

**MINUTES OF ANNUAL GENERAL MEETING
AUSTRALIAN MILITARY BANK LIMITED ACN 087 649 741
WEDNESDAY, 28 OCTOBER 2020
AT LEVEL 18, 45 CLARENCE STREET, SYDNEY
AND BY AUDIO CONFERENCING
TIME: 5.00PM (AEDT)**

PRESENT: John Brooks (Chair)
Alan Bardwell, Director
Michael Crane, Director
Sean FitzGerald, Director
Jonathan Sadleir, Director
Bruce Scott, Director
Rebecca Tolhurst, Director

Stephanie Vass (Company Secretary)

Darlene Mattiske-Wood - CEO
Kerry Beebe- AMB
Matthew Craig- AMB
Joa de Wet - AMB
Laurence Halabut – AMB
Ryan Holman- AMB
Enis Huseyin- AMB
Andrew Moebus- AMB

Brendan Twining and Quang Dong – KPMG
Aaron Calder – LINK Market Services

The members participating in the virtual meeting have been recorded in the Meeting Attendance Log.
Observers have been recorded in the Meeting Attendance Log.

MEETING CHAIR: John Brooks

The Chair opened the audio meeting at 5 pm and welcomed members and observers to the meeting and gave an Acknowledgement to Country.

The Chair noted that the Company Secretary confirmed there was a quorum.

The Chair introduced the directors, CEO, Darlene Mattiske- Wood and Brendan Twining and Quang Dang from KPMG.

APOLOGIES

The Chair **NOTED** there were no apologies received.

QUESTIONS

The Chair informed the members that questions may be submitted during the meeting on the Annual Report, the Chair's address and the CEO's report. Personal questions

relating to accounts, products, services or fees can be redirected to the Member Services Centre.

NOTICE OF MEETING

The Chair advised that the Notice of Meeting, Explanatory Notes and Virtual Meeting Online Guide were distributed to members on 2 October 2020 and the Notice of Meeting was taken as read.

The Chair **NOTED** there were no objections to this proposition.

VOTING

The Chair noted there are two resolutions outlined in the Notice of Meeting for approval by online voting. The Chair advised the meeting that proxies had been received and would be disclosed during the course of the meeting.

The Chair outlined the online voting instructions.

ORDINARY BUSINESS

The Chair proceeded with the Ordinary Business as outlined in the Notice of Meeting.

MINUTES OF 2019 AGM

The Chair confirmed that the minutes of the 2019 AGM have been approved by the Board and signed by the Chair as a true and correct record of the meeting. The minutes have been posted on AMB's website and were available to members prior to the meeting.

There were no questions raised in relation to the minutes.

CHAIR'S REPORT

The Chair proceeded to present his report to members focussing on:

- The challenges presented by COVID-19;
- The resilience and strength demonstrated by staff and members in the current environment;
- AMB's highlights and achievements;
- The appointment of Rebecca Tolhurst to the board and Darlene Mattiske-Wood as CEO;
- Steady growth in loans and deposits;
- Reinvesting profits for better member services.

There were no questions raised in relation to the Chair's address.

ANNUAL FINANCIAL STATEMENTS AND REPORT

The Chair advised that the Annual Financial Report, including the financial statements, Directors' and Auditor's reports for the year ended 30 June 2020 have been posted on the AMB website and were made available to all members prior to the meeting.

There were no questions raised in relation to the Annual Financial Statements.

The Chair invited Ms Mattiske-Wood to present the CEO's report to members.

CEO'S REPORT

Ms Mattiske- Wood addressed the changing landscape and disruption brought on by COVID-19 and its impact on staff and members.

Ms Mattiske- Wood highlighted AMB's "members first approach" by gaining a greater understanding of members, their journey and what is important for their unique financial needs.

