

**ASX Release, 19 October 2021****NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM**

BNK Banking Corporation Limited (ASX:BBC) advises the Company's Annual General Meeting (AGM) will be held:

- As a virtual meeting via live webcast
- On Thursday, 25 November 2021 commencing at 2.30pm (AEDT)

The Notice of Meeting and Explanatory Statement follows, together with a generic Proxy Form. The letter to shareholders and Proxy Form will be dispatched to shareholders together with instructions on how to vote on the resolutions at the AGM.

This announcement has been authorised for release by the Company Secretary.

ENDS

**Investor Enquiries**

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## Who is BNK Banking Corporation Limited?

BNK Banking Corporation Limited (BNK) is a diversified financial services company with two key operating divisions in banking and mortgage broking aggregation:

### Banking

The company has operated as an APRA-regulated authorised deposit-taking institution (ADI) for over 38 years. Our customers benefit from the Australian government deposit guarantee scheme for deposits up to \$250,000.

The bank provides simple and easy to understand products across savings, payment and mortgages under the Goldfields Money and Better Choice Home Loans brands.

### Mortgage Aggregation

The Aggregation division, operating as Finsure, provides one of the largest distribution networks in the country as well as valuable market insights that assist BNK with product development. As at 30 June 2021 the business services 2,005 mortgage brokers and manages a loan book in excess of \$56bn.

This unique combination allows BNK to develop competitive products that meet its changing customer needs, leveraging its low-cost, technology-driven model. BNK is focused on becoming a challenger bank of scale through building its product portfolio, growing its diversified distribution network and pursuing API-enabled partnering opportunities.

The Company is listed on the Australian Securities Exchange (ASX:BBC).

You can read more about us at [www.bnk.com.au](http://www.bnk.com.au) and [www.finsure.com.au](http://www.finsure.com.au).

19 October 2021

Dear Shareholder

## **2021 Annual General Meeting – 25 November 2021**

The 2021 Annual General Meeting (“Meeting”) of the shareholders of BNK Banking Corporation Limited ACN 087 651 849 (“BNK” or “the Company”) will be **held via virtual technology on Thursday, 25 November 2021 at 2.30pm AEDT.**

In accordance with temporary modifications to the Corporations Act 2001 (Cth) under ASIC’s 21-056MR ‘no-action’ position, the Company is not sending hard copies of the Notice of Meeting to shareholders.

The Notice of Meeting can be viewed and downloaded from the Company’s website at the following link <https://bnk.com.au/investor-centre/>

In addition, a complete copy of the important Meeting documents has been posted on the Company’s ASX market announcements page (ASX:BBC).

The Company encourages shareholders to submit their votes in advance of the Meeting as this assists with the efficient conduct of the Meeting. However, votes may also be submitted during the Meeting. Proxy forms must be received by the Company’s share registry by 2.30pm (AEDT) on Tuesday, 23 November 2021. Details on how to submit votes by proxy are included on the proxy form despatched to each shareholder separately.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the important Meeting documents.

### **Participation in the Meeting**

If you are a shareholder and wish to virtually attend the Meeting (which will be broadcast as a live webinar) you will need to connect via the Advanced Share Registry Virtual Meeting Portal.

Please login to the meeting at <https://www.advancedshare.com.au/Dashboard/Virtual-Meeting-Centre-Login> using your Meeting ID and Personalised Shareholder ID. The Meeting ID and Personalised Shareholder ID **can be found on the proxy form** despatched to each shareholder separately.

Shareholders will be able to vote and ask questions during the virtual meeting.

**How to vote live online**

If live voting for the virtual meeting is open, click on the “Poll” button at the bottom of the screen and follow the steps.

Shareholders with multiple holdings will either need to login at the Virtual Meeting Portal separately under each Shareholder ID to cast their vote while the poll is open during the Meeting or cast their votes by lodging a Proxy form by the submission date specified.

**How to ask questions during the Meeting**

Shareholders who wish to ask a question at the Meeting will need to click on the “Ask a question” button at the bottom of the screen and submit the question in writing or verbally. Shareholders will be given the opportunity to ask questions at the Meeting, however we welcome questions from Shareholders before the Meeting. Questions can be emailed to the Company Secretary at the following address [malcolm.cowell@bnk.com.au](mailto:malcolm.cowell@bnk.com.au)

Questions should relate to matters relevant to the business of the Meeting (including matters arising from the Financial Report, the Director’s Report or the content of the auditor’s report), general questions regarding the performance, business or management of the Company, and relevant questions of the auditor regarding the conduct of the audit.

As a valued Shareholder of the Company, we welcome your attendance to our 2021 Annual General Meeting.



Don Koch  
Chairman

# BNK Banking Corporation Limited

ABN 63 087 651 849

## Notice of 2021 Annual General Meeting

**Thursday 25 November 2021**

Notice is given that the 2021 Annual General Meeting of BNK Banking Corporation Limited will be held at 2.30pm (AEDT) on Thursday 25 November 2021.

## Letter from the Chairman

Dear Shareholder,

On behalf of the Board of Directors, I am pleased to invite you to the 2021 Annual General Meeting ("AGM") of BNK Banking Corporation Limited ("BNK").

The AGM will be held on Thursday, 25 November 2021 at 2.30pm (AEDT).

The health and safety of our shareholders, employees and the wider community continues to be of paramount importance to BNK. In light of the COVID-19 pandemic and the ongoing social distancing requirements, our AGM will be held virtually. We are providing shareholders various options to participate in the AGM. An online platform will allow shareholders to view the meeting, vote, and submit or ask questions in real-time. Alternatively, shareholders can vote and submit questions in advance of the meeting. Further details are set out in this Notice of Meeting and the accompanying AGM online meeting guide.

A recording of the AGM will be made available on the BNK website after the meeting.

Our Chief Financial Officer Andrew Kitchen, and John Kolenda, Chief Executive Officer, Finsure will provide a review of BNK's strategy, operations and performance during the year to 30 June 2021. Further information on the Company's performance is also provided in our FY21 Annual Report, which is available on BNK's website. <https://bnk.com.au/investor-centre/>

We will then move through the items of business, as detailed in the Notice of Meeting. The Board is recommending that shareholders vote in favour of all resolutions. In the event that it is necessary for BNK to give further updates on the arrangements for the AGM, we will inform you through the ASX Market Announcements Platform.

Thank you for your continued support of BNK and I look forward to welcoming you at our virtual AGM.

Yours sincerely,



**Don Koch**

Chairman

19 October 2021

## Details on how to participate in the AGM

The BNK Banking Corporation Limited ("Company") Annual General Meeting (AGM) will be held at 2:30pm AEDT on Thursday, 25 November 2021.

In response to Government restrictions and the potential health risks arising from the COVID-19 pandemic, the Meeting will be held virtually this year.

A recording of the AGM will be made available on the Company's website after the meeting.

### Voting Entitlements

Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the Directors have determined that the shareholding of each shareholder for the purpose of ascertaining voting entitlements for the AGM will be as it appears in the Company's share register on 23 November 2021 at 7:00pm (AEDT).

### Participating in the AGM online

To give shareholders a reasonable opportunity to participate, shareholders may attend the AGM virtually using the online platform at <https://www.advancedshare.com.au/Dashboard/Virtual-Meeting-Centre-Login>

The online platforms enable shareholders to:

- see the AGM presentation materials and listen to the AGM live;
- vote online during the AGM; and
- ask questions and make comments online (either orally or by written submissions) during the AGM.

You will be able to participate in the AGM online using your computer and/or your mobile phone.

Important: To participate and vote online you will need a Meeting ID and Shareholder ID which can be found in the personalised proxy form despatched to each shareholder separately.

To participate online, shareholders should register at least 15 minutes before the meeting.

