

2022 Annual General Meeting



**Australian
Military Bank**

Notice is given that the 63rd Annual General Meeting of Australian Military Bank Ltd ABN 48 087 649 741 will be held on:

**Wednesday > 23 November 2022 > 4pm (AEDT) at
The Langham Sydney, 89-113 Kent Street, Millers Point NSW 2000
and by live audio cast**

To join the live audio cast, please visit:
australianmilitarybank.com.au/agm2022

Our Purpose

Our members are our mission.



Our Vision

The leading choice in banking for the Defence Community.



Our Values

Members First.
Placing members at the centre of every decision we make.



Members First

Placing members at the centre of every decision we make.



Earn Admission and Trust

Doing what we say to instil trust and demonstrate reliability.



Display Moral Courage

Having the strength of character to align words and actions to say and do what is right.



Demonstrate the Highest Standards

Striving each day to be the best we can be and deliver quality in our work.



Notice of Annual General Meeting 2022

Notice is given that the 63rd Annual General Meeting of Australian Military Bank Limited ('Bank') ABN 48 087 649 741 will be held on Wednesday, 23 November 2022 at 4pm (AEDT) at the Langham Sydney, 89-113 Kent Street, Millers Point, NSW 2000 and by live audio cast at australianmilitarybank.com.au/agm2022.

The Board is acutely aware of the ongoing risks posed by COVID-19 and appreciates that not all Members will feel comfortable attending an in-person gathering at this time. For this reason, this year's Annual General Meeting will be a hybrid event providing Members with alternatives in relation to their participation. We welcome Members who wish to attend the meeting in person to do so. Those Members who prefer to attend and participate virtually may do so via the live audio cast. If you do not wish to attend in person or virtually, we encourage you to vote online or to appoint a proxy to vote on your behalf by following the instructions in this Notice of Meeting.

The health of the Bank's Members, employees and other meeting attendees is paramount. Therefore, we ask that you do not attend the meeting in person if you feel unwell or have been in contact with someone who may have been affected by COVID-19. Please take part virtually, vote online, or appoint a proxy to vote on your behalf.

You can participate in the meeting by:

- Attending in person, which will allow you to ask questions and vote during the meeting;
- Joining the live audio cast, which will allow you to ask questions and vote during the meeting at australianmilitarybank.com.au/agm2022;
- Lodging your direct vote online or by appointing a proxy to vote on your behalf before the meeting at australianmilitarybank.com.au/agm2022;
- Submitting your questions online at least four business days prior to the meeting at australianmilitarybank.com.au/agm2022

All questions should be relevant to the business of the meeting, including matters arising from the Annual Report and general questions about the performance of the Bank.

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



Agenda

1. Chairman and CEO Addresses

2. Minutes

To consider the minutes of the 62nd Annual General Meeting held on 24 November 2021.

3. Financial Statements and Reports

To receive and consider the Bank's Financial Report, Directors' Report and the Auditor's Report for the financial year ended 30 June 2022.

4. Resolution 1 – Directors' Remuneration

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

"That the maximum aggregate remuneration of Elected Directors be set at \$484,125 per financial year commencing in the current financial year ending 30 June 2023".

5. Resolution 2 – Election of Timothy Pike

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

"That Timothy Pike be elected as an Elected Non-Executive Director of the Bank."

Voting by Proxy

If you are unable to attend the meeting physically or virtually and wish to vote, you can vote online or appoint a proxy to vote at the meeting on your behalf by completing and lodging a proxy form online at australianmilitarybank.com.au/agm2022 by 4pm (AEDT) on Monday, 21 November 2022. Your proxy does not need to be a Member of the Bank.

By Order of the Board

Nick Parkin

Company Secretary
24 October 2022



Explanatory Notes

These explanatory notes provide important information regarding the items of business to be considered at the Annual General Meeting. They form part of the Notice of Meeting and should be read in conjunction with it.

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

Agenda Item 2 - Minutes

This agenda item does not require a formal resolution to be put to the meeting. Members are provided with the opportunity to consider the minutes of the 2021 Annual General Meeting held on 24 November 2021. The minutes are available at australianmilitarybank.com.au/agm2022.

Agenda Item 3 - Financial Statements and Reports

Section 317 of the Corporations Act 2001 ('Act') requires that the Financial Report, Directors' Report and the Auditor's Report be presented at the Annual General Meeting.

Neither the Act nor the Bank's Constitution requires that Member's vote to adopt these reports. However, the Directors believe that asking Members to receive and consider these reports at the meeting is an important way to engage them on important issues affecting the Bank.

A copy of the 2022 Annual Financial Report (containing the Financial Report, Directors' Report and the Auditor's Report) is available at australianmilitarybank.com.au/agm2022.

Agenda Item 4 - Resolution 1 - Directors' Remuneration

Rule 17.1 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 at the Annual General Meeting.

