



**Australian
Military Bank**

2020

Australian Military Bank Ltd Notice of Annual General Meeting

Notice is given that the 61st Annual General Meeting (AGM or meeting) of Australian Military Bank Ltd ABN 48 087 649 741 (Bank or AMB) will be held on

Wednesday 28 October 2020 at 5.00pm (AEDT)

Online via live audiocast.

2020 Notice of Annual General Meeting

The 61st Annual General Meeting (AGM or meeting) of Australian Military Bank Ltd ABN 48 087 649 741 (Bank or AMB) will be held on Wednesday 28 October 2020 commencing at 5.00pm (AEDT) online via live audiocast.

We are acutely aware of the circumstances resulting from COVID-19 and therefore, the health and wellbeing of our members and employees is paramount. With this in mind, the AGM will be held virtually for all members, through Link Market Services, our registry services provider. The directors may attend in person, if they are permitted and can do so in a safe manner

We strongly encourage all members, if you wish to actively engage, to do so through the virtual facility. If you do not wish to attend virtually, then we encourage you to vote directly or by proxy by following the instructions set out in this Notice of Meeting.

You are able to participate in the meeting, by:

- joining the live audiocast, which allows you to ask questions and vote during the meeting, via the link: <https://agmlive.link/AMB20>; or
- lodging your direct vote online or appointing a proxy to vote on your behalf, via the online platform;
- submitting your questions online prior to the meeting.

Further information on how to participate in the meeting is set out at the end of the Explanatory Memorandum accompanying, and forming part of this Notice of Meeting.

AGENDA

1. Minutes

To consider the minutes of the 60th Annual General Meeting held on 30 October 2019.

2. Financial statements and reports

To receive and consider the Bank's Financial Report, Directors' Report and the Auditor's Report for the period ended 30 June 2020.

3. Amendment to the Constitution

To consider, and if thought fit, the following as special resolution:

That the Constitution of Australian Military Bank be amended as marked up in the copy of the Constitution tabled at the Meeting and signed by the Chair of the Meeting for the purposes of identification.

The proposed amendments to the Constitution are described in the Explanatory Notes included in this Notice. A copy of the Constitution marked-up with the proposed amendments is available at <https://australianmilitarybank.com.au/agm2020>

4. Directors' remuneration:

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

That the maximum aggregate remuneration of elected directors be set at \$458,096 per financial year commencing in the current financial year ending 30 June 2021.

Voting by Proxy

If you are unable to attend the virtual meeting and wish to vote, you can appoint a proxy to participate in and vote at the meeting on your behalf by completing and lodging a proxy form online at <https://investorcentre.linkmarketservices.com.au/voting/AMB> by 5.00pm (AEDT) on Monday, 26 October 2020.

By Order of the Board

Stephanie Vass

Company Secretary
Level 18, 45 Clarence Street, Sydney, New South Wales, 2000

Dated 30 September 2020

EXPLANATORY NOTES

The Explanatory Notes that follow provide important information regarding the items of business to be considered at the AGM.

Your vote is important. By voting, you are involved in the future of our Bank.

Agenda Item 1: Minutes

While this item does not require a formal resolution to be put to the meeting, members will be given an opportunity to consider and note matters contained within the minutes of the 2019 AGM held on 30 October 2019. The draft minutes are available at <https://australianmilitarybank.com.au/agm2020>

Agenda Item 2: Financial statements and reports

Section 317 of the Corporations Act 2001 requires that the Financial Report, Directors' Report and the Auditor's Report be presented at the AGM. Neither the Corporations Act 2001 nor the Bank's Constitution requires a vote at the AGM to adopt such reports. However, the Directors believe that asking members to receive and consider these reports at the meeting is an important way to engage with members on important issues affecting the Bank. A copy of the 2020 Annual Financial Report (containing the financial statements and reports) is available at <https://australianmilitarybank.com.au/agm2020>

Agenda Item 3: Amendment to the Constitution

The proposed special resolution seeks to amend the Bank's Constitution in the following ways:

(a) 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.

(b) 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 unanimously supports this special resolution and encourages members to vote in favour of the resolution.

Agenda Item 4: Directors' Remuneration

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.

Agenda item 4 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 recommends unanimously that the members vote in favour of the resolution.

HOW TO PARTICIPATE

ONLINE AT THE MEETING

The Bank's AGM will be held virtually for all members, except for those directors who are able to attend in person. We encourage all members and proxyholders to participate in the AGM via the online platform.

Live Audiocast and Online Questions and Voting

You or your proxyholder may listen to the live audiocast of the AGM via the online platform at <https://agmlive.link/AMB20>, which also allows you to ask questions and vote during the meeting. To do this, you will:

- need a desktop or mobile/tablet device with internet access;
- need your membership to be verified. You can do this by logging in 10 minutes before the 5.00pm commencement time and inserting your member details and postcode.

Following login you will be provided details on how to vote and ask questions during the meeting.

A step-by-step guide on how to use the online platform titled Virtual Facility AGM Online Portal can be downloaded at <https://australianmilitarybank.com.au/agm2020>.

PRIOR TO THE MEETING

Direct Voting - you may lodge your direct vote online at least 48 hours prior to the meeting; or

Proxy - you may appoint a proxy to participate in the meeting and vote on your behalf by lodging your completed proxy form online at least 48 hours prior to the meeting. Your proxy need not be a member of the Bank, or

Question Form - you may submit questions and comments in advance of the meeting by completing the question form and submitting it online 4 business days prior the meeting. While we may not be able to respond to each question individually, we will endeavour to respond to as many of the more commonly asked questions relevant to the business of the meeting during the meeting.

To ensure all members have an opportunity to ask questions during the meeting, members are requested to observe the following requests:

- all questions should be stated clearly and be relevant to the business of the meeting, including matters arising from the Annual Report, Directors' Report, Auditor's Report and the performance of the Bank;
- members should not ask questions at the meeting relating to any matters regarding fees, products or services in general or that are personal to the member.

If your questions are personal in nature, please direct them to our Member Service Centre on 1300 132 328.

To do any of the above prior to the meeting:

- Go to: <https://investorcentre.linkmarketservices.com.au/voting/AMB>
- To login, you will need to:
 - enter your member number
 - enter your postcode, and
 - correctly fill out the security box
- Then, follow the prompts to vote, to appoint a proxy or to ask question.

Important Closing Dates:

- Online Questions- **5.00pm (AEDT) on Thursday, 22 October 2020.**
- Online Direct Voting and Proxy Appointments - **5.00pm (AEDT) on Monday, 26 October 2020.**

For enquiries: registrars@linkmarketservices.com.au

For any online or proxy enquiries, please contact Link Market Services on 1300 554 474.

1300 13 23 28
australianmilitarybank.com.au

Australian Military Bank Ltd ABN 48 087 649 741 | AFSL AND Australian Credit Licence Number 237 988.