### Asking Questions – Before and at the AGM

You can submit questions before or at the AGM by clicking the Q&A tab on the meeting portal. You can also submit questions in advance of the AGM by emailing

questions to Mr Malcolm Cowell, Company Secretary at [malcolm.cowell@bnk.com.au](mailto:malcolm.cowell@bnk.com.au). Written questions (including questions to the Auditor) should be submitted no later than the fifth business day before the AGM, being Thursday, 19 November 2021. Written questions to the Auditor should relate to the content of the Auditor's Report and the conduct of the Audit. The Auditor will also be in attendance at the AGM.

You may also submit your questions and comments online (either orally or by written submissions) during the AGM via the <https://www.advancedshare.com.au/Dashboard/Virtual-Meeting-Centre-Login> (if you are participating on your computer).

The Chairman of the AGM will endeavour to address as many of the more frequently raised relevant questions and comments as possible during the course of the AGM. However, there may not be sufficient time available at the AGM to address all of the questions and comments raised.

Please note that individual responses will not be sent to shareholders.

### Voting at the AGM

Voting on all resolutions will be conducted by a poll.

You may vote at the AGM in one of two ways:

- live and online during the AGM using the online portal (if you are participating on your computer) at: <https://www.advancedshare.com.au/Dashboard/Virtual-Meeting-Centre-Login>; or
- in advance of the AGM, by appointing a proxy (preferably the Chairman of the AGM) by 2:30pm (AEDT) on Tuesday 23 November 2021 (see page 4 for how to appoint a proxy)

The Chairman of the AGM will open the poll at the conclusion of reading all resolutions of the AGM and the poll will remain open until declared closed at the end of the meeting.

## Details on how to participate in the AGM (continued)

### Voting by Proxy

Certain categories of persons (including Directors and the Chairman of the AGM) are excluded from voting on Resolutions relating to the remuneration of Key Management Personnel, including as proxy, in some circumstances and such votes will be disregarded (as per the Voting Exclusion Statement).

If you are appointing a proxy, to ensure that your vote counts, please read the instructions on the proxy form carefully.

1. On a poll, shareholders have one vote for every fully paid ordinary share held.
2. A member entitled to attend and vote is entitled to appoint not more than two proxies.
3. A proxy need not be a member of the Company. A proxy may be either an individual or a body corporate.
4. If you wish to appoint a body corporate as your proxy, you must specify on the proxy form:
  - the full name and title of the body corporate appointed as proxy; and
  - the full name or title of the individual representative of the body corporate to attend the meeting.
5. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion or number of the member's voting rights and neither proxy is entitled to vote on a show of hands if more than one proxy attends. If it is desired to 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 proxy.
6. Proxy forms must be signed by a member or the member's attorney or, if a corporation, executed under seal or in accordance with section 127 of the Corporations Act or signed by an authorised officer or agent.
7. Proxy forms (and if the appointment is signed by the appointer's attorney), the original authority under which the appointment was signed or a certified copy of the authority) must be returned prior to 2:30pm (AEDT) on Tuesday 23 November 2021 using one of the methods below:
  - By mail or in person**

Advanced Share Registry Limited, 110 Stirling Highway, Nedlands WA 6009

By mail to Advanced Share Registry Ltd, PO Box 1156, Nedlands WA 6909

Please allow sufficient time for the form to reach Advanced Share Registry.
  - By facsimile**

on (08) 6370 4203 (within Australia) or  
+618 9262 3723 (outside Australia)
  - Online at**

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)
8. Appointed proxies will need to contact Advanced to obtain a username and password to vote online.

### Enquiries

Please contact Advanced Share Registry:

- By telephone on (08) 9389 8033 (within Australia) or +61 8 9389 8033 (overseas)
- By email: [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)

### Future Alternative Arrangements

If it becomes necessary to make further alternative arrangements for holding the AGM, we will give shareholders as much notice as practicable.



## BNK Banking Corporation Limited

### Notice of Annual General Meeting 2021

BNK's AGM will be held on **Thursday, 25 November 2021 at 2.30pm** (AEDT) as a virtual meeting. As a result of the continued impact of the COVID-19 pandemic and restrictions on travel and gatherings, shareholders will not be able to physically attend the meeting. Shareholders can view and participate in the AGM via the online platform at <https://www.advancedshare.com.au/Dashboard/Virtual-Meeting-Centre-Login>. Online registration will commence at 2.00pm (AEDT). Further information on how to participate is set out in this Notice of Meeting and available on our website.

#### Items of Business

##### Financial statements and reports

To discuss the Company's Annual Financial Report for the year ended 30 June 2021, together with the Directors' Report and Auditor's Report as set out in the 2021 Annual Report.

No resolution is required to be moved for this item.

##### Resolution 1 - Adoption of the remuneration report

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

*"That the Remuneration Report for the year ended 30 June 2021 be adopted."*

Note: This resolution is advisory only and does not bind the Directors or the Company.

Voting restrictions apply to this resolution (see page 7).

##### Resolution 2 - Ratification of issue of 9,022,794 Shares issued pursuant to ASX Listing Rule 7.1

To consider and, if thought fit, to pass, the following ordinary resolution of the Company:

*"That for the purposes of ASX Listing Rule 7.4 and all other purposes, the issue of 9,022,794 Shares as described in the Explanatory Notes, be approved."*

Voting restrictions apply to this resolution (see page 7).

##### Resolution 3 - Ratification of issue of 9,549,206 Shares issued pursuant to ASX Listing Rule 7.1A

To consider and, if thought fit, to pass, the following ordinary resolution of the Company:

*"That for the purposes of ASX Listing Rule 7.4 and all other purposes, the issue of 9,549,206 Shares as described in the Explanatory Notes, be approved."*

Voting restrictions apply to this resolution (see page 7).

##### Resolution 4 - Approval of Additional 10% Placement Capacity

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

*"That for the purposes of ASX Listing Rule 7.1A and for all other purposes, shareholders approve the Company having the additional capacity to issue up to 10% of the Company's share capital calculated in accordance with Listing Rule 7.1A, and on the terms and conditions set out in the Explanatory Notes."*

Voting restrictions apply to this resolution (see page 8).

##### Resolution 5 - To re-elect Ms Elizabeth Aris as a director

To consider and, if thought fit, to pass, the following ordinary resolution of the Company:

*"That Ms Elizabeth Aris, being a Director of the Company who retires in accordance with Article 48(c) of the Company's constitution and Listing Rule 14.4, and being eligible, be re-elected as a Director."*

##### Resolution 6 - To re-elect Ms Michelle Guthrie as a director

To consider and, if thought fit, to pass, the following ordinary resolution of the Company:

*"That Ms Michelle Guthrie, being a Director of the Company who retires in accordance with Article 48(c) of the Company's constitution and Listing Rule 14.4, and being eligible, be re-elected as a Director."*

##### Resolution 7 - To re-elect Mr Calvin Ng as a director

To consider and, if thought fit, to pass, the following ordinary resolution of the Company:

*"That Mr Calvin Ng, being a Director of the Company who retires in accordance with Article 48(c) of the Company's constitution and Listing Rule 14.4, and being eligible, be re-elected as a Director."*

## Notice of Annual General Meeting 2021 (continued)

### Resolution 8 – Issue of Performance Rights to Executive Director, John Kolenda

To consider and, if thought fit, to pass, the following ordinary resolution of the Company:

*“That for the purposes of ASX Listing Rule 10.14 and all other purposes, approve the issue of 1,200,000 Performance Rights to John Kolenda (or his nominee) under the Equity Incentive Plan.*

Voting restrictions apply to this resolution (see page 8).

### Resolution 9 – Remuneration of non-executive directors

To consider and, if thought fit, to pass, the following ordinary resolution of the Company:

*That in accordance with Listing Rule 10.17 and Article 51(a) of the Company’s Constitution, the maximum aggregate remuneration provided by BNK Banking Corporation Limited to all the Non-Executive Directors for their services to the Company as Directors be increased from \$650,000 to \$800,000 in any year, effective from the date of the meeting.*

Voting restrictions apply to this resolution (see page 8).