The resolution included in Agenda Item 4 seeks approval for the amount of \$484,125 as total remuneration for Elected Directors, representing an increase of 4% on the aggregate remuneration approved at the 2021 Annual General Meeting.

This 4% increase comprises:

- a 0.5% increase to the superannuation payable to Elected Directors to reflect the increase in the Superannuation Guarantee from 10% to 10.5% effective 1 July 2022
- a further increase of 3.5% to reflect a portion of recent consumer price index increases.

Subject to Member approval, this new total remuneration figure for Elected Directors will apply per financial year commencing in the current financial year ending 30 June 2023 and until such time as a different amount is approved by Members.

The Board will allocate the aggregate remuneration among the Elected Directors.



Agenda Item 5 – Resolution 2 – Election of Timothy Pike

Timothy Pike was appointed as a Director by the Board on 1 August 2022 to fill the casual vacancy left by the retirement of Elected Director, Bruce Scott.

The Bank's constitution requires that Directors appointed by the Board to fill a casual vacancy in this manner must stand for election by Members at the first Annual General Meeting following their appointment.

Timothy holds Master's Degrees in Business, Military and Defence Studies and Cyber Security Operations and is a Member of the Australian Institute of Company Directors.

He has served in the Australian Army since 1999 and is currently Deputy Director of the Electronic Warfare Program at the Department of Defence, with responsibility for the governance and execution of the Army's electronic warfare capability. Prior to this, he was Commanding Officer of the 7th Signal Regiment and served in several senior positions with responsibility for information technology, cyber security, communications and border security operations.

Since joining the Board, Timothy has made a strong contribution to the Bank, particularly in relation to the Bank's cyber security preparedness.

Timothy has an interest in Resolution 2 and refrains from making any recommendation as to how Members should vote on the resolution. The Bank's remaining Directors recommend that Members vote in favour of Resolution 2 to elect Timothy Pike as an Elected Director in accordance with Rule 13.4 of the Bank's Constitution.

Instructions – How to Participate

The Bank's 2022 Annual General Meeting will be a hybrid meeting held both physically at the Langham Sydney, 89-113 Kent Street, Millers Point, NSW 2000 and by live audio cast at australianmilitarybank.com.au/agm2022.

We encourage all members to participate in the Annual General Meeting either in person, virtually, or by voting online or appointing a proxy prior to the meeting.

Physical Attendance

If you would like to attend the Annual General Meeting in person, you or your proxy are requested to arrive at the Langham Sydney, 89-113 Kent Street, Millers Point, NSW 2000, prior to 4pm (AEDT) and register your attendance with the representatives of Link Market Services who will be present on site.

You are encouraged to submit questions in advance online at australianmilitarybank.com.au/agm2022 at least 4 business days prior to the meeting. While we may not be able to respond to each question individually, we will endeavour to respond to as many commonly asked questions as possible during the meeting. There will also be an opportunity to ask questions from the floor concerning relevant matters.



Virtual Attendance

If you would like to attend the meeting virtually, you or your proxy may listen to the live audio cast of the Annual General Meeting at australianmilitarybank.com.au/agm2022.

This will also allow you to ask questions and vote during the meeting. To do this, you will need:

1. A desktop or mobile/tablet device with internet access;
2. To verify your membership. You can do this by logging in prior to the 4pm (AEDT) meeting start time and inserting your Member details and postcode.

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

Please note that online registration opens 30 minutes prior to the start of the meeting. We encourage you to log on as early as possible within this time window to ensure that you can do so without any issues and to allow time to familiarise yourself with the online platform.

A step-by-step guide on how to use the online platform titled Virtual Meeting Online Guide can be found at australianmilitarybank.com.au/agm2022.

Prior to the Meeting

Direct Voting - you may lodge your 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 does not need to be a Member of the Bank; and

Questions - you are encouraged to submit questions prior to the meeting at australianmilitarybank.com.au/agm2022 at least 4 business days prior to the meeting.

To ensure all Members have an opportunity to ask questions during the meeting, Members are requested to observe the following considerations when asking questions in person or online:

- 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 relating to any matters regarding fees, products or services in general, or issues 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:

1. Go to: australianmilitarybank.com.au/agm2022
2. To log in, you will need to:
 - enter your member number;
 - enter the postcode associated with your membership; and
 - correctly fill out the security box.
3. Then, follow the prompts to vote, appoint a proxy, or submit a question.

Important Closing Dates

- **Online Direct Voting and Proxy Appointments**
4pm (AEDT) on Monday, 21 November 2022
- **Questions submitted online**
5pm (AEDT) on Wednesday, 16 November 2022.
- **For general enquiries:**
australianmilitarybank.com.au/agm2022.
- **For any online or proxy enquiries,**
please contact Link Market Services on **1300 554 474**

