

Bank Australia Limited

Minutes of the 65th Annual General Meeting

Held at Melbourne Museum, Theatre Room, 11 Nicholson Street, Carlton, VIC 3053 and virtually, facilitated by Link Marketing Services at 6:00pm on Wednesday, 23 November 2022

PRESENT:

Attending in person:

Judith Downes	Chair
Anne-Marie O’Loughlin	Director and Chair of Governance and Remuneration Committee
Stephen Ferguson	Director
Anthony Healy	Director
Damien Walsh	Managing Director
Louise O’Brien	Company Secretary/Chief Financial Officer

Attending by phone:

Helen Gluer	Director
Melissa Bastian	Director
David Wakeley	Director

In Attendance: Members as per the Attendance Register, Executives and staff of Bank Australia and invited guests

Apologies: Caroline Roberts, Melisa Chew, Tammy Hender, Samantha Waters, Morgan DeVent, Sarah Amaira, Philip Scott, Vicki Masters, Chris Newey, Karen Wiggin, Lynn Richards, Michael Stirling, Juliet Brown, Phylip Doughty, Louise Doughty, Ewan Ogilvy, Pamela Payne, Jim Burvill, Mary Dobner, Stanley Mangalson, Peter Rouse, Suzanne Kaldor, Gillian Wadds, Robert Goudswaard, Alan Parry, Olive Parry, Paul Cleave

WELCOME AND OPENING

1. Opening

The Chair noted that a quorum was present and formally declared the sixty fifth Annual General Meeting of Bank Australia open at 6.02pm.

The Chair welcomed Ms Teela Reid to the meeting to have a conversation around the Uluru Statement from the Heart as we prepare for a federal referendum in the year ahead and the role Australians can play in listening, learning and advocating for change.

The Chair thanked Ms Reid for her presentation.

On behalf of Bank Australia the Chair acknowledged the traditional owners of the lands on which we meet and join virtually today and paid respects to their Elders past present and emerging.

The Chair thanked shareholders and guests for participating both in person at the Melbourne Museum and online through a virtual meeting provided by our share registrar, Link Market Services Limit.

The Chair outlined the agenda and introduced the Directors and Company Secretary and Directors attending by phone.

The Chair welcomed representatives from the Company's external Auditors and representatives from the Bank's consultants, suppliers and relationships.

The Chair confirmed that the Notice of Meeting had been given in accordance with the Company's Constitution and copies of the agenda had been circulated.

2. Minutes of 64th Annual General Meeting

The Minutes of the 64th Annual General Meeting of Bank Australia Limited held on 24 November 2021 were noted as having been circulated and read.

3. Chair's Presentation

The Chair thanked the representatives of the of the Bank's Customer Grant recipient organisations who were present in the foyer prior to the commencement of the meeting. The projects represent outstanding examples of how Bank Australia supports values aligned organisations to achieve positive social and environmental impact in the communities where we operate.

The Chair reflected on the many challenges in the past year, rising inflation, increased interest rates and cost of living changes putting pressure on some of the Bank's customers. The Bank has a number of services available and will continue supporting customers experiencing hardship or vulnerability.

This year Roy Morgan research ranked Bank Australia the 4th most trusted bank in Australia, which represents steady progress towards achieving our aspiration of being Australia's most trusted bank.

The Bank is in business for the benefit of its customers and is committed to balancing the needs of its depositors with those of its borrowers. This is crucial to ensuring Bank Australia remains profitable and resilient over the long term.

Customers have embraced digital technology in record numbers through the Bank's App and Internet Banking and central to the Bank's 2025 Strategic Plan is a roadmap to build an engaging, seamless and tailored digital experience. The digitisation of banking systems provides many avenues for scammers to steal money, and fraudulent activity is becoming increasingly sophisticated. The Bank continues its efforts to educate customers and staff on being vigilant, while investing in people and systems that assist in monitoring for unauthorised activity.

As Bank Australia grows, the Bank continues to have a strong focus on the people it employs. Covid isolation, staff and family illnesses, increased staff turnover and more complex enquiries have tested the ability to provide customer service to the level we, and you, expect. To improve the service levels the Bank recruited and trained more staff in the lending and contact centres, and established contact and lending operations centres across several locations – both in regional and metropolitan areas. The Bank understands the importance of retaining its employees and that is why the Bank implemented a range of employee benefits to support staff. Changes introduced recently include the option of working from home several days a week for many staff, and an additional week of leave made available for all staff, subject to some easily met criteria. The parental leave paid at bank salaries has increased to 14 weeks regardless of gender. Finally, recognising the impact of inflation on living costs, salaries were increased by an average of 8%. The Bank is proud of its staff and their ongoing dedication. The Chair also thanked each staff member for their professionalism and their contribution to the well-being of the Bank's customers.