### Other Business

To transact any other business that may be properly brought before the AGM in accordance with the Company’s Constitution or the law.

By order of the Board



**Don Koch**

Chairman

19 October 2021

### Additional information for shareholders

The items of business should be read in conjunction with the Explanatory Notes on pages 9 to 20. The explanatory notes form part of this Notice. Terms and abbreviations used in this Notice and explanatory notes are defined in the definitions section of the Explanatory Notes.

### Voting Exclusions/Prohibitions

#### Resolution 1 – Adoption of the remuneration report

**Voting Prohibition:** A vote on resolution 1 must not be cast:

- a) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member; or
- b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, votes will not be disregarded if:

- c) they are cast as a proxy for a person entitled to vote on resolution 1 in accordance with a direction as to how to vote on the proxy; or
- d) the vote is cast by the Chair of the Meeting, acting as proxy for a person entitled to vote on resolution 1, and the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies (even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP).

#### Resolution 2 - Ratification of issue of 9,022,794 Shares

**Voting Exclusion:** The Company will disregard any votes cast in favour of resolution 2 by or on behalf of a person who participated in the issue of Shares or is a counterparty to the agreement being approved, pursuant to resolution 2, and any associates of any of those persons. However, this does not apply to a vote cast in favour of a resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- c) a holder acting solely in a nominee, trustee or custodial or other fiduciary capacity on behalf of a beneficiary

provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder 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 holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### Resolution 3 - Ratification of issue of 9,549,206 Shares

**Voting Exclusion:** The Company will disregard any votes cast in favour of resolution 3 by or on behalf of a person who participated in the issue of Shares or is a counterparty to the agreement being approved, pursuant to resolution 3, and any associates of any of those persons. However, this does not apply to a vote cast in favour of a resolution by:

- d) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- e) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- f) a holder acting solely in a nominee, trustee or custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (iii) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - (iv) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### Resolution 4 - Approval of Additional 10% Placement Capacity

**Voting Exclusion:** The Company will disregard any votes cast in favour of resolution 4 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, a proposed issue of Shares under the 10% Placement Facility (except a benefit solely in the capacity of a holder of Shares), and any associates of any of those persons. However, this does not apply to a vote cast in favour of resolution 4 by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

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

As at the date of dispatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2. Consequently, no persons are excluded from voting on resolution 4.

#### **Resolution 8 - Grant of Performance Rights to Executive Director, Mr John Kolenda**

**Voting Prohibition:** A vote on resolution 8 must not be cast:

- a) by or on behalf of a member of the Key Management Personnel, or a Closely Related Party of such member; or
- b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, votes will not be disregarded if they are cast as a proxy for a person entitled to vote on resolution 8 in accordance with a direction as to how to vote on the proxy.

The restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on resolution 8, and the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies.

**Voting Exclusion:** The Company will disregard any votes cast in favour of resolution 7 by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Equity Incentive Plan, and any associates of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

- b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- c) a holder acting solely in a nominee, trustee or custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder 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 holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Resolution 9 – Remuneration of non-executive directors**

**Voting Exclusion:** The Company will disregard any votes cast in favour of resolution 9 by a Director and any associates of a Director.

However, this does not apply to a vote cast in favour of the resolution by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- c) a holder acting solely in a nominee, trustee or custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder 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 holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition:** The Company will disregard any votes cast in relation to Resolution 9 as a proxy by a member of the Key Management Personnel, or a Closely Related Party of such a member, unless the vote is cast as a proxy for a person who is entitled to vote on the Resolution:

- a) in accordance with their directions of how to vote set out in the relevant proxy form; or
- b) by the Chair pursuant to an express authorisation set out in the relevant proxy form.

**Notes relating to voting restrictions**

The voting restrictions for resolutions 1, 8 and 9 mean that if you appoint a Key Management Personnel (such as a Director) as your proxy, it is important that you direct them on how to vote by ticking one of the 'For', 'Against' or 'Abstain' boxes on your proxy form in respect of each resolution. This is because, in certain circumstances, a Key Management Personnel is prohibited from voting undirected proxies on resolutions 1, 8 and 9.

If the Chairman of the meeting is your proxy, either by appointed or default, and you do not direct your proxy to vote 'For', 'Against' or 'Abstain' on resolutions 1, 8 and 9, then you must expressly authorise the Chairman to exercise the proxy in respect of those resolutions (in accordance with the directions in the Proxy Form) as they are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

## Explanatory Notes

This explanatory note has been prepared for shareholders to outline information concerning the resolutions, and to assist shareholders to assess the merits of approving the resolutions contained in the Notice.

The Directors recommend that shareholders read this explanatory note in full before making any decision in relation to the resolutions.

Terms and abbreviations used in this explanatory note are defined in the definitions section.

### Financial statements and reports

In accordance with the Corporations Act, the Financial Report and the Directors' and Auditor's Reports for the year ended 30 June 2021, will be put before the Annual General Meeting. These reports are contained within the Company's 2021 Annual Financial Report.

The 2021 Annual Financial Report is available at <https://bnk.com.au/investor-centre/>

There is no requirement for a formal resolution on this matter. Accordingly, there will be no formal resolution put to this Meeting.

Shareholders will be given a reasonable opportunity at the Meeting to raise questions on these reports or make comments on company matters.

### Resolution 1 – Adoption of the Remuneration Report

The Company's remuneration report for the year ended 30 June 2021 is set out on pages 14 to 26 of its 2021 Annual Financial Report.

The remuneration report contains information about the remuneration policy of the Company and the remuneration of non-executive directors, executive directors and other Key Management Personnel for the financial year ended 30 June 2021.

At the meeting, the Chairman will give shareholders a reasonable opportunity to ask questions about and make comments on the remuneration report.

The vote on this resolution is advisory only and does not bind the Company or its directors. However, the Board will actively consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting when reviewing the Company's future remuneration policies and practices.

The Company's remuneration report for the previous financial year received approximately 98.3% of votes "For" at the 2020 AGM.

**Board Recommendation** – The Board recommends that shareholders vote FOR this resolution.

### Resolutions 2 and 3 - Ratification of issue of 9,022,794 Shares issued pursuant to ASX Listing Rule 7.1 and 9,549,206 Shares issued pursuant to ASX Listing Rule 7.1A

#### Background

ASX Listing Rule 7.1 provides that a Company may, subject to specified exceptions, during any 12 month period, issue equity securities up to 15% of the number of Shares on issue at the commencement of the 12 month period without obtaining Shareholder approval.

Listing Rule 7.1A provides that an eligible entity can seek approval from its members (by way of special resolution passed at its annual general meeting) to increase its 15% placement capacity (under Listing Rule 7.1) by an extra 10% i.e. to 25%. The Company obtained approval to increase its placement capacity by an extra 10% (to 25%) at its prior annual general meeting held on 26 November 2020.

Listing Rule 7.4 allows the shareholders of a listed company to ratify a prior issue of securities made pursuant to Listing Rule 7.1 and/or Listing Rule 7.1A (provided that the prior issue did not breach Listing Rule 7.1), and if ratified those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 and so do not reduce the Company's placement capacity under Listing Rule 7.1 and/or 7.1A.

On 1 June 2021, the Company issued 18,572,000 Shares at an issue price of \$0.70 per Share to professional and sophisticated investors (as those terms are defined in the Corporations Act 2001) via a placement (**Placement**). The Placement was undertaken in compliance with Chapter 7 of the Listing Rules and utilised the Company's placement capacity under ASX Listing Rule 7.1 (as to 9,022,794 Shares) and Listing Rule 7.1A (as to 9,549,206 Shares).

