:

- (a) it is cast by a person as proxy or attorney for a person who is entitled to vote, in accordance with the directions on the proxy form;
- (b) it is cast by the Chairperson at the Meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the Chairperson decides; or
- (c) it is cast by a person acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the person that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the person votes on the resolution in accordance with the directions given by the beneficiary to the person to vote in that way.

The Company is also required under the Corporations Act to disregard any votes cast by a person in their capacity as a proxy on Resolution 5 by a member of KMP or a closely related party of that person, where the appointment does not specify the way the proxy is to vote on the resolution.

If the Chairperson of the Meeting is your proxy, and you fail to provide a voting direction in respect of Resolution 5 on the proxy form (which you may do by marking the 'For', 'Against' or 'Abstain' box opposite Resolution 5 on the proxy form), you are expressly authorising the Chairperson of the Meeting to vote in favour of Resolution 5 even if that resolution is connected directly or indirectly with the remuneration of Directors or members of the KMP of the Company. Subject to any applicable laws or voting exclusions, the Chairperson of the Meeting intends to vote all available proxies in favour of the resolutions in this Notice of Meeting (including Resolution 5).

Noting that each Director has a personal interest in their own remuneration from the Company, the Board of the Company recommends that shareholders vote in favour of Resolution 5.