Ms Mattiske- Wood outlined the strategic progression:

- Upgrading core banking and increasing digital channels;
- Adjusting AMB's focus and internal operating model so it is tailored to deliver to the unique needs of the Defence Force Personnel and subsequent life journey called "Getting Fit for the Future";
- The theme of Getting Fit for the Future includes 7 focus areas, namely:
 - Member Experience Strategy- defining core segments, sourcing and leveraging data to overcome pain points and identify opportunities;
 - Strategy and Vision- developing an overarching strategy to leverage market and member insights to ensure value is maximised for members;
 - Digital and Technology- delivering mandatory programs to ensure value is maximised for members;
 - Risk and Compliance- enhancing capabilities in key areas such as cyber security;
 - Capital and Sustainability- aligning capital strategy to member strategy;
 - Governance Capability – better leveraging our data to serve and protect our members while aligning digital, risk focus and culture.

Ms Mattiske- Wood thanked the board, staff and members.

QUESTIONS

The Chair invited questions from the members.

The Chair read and responded to the questions, provided in advance of the meeting, regarding Directors' remuneration and DHOAS home loan rates.

RESOLUTION 1 – AMENDMENTS TO THE CONSTITUTION

The Chair introduced the first resolution being a special resolution which seeks to amend the Bank's Constitution in the following ways:

Rule 13.1(1) – Changing the minimum number of elected directors.

The Constitution currently requires the Bank to have a minimum of 5 elected directors (those who are elected by members or appointed by the Board to fill a casual vacancy). In addition, the Board may appoint up to 3 directors. It is proposed to reduce the minimum number of elected directors to 4. The majority of directors on the Board will remain as elected directors. The change is to align with the Board's intention to have a board size of 7, which the Board believes is appropriate for the Bank and aligned to our peers.

Rule 15.6(2) – Changing the requirement so that Chairs of the Bank's Board Committees are appointed by the Board.

Rule 15.6 of the Constitution provides that the Board can establish committees and appoint Committee members. Once established, a committee must then elect its Chair. The Board considers it preferable for the Board to appoint Committee Chairs.

To be passed, this special resolution requires the approval of at least 75% of the votes validly cast by members.

The Board supports this special resolution and recommends that members vote in favour of the resolution.

The Chair invited questions regarding the resolution. There were no questions.

The Chair advised 141 proxy votes had been received comprising 78 proxies in favour, 26 against the resolution and 37 undirected proxies. An additional 11 abstained. The Chair advised that he would vote the 37 undirected proxies received in favour of the resolution.

The Chair put the motion to the meeting and invited the members to vote using the voting card on the Online Voting Portal. The Chair advised members that the results would be announced after the conclusion of both resolutions.

RESOLUTION 2 – DIRECTORS’ REMUNERATION

The Chair introduced the second resolution which seeks to amend the Directors’ remuneration in the following ways:

Rule 17.1(1) of the Bank’s Constitution limits the maximum remuneration that can be paid to elected directors (those directors elected by members or appointed by the board to fill a casual vacancy) in any financial year to such amount as has been approved by members in the general meeting.

This resolution is to approve the amount of \$458,096 as total remuneration for elected directors, an increase of \$9,861 on the amount approved at the 2019 AGM. The recommended amount is in line with rise of 2.2% for the All Groups Consumer Price Index over the twelve months to March 2020. This maximum amount of remuneration will apply per financial year commencing in the current financial year ending 30 June 2021, until such time as a different amount is approved by members.

The Board will allocate the aggregate remuneration among the elected directors.

The Board supports this resolution and recommends that members vote in favour of the resolution.

The Chair advised 139 proxy votes had been received comprising 56 proxies in favour, 46 against the resolution and 37 undirected proxies. An additional 13 abstained. The Chair advised that he would vote the 37 undirected proxies received in favour of the resolution.

The Chair put the motion to the meeting and invited the members to vote using the voting card on the Online Voting Portal.

The results of the voting were as follows:

Resolution 1 Amendments to the Constitution

In favour : 124 votes representing 82.67% of votes cast
Against: 26 votes representing 17.33% of votes cast

Abstain: 11 votes

Resolution 2 Directors' Remuneration

In favour : 101 votes representing 68.71% of votes cast

Against: 46 votes representing 31.29 % of votes cast

Abstain: 14 votes

The Chair declared both resolutions carried.

CLOSE

There being no further business, the Chair thanked the members for their attendance and closed the meeting at 5.35 pm.

Confirmed

John Brooks
Chair