The purpose of Resolution 2 is to approve and ratify, in accordance with Listing Rule 7.4, the prior issue of 9,022,794 Shares issued under the Placement utilising the Company's 7.1 capacity.



The purpose of Resolution 3 is to approve and ratify, in accordance with Listing Rule 7.4, the prior issue of 9,549,206 Shares issued under the Placement utilising the Company's 7.1A capacity.

#### What happens if the resolutions are approved or not approved?

If shareholders approve resolutions 2 and 3, pursuant to Listing Rule 7.4, where shareholders subsequently approve an issue of securities, that previous issue will be treated as having been made with approval for the purpose of Listing Rule 7.1.

Therefore, if resolution 2 is approved, the Company's 15% placement capacity under Listing Rule 7.1 will be refreshed, and the Company will be able to issue further Equity Securities up to that limit. If resolution 3 is approved the Company's additional 10% placement capacity under Listing Rule 7.1A will be refreshed, and the Company will be able to issue further Equity Securities up to that limit. Refreshing the limit under Listing Rule 7.1 and 7.1A will also provide the Company with the flexibility to undertake future equity raisings without shareholders' approval, subject to those applicable limits.

If shareholders do not approve this resolutions 2 and 3, the Shares issued under the Placement will continue to count towards the 15% limit under Listing Rule 7.1 and additional 10% placement capacity under Listing Rule 7.1A, until 1 June 2022, when pursuant to Listing Rule 7.1 and 7.1A, the Shares will no longer count towards the relevant limits.

#### Specific Information Required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to resolutions 2 and 3:

- a) the Shares were issued to professional and sophisticated investors (none of whom are related parties of the Company) who were identified by the Company and Bell Potter Securities Limited (acting as Lead Manager);
- b) 18,572,000 fully paid ordinary shares were issued under the Placement (9,022,794 Shares under Listing Rule 7.1 and 9,549,206 Shares under Listing Rule 7.1A);
- c) the Shares issued were fully paid ordinary Shares in the Company, ranking equally with all other Shares and having identical rights to existing Shares quoted on the ASX;
- d) the Shares were issued on 1 June 2021;
- e) the issue price was \$0.70 per Share, and the Company has not and will not receive any other consideration for the issue of Shares under the Placement;
- f) the purpose of the Placement was to raise \$13,000,400, which were or will be used towards the following:
  - underpin regulatory capital supporting the Company's ongoing growth in its lending book;
  - pay costs to diversify off balance sheet funding and establish a securitisation program; and
  - to pay the costs of the Placement (including the Lead Manager fees).
- g) Bell Potter Securities Limited (**Bell Potter**) was engaged by the Company to act as Lead Manager in respect of the Placement. Bell Potter was paid manager fees equal to 5% of the total amount raised under the Placement (being \$650,020). No other agreements were entered into in respect of the Placement; and
- h) a voting exclusion statement is included in the Notice preceding this Explanatory Statement

**Board Recommendation:** The Board believes that refreshing the placement capacity by ratifying the Placement is in the best interests of the Company and unanimously recommends that shareholders vote FOR this resolution.

The Chair intends to vote undirected proxies FOR resolutions 2 and 3.

#### Resolution 4 – Approval of Additional 10% Placement Capacity Under ASX Listing Rule 7.1A

##### Background

Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12 month period without requiring shareholder approval. In accordance with the Listing Rule 7.1A, eligible entities (companies that are outside the S&P/ASX 300 index and that also have a market capitalisation of \$300 million or less) can issue a further 10% of the Company's share capital over a 12 month period following the AGM (provided Shareholder approval is obtained at the AGM) on a non-pro rata basis.

Listing Rule 7.1A requires resolution 4 to be passed as a special resolution. A special resolution needs approval by at least 75% of the votes cast by members entitled to vote on the resolution.

#### Formula for ASX Listing Rule 7.1A

The Company falls within the eligibility criteria required by Listing Rule 7.1A. The number of shares that may be issued (if shareholder approval is obtained at the AGM) will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

**(A x D) – E**, Where:

**A:** is the number of Shares on issue at the commencement of the relevant period,

- plus the number of Shares issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- plus the number of Shares issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
  - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - the issue of, or agreement to issue the convertible securities was approved or taken under these rules to have been approved under ASX Listing Rule 7.1 or 7.4;
- plus the number of Shares issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
  - the agreement was entered into before the commencement of the relevant period; or
  - the agreement or issue was approved, or taken under these rules to have been approved under ASX Listing Rule 7.1 or rule 7.4;
- plus the number of any other fully paid ordinary securities that became fully paid in the relevant period
- less the number of Shares cancelled in the relevant period.

**Note:** 'A' has the same meaning in Listing Rule 7.1 when calculating an entity's 15% annual placement capacity

**D:** is 10%.

**E:** is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

#### Specific information required by Listing Rule 7.3A

- a) **Period for Approval** - Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur to the following:
  - the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
  - the time and date of the Company's next annual general meeting; or
  - the time and date of the approval by shareholders of ordinary securities of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- b) **Minimum Issue Price** - The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average market price ("VWAP") of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:
  - the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the securities; or
  - if the Equity Securities are not issued within 10 Trading Days of the date in the paragraph above, the date on which the Equity Securities are issued.
- c) **Use of Funds** – It is the Board's current intention that any funds raised pursuant to an issue of securities will be applied towards the Company's growth strategies. This may include:
  - increasing regulatory capital (Common Equity Tier 1);
  - working capital for other corporate purposes including investment in systems and processes; and



- possible acquisitions of assets or investments, subject to any applicable ASX requirements.

d) **Dilution** - An issue of securities under Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:

- the market price for Equity Securities may be significantly lower on the issue date than on the date of the approval under Listing rule 7.1A; and
- the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date.

In accordance with Listing Rule 7.3A.2 "Table A" describing the notional possible dilution, based upon various assumptions as stated, is set out in this section below. The table below also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue as at the date of this Notice. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the market price as at 18 October 2021.

Number of Shares on Issue (variable "A") <sup>5</sup>	Dilution – Examples			
	Dilution <sup>1</sup>	Funds Raised at \$0.46 <sup>2</sup>	Funds Raised at \$0.92 <sup>3</sup>	Funds Raised at \$1.84 <sup>4</sup>
115,219,085 (Current)	11,521,909	\$5,300,078	\$10,600,156	\$21,200,312
172,828,628 (50% increase)	17,282,863	\$7,950,117	\$15,900,234	\$31,800,467
230,438,170 (100% increase)	23,043,817	\$10,600,156	\$21,200,312	\$42,400,623

\*Note: Current Variable A refers to the calculation required by Listing Rule 7.1A.2 which, in the Company's case, equates to the current issued share capital of the Company on the assumption that Resolution 2 and 3 are passed by Shareholders.

The table on dilution examples has been prepared on the following assumptions:

- dilution - based on number of Shares issued (being 10% of the number of Shares at the time of issue).
- funds raised based on issue price of \$0.46 (50% decrease in current issue price).
- funds raised based on issue price of \$0.92 (Current issue price).
- funds raised based on issue price of \$1.84 (100% increase in current issue price).
- the number of Shares on issue could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1. Equity Securities must be in the same class as an existing quoted class of Equity Securities of BNK, being fully paid ordinary shares.
- no options or performance rights are exercised to convert into Shares before the date of the issue of the Shares available under Listing Rule 7.1A.
- the table does not show an example of dilution that may be caused to a particular Shareholder by reason of a share issue under Listing Rule 7.1A, based on that Shareholder's holding at the date of the AGM.

e) **Allocation Policy** – The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- the methods of raising funds that are available to the Company including but not limited to, rights issues or other issues in which existing security holders can participate;
- the effect of the issue of the Listing Rule 7.1A Equity Securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).
- the allottees under the Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

f) **Agreement to issue securities under ASX Listing Rule 7.1A in the 12 months preceding the meeting** – At the Company's last annual general meeting held on 26 November 2020, Shareholders' approved the additional 10% Placement Capacity under Listing Rule 7.1A. From the date of that approval until the date of this Notice, the Company issued, or agreed to issue, a

total of 9,549,206 Shares under Listing Rule 7.1A which represents 10% of the Shares on issue at the commencement of that period. The Shares were issued on 1 June 2021 to professional and sophisticated investors (none of whom were parties referred in ASX Listing Rule 10.11.1 to 10.11.5) who were identified by the Company and Bell Potter Securities Limited. The Shares were issued at \$0.70 per Share which represents a 6.1% discount to the closing price of Shares on 1 June 2021. The Company raised a total of \$13,000,400 (before costs) under the Placement (which comprised 9,022,794 Shares issued under Listing Rule 7.1 and 9,549,206 Shares under Listing Rule 7.1A) of which \$1,160,000 has been spent on establishing a securitisation warehouse, and the remaining \$11,840,000 has been deployed to grow the Bank's loan portfolio. Refer to resolutions 2 and 3 for further details of the Placement.

#### What happens if the resolution is approved or not approved?

If shareholders approve resolution 4, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2. The effect of resolution 4 will be to allow the Directors to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using BNK's 15% annual placement capacity granted under Listing Rule 7.1

If shareholders do not approve the resolution, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1 and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1. The proposed allottees of any Equity Securities under the 10% Placement Facility are not as yet known or identified. In these circumstances, Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

**Board Recommendation** - The Board believe that having the ability to issue up to an additional 10% of new securities, under ASX Listing Rule 7.1A, is in the best interests of the Company and unanimously recommends that shareholders vote FOR this resolution.

The Chair intends to vote undirected proxies FOR resolution 4.

#### Resolution 5 – Re-election of Ms Elizabeth Aris as a director

Listing Rule 14.4 and article 48(c) of the Constitution provides that a director of the Company appointed by the Board, must not hold office (without re-election) past the next annual general meeting of the Company. Article 48(c) of the Constitution provides that any such Director shall not be considered in determining the Directors who are to retire by rotation (if any) at that meeting.

Ms Elizabeth Aris (age 55) retires in accordance with article 48(c) of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers herself for re-election.

The following information is provided in accordance with Recommendation 1.2 of the ASX Corporate Governance Principles and Recommendations:

##### a) Independence and Term of Office

Elizabeth is an Independent Non-Executive Director and has been a director since 18 June 2021.

##### b) Biographical Details

Elizabeth was recently Group Executive, Enterprise & Government at TPG Telecom. Prior to that Elizabeth held senior executive positions at Tasmanet, Trujillo Technology Group, Alcatel-Lucent and Telstra, and consulting roles with Microsoft. Elizabeth commenced her career in banking ending up as a member of the Retail Bank executive team at Westpac. She has served as a Non-Executive Director in both publicly listed and private companies and has been a technology entrepreneur building a start up in New York.

##### c) Material Directorships & Appointments

Elizabeth does not have any other material appointments.

##### d) Background Checks

The Company has conducted appropriate background and other checks in respect of Elizabeth's appointment, and such checks have not returned any information of concern.

**Board Recommendation** – On the basis of Elizabeth's skills, qualifications and experience, and her contributions to the Board's activities, the Board (other than Elizabeth Aris) recommends that shareholders vote FOR this resolution.

The Chair intends to vote undirected proxies FOR resolution 5.

#### Resolution 6 – Re-election of Ms Michelle Guthrie as a director

A summary of Listing Rule 14.4 and article 48(c) of the Constitution is included in Resolution 5 above.

Ms Michelle Guthrie (age 56) retires in accordance with article 48(c) of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers herself for re-election.

The following information is provided in accordance with Recommendation 1.2 of the ASX Corporate Governance Principles and Recommendations:

a) Independence and Term of Office

Michelle is an Independent Non-Executive Director and has been a director since 15 July 2021.

b) Biographical Details

Michelle has extensive experience in media, entertainment, funds management, technology and professional services spanning more than 30 years, in both executive and non-executive roles. Michelle was Managing Director of the Australian Broadcasting Corporation (ABC) between 2016 and 2018. Prior to that, she held senior management roles at leading media and technology companies in Asia, the UK and Australia, including Google, Star TV, BSkyB and Foxtel. Michelle spent several years as an equity adviser and investor for Providence Equity covering Asia Pacific, before moving to Singapore for a senior role as Managing Director, Partner Business Solutions, APAC, at Google.

c) Material Directorships & Appointments

Michelle is currently a non-executive director of StarHub Limited, Catapult Group International Limited and Mighty Kingdom Limited.

d) Background Checks

The Company has conducted appropriate background and other checks in respect of Michelle's appointment, and such checks have not returned any information of concern.

**Board Recommendation** – On the basis of Michelle's skills, qualifications and experience, and her contributions to the Board's activities, the Board (other than Michelle Guthrie) recommends that shareholders vote FOR this resolution.

The Chair intends to vote undirected proxies FOR resolution 6.

#### Resolution 7 – Re-election of Mr Calvin Ng as a director

A summary of Listing Rule 14.4 and article 48(c) of the Constitution is included in Resolution 5 above.

Mr Kar Wing (Calvin) Ng (age 38) retires in accordance with article 48(c) of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election.

a) Independence and Term of Office

Calvin is a Non-Independent Non-Executive Director and has been a director since 15 July 2021.

b) Biographical Details

Calvin has significant investment banking, mergers & acquisitions and funds management experience. He is a co-founder and Managing Director of the Aura Group, a fast growing funds and wealth management firm managing and advising over A\$850m in assets. He is also a co-founder of Finsure, which merged with Goldfields Money Limited in 2018 to form BNK. Calvin's listed company experience includes 6 years as a director of Catapult from 2014 to 2019 where he played an integral role in Catapult's IPO and ongoing capital management and M&A activities. Since the merger of Finsure and Goldfields, Calvin has consulted to BNK supporting capital management initiatives and the implementation of the Group's securitisation warehouse arrangements. Calvin holds a Bachelor of Commerce and Bachelor of Laws (UNSW) and was admitted to practice in the Supreme Court of NSW in 2010.

c) Material Directorships & Appointments

Calvin is currently a non-executive director of Integrated Portfolio Solutions Pty Ltd, Instichu Holdings Pty Ltd and Bullion Asset Management Services Pte Ltd.

d) Background Checks

The Company has conducted appropriate background and other checks in respect of Calvin's appointment, and such checks have not returned any information of concern.

**Board Recommendation** – On the basis of Calvin's skills, qualifications and experience, and his contributions to the Board's activities, the Board (other than Calvin Ng) recommends that shareholders vote FOR this resolution.

The Chair intends to vote undirected proxies FOR resolution 7.

## Resolution 8 – Issue of Performance Rights to Executive Director, Mr John Kolenda

### Background

The Company is proposing to grant and issue 1,200,000 Performance Rights under the BNK Equity Incentive Plan to Mr John Kolenda, Chief Executive Officer of Finsure as a Transformational Long Term Incentive (“the LTI”).

Pursuant to the LTI, members of the executive leadership team (with the exception of Mr Kolenda) were granted performance rights equivalent to 150% of their base remuneration on 18 August 2021, calculated with reference to the 30 day VWAP for the Company’s securities for the 30 day period ended 30 June 2021, and underlying earnings per share for the year ended 30 June 2021.

Listing Rule 10.14 provides that a listed company must not permit the following persons to acquire equity securities under an employee incentive scheme unless it obtains the approval of its shareholders:

- a) Listing Rule 10.14.1: a director of the company;
- b) Listing Rule 10.14.2: an associate of a director of the company; or
- c) Listing Rule 10.14.3: a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX’s opinion, the acquisition should be approved by shareholders.

The LTI issue for Mr Kolenda falls within Listing Rule 10.14.1 and therefore requires the approval of shareholders.

If resolution 8 is not passed, the Company will not be able to proceed with the LTI Issue to Mr Kolenda.

The Performance Rights issued under the LTI are designed to reward executives for enhancement in shareholder value over an extended period of time and are subject to a 3-year measurement period with the following hurdles:

- a) growth in share price over the 3 year measurement period; and
- b) growth in cash earnings per share over the 3-year measurement period.

The LTI Performance Rights proposed to be issued under this resolution 8 are eligible to vest in two tranches, subject to the vesting criteria being partly or wholly achieved. The relevant hurdles are further described in **Annexure A**.

Upon completion of the vesting period, the Board will determine the amount of performance rights to vest based upon the measured outcomes. Subject to achievement of the outcomes, 60% of the performance rights approved for vesting will be eligible to vest immediately with the remaining 40% deferred for a further year (i.e. 4 years to 30 June 2025, in line with the requirements of the Banking Executive Accountability Regime (BEAR), and otherwise in accordance with the terms of the Equity Incentive Plan. Vesting of the deferred LTI Performance Rights is also subject to continued service, satisfaction of ongoing performance and claw back provisions.

Mr Kolenda, as Chief Executive Officer of Finsure (a wholly owned subsidiary of the Company), is entitled to participate in the Equity Incentive Plan.

The Board considers that the issue of proposed LTI Performance Rights to Mr Kolenda under the Equity Incentive Plan is in the Company’s interests as it further aligns the interests of Mr Kolenda with the interests of shareholders in order to maximise shareholder value and for retention of services.

The Directors are comfortable that the grant of the proposed LTI would constitute reasonable remuneration for the purposes of section 211 of the Corporations Act and no separate approval is being sought under Chapter 2E of the Corporations Act in relation to the grant of the proposed LTI to Mr Kolenda.

No exercise price will be payable in relation to the LTI when they vest and are exercised, and the Company will not raise any funds from the grant of the LTI to Mr Kolenda.

A summary of the material terms of the Performance Rights and the Equity Incentive Plan are set out in **Annexure A**.

### Information required by Listing Rule 10.15

Listing Rule 10.15 sets out the information that must be provided to shareholders in order to obtain shareholder approval under Listing Rule 10.14. The following information is provided in accordance with Listing Rule 10.15:

- a) The person to acquire the LTI Performance Rights under the Equity Incentive Plan is Mr John Kolenda.
- b) Mr Kolenda, being an executive director of the Company, falls within Listing Rule 10.14.1. His nominee (if applicable) would fall within Listing Rule 10.14.2 as an associate of Mr Kolenda.

- c) Mr Kolenda's current total remuneration package is \$660,000 in fixed remuneration, with a short-term incentive at the discretion of the Board. Further details on Mr Kolenda's remuneration arrangements are set out in the Company's FY21 Remuneration Report.
- d) Mr Kolenda (or his nominee) will acquire 1,200,000 LTI Performance Rights under the Equity Incentive Plan, which may vest into a maximum of 1,200,000 shares after they are exercised by Mr Kolenda.
- e) The LTI Performance Rights are being used as an incentive, motivation and retention tool for Mr Kolenda, to link remuneration to performance over an extended period, linked to increase in shareholder value. Performance Rights are used because they provide greater alignment with shareholders' interests by requiring that the Performance Rights are held until they vest and are exercised into Shares. Use of Performance Rights also provides the Board with the opportunity to consider clawback when approving vesting at the time when the Performance Rights become eligible to vest.
- f) The indicative total value of the LTI Performance Rights to be issued to Mr Kolenda is \$627,000, (based on the valuation undertaken for the LTIs granted to other members of the executive leadership team on 18 August 2021). The LTIs issued on 18 August 2021 were valued by EY using a Monte Carlo simulation for the LTIs subject to share price growth hurdle, and a Binomial tree for the LTIs subject to the EPS hurdle. Key inputs into the valuation models were as follows:
- Share price at grant date - \$0.77
  - Expected life – 3.0 years
  - Volatility – 40%
  - Risk free interest rate – 0.18%
  - Dividend yield – 0%
- As the LTIs for Mr Kolenda (if approved) will be issued after the Annual General Meeting, a separate valuation of Mr Kolenda's LTI Performance Rights will be undertaken to meet the requirements of Australian Accounting Standard AASB 2 *Share-based Payments*.
- g) The FY20 Performance Rights will be issued to Mr Kolenda (or his nominee) for nil cash consideration (in line with the terms of the Equity Incentive Plan as approved by shareholders on 26 November 2019) and as part of his annual remuneration package.
- h) As at the date of this Notice, Mr Kolenda has previously been issued 125,000 Performance Rights for nil cash consideration under the Equity Incentive Plan (as approved by Shareholders on 26 November 2020).
- i) Mr Kolenda is the only director currently eligible to participate in the Equity Incentive Plan (as only executive directors are permitted to participate). Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the Equity Incentive Plan after the resolution is approved and who were not named in the Notice will not participate until approval is obtained under that rule.
- j) A voting exclusion statement in respect of resolution 7 is set out in the Notice.
- k) A summary of the material terms of the Performance Rights and the Equity Incentive Plan are set out in **Appendix A**.
- l) No loan will be provided in relation to the acquisition of the LTI Performance Rights.
- m) It is proposed that Mr Kolenda (or his nominee) be issued the LTI Performance Rights as soon as practicable after the date of the Meeting, or no later than 12 months after the date of the Meeting or such longer period as ASX allows.
- n) Details of any LTI Performance Rights issued under the Equity Incentive Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- o) If approval is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1.
- What happens if the resolution is approved or not approved?**
- If resolution 8 is approved by shareholders, the Company will be able to issue the LTI Performance Rights to Mr Kolenda (or his nominees), and it will not be included in calculating the Company's capacity to issue equity securities under ASX Listing Rule 7.1.
- If resolution 8 is not approved by shareholders, the proposed grant of LTI Performance Rights will not proceed. In these circumstances, the Board will need to consider



alternative remuneration arrangements such as cash payments equal to the value of the Performance Rights.

**Board Recommendation:** The Directors (excluding Mr Kolenda) consider that the issue of the proposed LTI Performance Rights to Mr Kolenda is an appropriate form of remuneration for Mr Kolenda and is part of a reasonable remuneration package (taking into account the Company's circumstances and Mr Kolenda's role).

The Board (other than Mr Kolenda, who abstains) unanimously recommends that shareholders vote in favour of this resolution 8.

The Chair intends to vote undirected proxies FOR resolution 8.

#### **Resolution 9 – Increase in aggregate cap of Non Executive Directors' Remuneration**

In accordance with Listing Rule 10.17 and Clause 51 of the Company's Constitution, shareholder approval is sought to increase the maximum aggregate amount available for non executive Directors remuneration in any financial by \$150,000 from \$650,000 to \$800,000.

The remuneration provided to each non executive director for the year ended 30 June 2021 is detailed in the Remuneration Report set out on pages 14 to 26 of the 2021 Annual Report. The total value of remuneration paid to non executive directors during the last financial year was \$407,834.

The Company has not issued any Equity Securities to non-executive Directors under Listing Rule 10.11 or 10.14 at any time during within the preceding 3 years.

The maximum aggregate has not increased since 2018. Since that time, the number of non executive directors has increased from 4 to 6 and the complexity of the business grown. It is important for the Company to be able to continue to attract Directors with appropriate skills and experience. It will also provide the Board with the flexibility to increase the number of future Board members and to reflect the time commitment and responsibilities of the role.

If the resolution is passed, the Company will be able to retain the non executive directors it requires to lead the Company.

If the resolution is not passed, the maximum aggregate amount of non executive directors' remuneration will remain at \$650,000.

Noting that each non executive directors has a personal interest in this matter, the Board unanimously recommends that shareholders approve the increase in the maximum amount of non executive directors' fees proposed by Resolution 9.

#### **Definitions**

In the Notice and this Explanatory note:

words importing the singular include the plural.

**\$** means Australian dollars.

**10% Placement Facility** means the facility provided for under Listing Rule 7.1A for the Company to issue additional Equity Securities up to 10% of its issued share capital through issues over a 12-month period following the date of the Meeting

**AGM** means annual general meeting.

**Annual Report** means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2021.

**ASX** means ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

**Auditor's Report** means the auditor's report on the Financial Report.

**Board** means the board of Directors of BNK.

**Chairperson** means the person appointed to chair the Meeting or any part of the Meeting.

**Closely Related Party** has the meaning given in section 9 of the Corporations Act.

**Company** or **BNK** means BNK Banking Corporation Limited ABN 63 087 651 849.

**Constitution** means the constitution of the Company. Corporations Act means the Corporations Act 2001 (Cth). Directors mean the directors of the Company.

**Corporations Act** means the *Corporations Act 2001 (Cth)*.

**Eligible Entity** means not included in the S&P ASX 300 index and has a market capitalisation less than \$300 million.

**Equity Incentive Plan** means the Company's Equity Incentive Plan approved by Shareholders on 26 November 2019.

**Equity Securities** means a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Financial Report** means the annual financial report (prepared under chapter 2M of the Corporations Act) of the Company and its controlled entities.

**Key Management Personnel** means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

**Listing Rules** means the listing rules of ASX.

**Meeting** has the meaning given in the introductory paragraph of the Notice.

**Notice** means the notice of general meeting which this Explanatory Memorandum accompanies.

**Option** means an Option to subscribe for a Share issued pursuant to the Employee Incentive Plan.

**Performance Right** means a right convertible for a Share issued pursuant to the Equity Incentive Plan

**Proxy Form** means the proxy form attached to the Notice.

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**Share** means a fully paid ordinary share in the capital of BNK

**Shareholder** means a holder of a Share.

**VWAP** means the volume weighted average price of a Share as defined in the Listing Rules.

**AEDT** means Eastern Standard Daylight Time, being the time in Sydney, NSW.

**AWST** means Western Standard Daylight Time, being the time in Perth, WA

## Appendix A – Material Terms of LTI Performance Rights and Summary of Equity Incentive Plan

### Material Terms of LTI Performance Rights

Term	Details																		
Entitlements	<p>Each Performance Right that vests (as determined by the Board) and is exercised, entitles Mr Kolenda to one fully paid ordinary share or, at the Board’s discretion, a cash amount equivalent to the value of a share.</p> <p>Mr Kolenda may not trade, dispose or otherwise deal with any Performance Rights granted to him. BNK Shares are allocated on vesting of any Performance Rights and will not be subject to restrictions on dealing.</p>																		
Vesting Hurdles and exercise date	<p>The number of Performance Rights proposed to be granted to Mr Kolenda was determined equivalent to 150% of his consulting contract with the Company (net of GST), calculated with reference to the 30 day VWAP of the Company’s securities for the 30 day period ended 30 June 2021, and underlying earnings per share for the year ended 30 June 2021.</p> <p>The Performance Rights granted are subject to a 3 year measurement period commencing 1 July 2021, and subject to completion of the 3 year measurement period, the Board will determine the amount of performance rights to vest based upon the measured outcomes. Subject to achievement of the outcomes, 60% of the performance rights under the LTI will be eligible to vest immediately with the remaining 40% deferred for a further year (i.e. making a 4 year period before the LTI can be exercised in accordance with the APRA BEAR requirements). The vesting criteria for the LTI are summarised below:</p> <table><thead><tr><th>Hurdle 1</th><th>Hurdle 2</th><th>Proportion vesting per Tranche</th></tr><tr><th>Compound annual growth in Share price</th><th>Compound annual growth in underlying EPS</th><th></th></tr></thead><tbody><tr><td>Less than 15%</td><td>Less than 15%</td><td>Nil</td></tr><tr><td>15%</td><td>15%</td><td>50%</td></tr><tr><td>&gt;15% – 30%</td><td>&gt; 15% - 30%</td><td>Pro-rata on a straight-line basis between 50% – 100%</td></tr><tr><td>&gt;30%</td><td>&gt; 30%</td><td>100%</td></tr></tbody></table> <p>Vested Performance Rights are exercisable on or before 30 June 2027. Any Performance Rights that do not vest or are exercised will lapse.</p> <p>Mr Kolenda must be an employee at the time the Performance Rights are eligible to vest and must not have resigned or have been given notice of termination of employment by the Company or a member of the Group.</p>	Hurdle 1	Hurdle 2	Proportion vesting per Tranche	Compound annual growth in Share price	Compound annual growth in underlying EPS		Less than 15%	Less than 15%	Nil	15%	15%	50%	>15% – 30%	> 15% - 30%	Pro-rata on a straight-line basis between 50% – 100%	>30%	> 30%	100%
Hurdle 1	Hurdle 2	Proportion vesting per Tranche																	
Compound annual growth in Share price	Compound annual growth in underlying EPS																		
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15%	15%	50%																	
>15% – 30%	> 15% - 30%	Pro-rata on a straight-line basis between 50% – 100%																	
>30%	> 30%	100%																	
Issue and exercise price	<p>As the LTI Performance Rights form part of the variable remuneration component of the Mr Kolenda remuneration package, they will be granted at no cost to Mr Kolenda.</p> <p>No amount is payable by Mr Kolenda on the granting or exercise of LTI Performance Rights.</p> <p>Any shares to be provided on the exercise of vested LTI Performance Rights will be either purchased on-market or issued as new shares. The Board may determine in its absolute discretion that vested Performance Rights will be satisfied by the company making a cash payment (less applicable taxes) in lieu of allocating shares.</p>																		
Dividends, ranking and voting rights	<p>The Performance Rights carry no entitlements to shares or dividends or other benefits unless and until they vest and are exercised into shares.</p> <p>Shares allocated on exercise of any Performance Rights will rank equally with other BNK shares.</p> <p>If the Company reconstructs or reorganises its capital, the Performance Rights will be adjusted to the extent necessary to comply with the ASX Listing Rules.</p>																		
Change of Control Event	<p>In the event of a variation of capital, the Rules contain provisions in relation to the treatment of the LTI Performance Rights.</p>																		



Term	Details
	<p>In the event that BNK divests, or disposes of, a business or asset designated by the Board as ‘material’, the Board may make rules that apply to Participants in relation to the Rights (and any other entitlements that may arise in relation to those Rights). Such rules may include varying the Vesting Conditions applying to the Participant’s Rights to take into account the divestment of the business or asset (if applicable).</p> <p>In the event of a change of control (as defined in the Plan Rules), the Board has discretion to determine the level of vesting of your Rights having regard to:</p> <ul style="list-style-type: none"> <li>• The circumstances of the change of control event;</li> <li>• The extent to which the conditions have been satisfied (or estimated to have been satisfied) at the time of the change of control event;</li> <li>• The proportion of the Period that has passed at the time of the Event; and/or</li> <li>• Or any other circumstance the Board considers relevant.</li> </ul>
Treatment on cessation of employment	<p>If Mr Kolenda ceases to provide services for reasons of redundancy, death, total and permanent disablement, certain medical conditions, retirement, separation by mutual agreement or the Company initiated separation for a reason unrelated to performance or conduct (Qualifying Reason), then the Board has an absolute discretion to allow any unvested Performance Rights to vest.</p> <p>If Mr Kolenda ceases to provide services for any reason other than a Qualifying Reason before the end of the performance period, any unvested Performance Rights will be forfeited and lapse.</p>
Clawback	The Board has an ongoing discretion to deem unvested LTI Performance Rights to have lapsed, and to deem any vested Performance Rights to be forfeited, in certain circumstances of fraud, dishonesty, breach of obligation, breach of policy or misconduct of Mr Kolenda (Clawback Events).
Dealing Restrictions	Performance Rights may not be transferred, encumbered or subject to any hedging or derivative instrument intended to limit the economic risk of holding them.
Participation	<p>In respect of a Performance Right, Mr Kolenda may not participate in:</p> <p>(1) new issues of Shares to Shareholders;</p> <p>(2) bonus issues of Shares or other securities to Shareholders; or</p> <p>(3) any pro-rata issue of Shares or other securities pro-rata to Shareholders, unless the Performance Right is exercised or the right is converted into Shares or Plan Shares (as the case may be), in each case before the record date for the relevant issue.</p>
Reconstructions of Capital	In the event of any reconstruction (including consolidation, subdivision, reduction, capital return, buy back or cancellation) of the share capital of the Company, the number of Shares or Plan Shares (as the case may be) that may be acquired by Mr Kolenda and/or the consideration (for instance, Exercise Price) (if any) payable by Mr Kolenda for the acquisition of the Shares or Plan Shares (as the case may be), must be reconstructed to the extent necessary to comply with the Listing Rules as they apply at the relevant time, and in a manner that does not result in any additional benefits being conferred on Participants that are not conferred on Shareholders. However, in all other respects, the terms for the conversion of LTI Performance Rights will remain unchanged.
Bonus Issues	If, prior to the exercise of a LTI Performance Right, the Company makes a bonus issue to the holders of its Shares, and the Performance Right is not exercised prior to the record date in respect of that bonus issue, the Performance Right will, when exercised, entitle the holder to one Share plus the number of bonus shares which would have been issued to the holder if the Performance Right had been exercised prior to the record date.
Transferability	Performance Rights are not transferable.

### Summary of Equity Incentive Plan

Term	Details
Eligibility	The Equity Incentive Plan (Plan) is open to eligible employees, namely employees and executives of the Company (or a subsidiary of the Company) or any other person whom the Board determines to be eligible to participate in the Plan from time to time (Participant).
Invitation	<p>An offer by the Board to acquire a Plan Interest and become a Participant in the Plan will be in such form and subject to such conditions as the Board determines.</p> <p>The invitation will specify the terms attaching to the offer, including each of the following (as applicable):</p> <ul style="list-style-type: none"> <li>• the number of Plan interests (e.g. Options or Performance Rights) to which the invitation relates;</li> <li>• the date the Plan interests will be allotted;</li> <li>• any amount payable by Participant to acquire the Plan interests;</li> <li>• any exercise price payable by Participants;</li> <li>• the date which unvested Plan interests will lapse or expire (Expiry Date);</li> <li>• any conditions that must be satisfied in relation to a Participant's and/or the Company's performance during a specified period (Performance Conditions);</li> <li>• any requirements additional to the Performance Conditions that must be met to release Plan interests from the Plan (and deliver Shares to Participants) (Vesting Conditions);</li> <li>• any conditions that must be satisfied before a Plan Share can be disposed of by a Participant (Disposal Restrictions); and</li> <li>• any conditions that will result in the forfeiture of a Plan Interest (Forfeiture Conditions).</li> </ul>
Rights of Participants	<p>Unless Forfeiture Conditions are triggered or the Expiry Date reached, Plan interests remain subject to the terms and conditions of the Plan until all applicable Performance Conditions, Vesting Conditions and Disposal Restrictions are achieved.</p> <p>Where Options or Performance Rights have been granted, upon exercise or vesting (as applicable), Participants will receive either a beneficial entitlement to Plan Shares (i.e. subject to Disposal Restrictions) or a legal and beneficial entitlement to Shares (which are no longer held under the Plan). Plan Shares will rank equally with Shares in respect of dividends and voting entitlements.</p> <p>Where Performance Rights are granted, depending on the invitation terms specified, the Board may determine in its absolute discretion that a vested Performance Right will be satisfied by the Company making a cash payment to the Participant in lieu of allocating Shares (Indeterminate Rights).</p> <p>Where Options or Performance Rights have been granted, a Participant is not entitled to participate in a new issue of Shares made by the Company to shareholders unless and until such Options or Performance Rights have been exercised or vested (as applicable).</p> <p>A holder of Options or Performance Rights is not entitled to participate in a new issue of Shares or other securities made by the Company to shareholders merely because he or she holds Options or Performance Rights.</p> <p>The Company will apply for quotation on the official list of the ASX of the Plan Shares or Shares (as the case may be) issued upon the exercise of an Option or a Performance Right that vests under the Plan. Alternatively, the Company may acquire Shares on market and transfer to the employee upon exercise of the Options or Performance Rights.</p> <p>The Company will not seek official quotation by ASX of any Options or Performance Rights.</p>
Assignment	Options or Performance Rights issued under the Plan are not transferable or assignable.
Administration	The Plan will be administered by the Board which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions (subject to any applicable Listing Rules) in addition to those set out in the Plan.
Termination and amendment	<p>The Plan may be terminated or suspended at any time by the Board but any such suspension or termination will not affect nor prejudice rights of any Participant holding Plan Interests at that time.</p> <p>The Plan may be amended at any time by the Board.</p>

## LODGE YOUR PROXY APPOINTMENT ONLINE



### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



### MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

**Important Note:** Due to the ongoing COVID-19 pandemic and uncertainty regarding the level of travel restrictions around the time of the meeting, the Company has determined that Shareholders will only be able to attend and participate in the meeting through an online platform provided by Advanced Share Registry.

## 2021 ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of BNK Banking Corporation Limited and entitled to attend and vote hereby:

### APPOINT A PROXY

The Chairman of the Meeting

OR



**PLEASE NOTE:** If you leave the section blank, the Chairman of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including 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 at **virtually on 25 November 2021 at 2.30pm (AEDT)** and at any adjournment or postponement of that Meeting.

**Chairman's voting intentions in relation to undirected proxies:** The Chairman intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chairman may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

**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 1, 2, 3, 4, 8 & 9 (except where I/we have indicated a different voting intention below) even though these resolutions are connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chairman.

### VOTING DIRECTIONS

Resolutions	For	Against	Abstain*
1 Adoption of the remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of issue of 9,022,794 Shares issued pursuant to ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of issue of 9,549,206 Shares issued pursuant to ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Ms Elizabeth Aris as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Ms Michelle Guthrie as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect Mr Calvin Ng as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Issue of Performance Rights to Executive Director, John Kolenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Remuneration of non-executive directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address



Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

## BNK BANKING CORPORATION LIMITED - ANNUAL GENERAL MEETING

Due to the ongoing COVID-19 pandemic and uncertainty regarding the level of travel restrictions around the time of the meeting, the Company has determined that Shareholders will only be able to attend and participate in the meeting through an online platform provided by Advanced Share Registry.

To facilitate such participation, voting on each Resolution will occur by a poll rather than a show of hands.

A live webcast and electronic voting via [www.advancedshare.com.au/virtual-meeting](http://www.advancedshare.com.au/virtual-meeting) will be offered to allow Shareholders to listen to the Meeting and vote online.

Please refer to the Meeting ID and Shareholder ID on the proxy form to login to the website.

Shareholders may submit questions ahead of the Meeting via the portal.

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

### APPOINTMENT OF A PROXY

If you wish to appoint the Chairman as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

### DEFAULT TO THE CHAIRMAN OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chairman of the Meeting.

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

### PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chairman) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolutions 1, 2, 3, 4, 8 & 9, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolutions 1, 2, 3, 4, 8 & 9.

**PLEASE NOTE:** If you appoint the Chairman as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chairman may vote as they see fit on that resolution.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

### CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

Where the holding is in one name, the security holder must sign.

#### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

#### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 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.

### LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 2.30pm (AEDT) on 23 November 2021, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



#### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



#### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



#### BY FAX

+61 8 6370 4203



#### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033