The Bank has a long focus on responsible values based banking and remains committed to creating positive impact on behalf of customers. This year Bank Australia announced its commitment to achieve net zero emissions by 2035 across its operations, and lending and investment portfolio. The climate strategy also affirms the Bank's leadership ambitions for the coming decade across the key areas of decarbonisation, climate justice, regenerative finance, and the protection of nature. As part of reaching net zero, the Bank also announced that it will cease funding car loans for new fossil fuel vehicles from 2025 and will continue to support the purchase of more affordable second hand fossil fuel vehicles. The Bank is committed to working hard on behalf of customers and partnering with leading organisations to ensure it is leading the way to achieve these targets.

Looking forward, the Bank's priorities are clear, it will continue the transformation program to drive improvements in customer and employee experience; continue to manage costs and ensure that the Bank remains well-capitalised; will remain vigilant on cybersecurity, and will continue to comply with all regulatory requirements.

The Bank will also focus on four future areas on behalf of customers: Climate action; Access to affordable and specialist housing; Nature and biodiversity; and First Nations economic empowerment and reconciliation.

Bank Australia is resilient, driven by its purpose, customer focussed, and is well positioned to respond to change and to meet new challenges as they arise.

The Chair thanked all staff and Directors of the bank for their hard work and dedication to delivering on the Bank's purpose and customers for their ongoing support, confidence and trust.

4. Managing Director's Presentation

Damien Walsh acknowledged that the financial year 2022 presented divergent challenges for the Bank and its customers. The Bank overcame these challenges and continued to support customers and grow Bank Australia.

The Managing Director presented a broad overview of the Bank's record strong financial, operational and impact performance over the past year, further strengthening the capital position of the bank to continue to investment in technology to support the bank's digital transformation, and the recruitment of additional people resources across a range of customer facing roles to support the Bank's growing customer base.

2022 was another year of strong financial performance for Bank Australia. The Bank ended the year to 30 June 2022 with total assets growing by 14% to \$9.7 billion. The pleasing profit result was largely driven by strong revenue, continued balance sheet growth and prudent financial management. The Bank's financial resilience throughout the pandemic has provided a sound platform to continue to invest in customers and employees experience in the years ahead.

The strength of the brand is growing and customers are continuing to join Bank Australia based on the clean money proposition where their money is used as a force for good. Over 21,000 new customers joined Bank Australia in financial year 2022 which grew the total customer base to over 184,000 customers. The geographic diversity of the customer base continues to evolve as the Bank's footprint expands nationally. Over the past five years the percentage of the customer base in Victoria has declined as the Bank grows its presence in other states and territories.

Following a period of sustained growth for the bank, the Executive team was reshaped to reflect areas of ongoing focus. Sasha Courville was appointed as the Chief Impact Officer and Scott Wall was appointed as the Chief Transformation Officer. The Bank Australia board welcomed Anthony Healy as an Independent Director in December 2021.

The work on the Bank's conservation reserve in the Western Wimmera region of Victoria demonstrates a commitment to addressing customers' priorities of climate action and nature and biodiversity. Two of our four Impact focus areas. This year was the first full year with Salvana as part of the conservation reserve family. The Bank is proud of the work across the reserve since 2008 when the Bank acted on customer concerns about climate change and protecting endangered species.

While great strides have been made across many areas of conservation and biodiversity in this time, the need to better understand the varied history and uses of the land at Salvana, particularly from the perspectives of First Nations peoples, is recognised. This year the Bank engaged the Barengi Gadjin Land Council (BGLC) to conduct a cultural heritage survey of the land and the Bank is committed to working closely with BGLC to

develop a relationship based on trust and care. The conservation reserve is an area of pride for the bank and we look forward to engaging all customers in this work through storytelling in the year ahead.

The Bank Australia impact fund supports customers and projects that address issues customers care about and that have a positive impact for people and the planet. Each year, we commit up to 4% of the after-tax profit to the impact fund. In 2022, the Bank spent \$1.2 million from the impact fund. This support included \$490,000 on environmental conservation, almost \$210,000 on First Nations reconciliation and \$208,000 on Diversity and Inclusion. In the past year the impact fund has supported a number of partnerships with not-for-profit and civil society organisations including Seed Mob, The Big Issue and Human Rights Watch. The Bank also supported 22 customer organisations with total funding of more than \$400,000 through our community customer grants program.

The Bank sees reconciliation as a fundamental responsibility for Bank Australia. Having supported the Uluru Statement from the Heart since 2019, the Bank is heartened to see a growing number of Australians taking up its invitation, and working to better understand and engage in the broader issues and opportunities that are spoken within the Statement. In the months ahead tools and resources will be shared to support customers to have informed conversations and engage meaningfully in meeting this moment.

The Managing Director thanked members for their ongoing trust as the Bank looks forward to the next exciting chapter of the Bank Australia story.

5. Financial Statements, Directors' Report and Independent Auditors Report for the financial year ended 30 June 2022

The Chair stated that the Corporations Act 2001 required the Financial Report, the Directors' Report and the Independent Auditors Report to be tabled before the Annual General Meeting.

The meeting was opened for questions in relation to this agenda item. Questions were invited on the Financial report, Chairs' presentation and MD presentation.

The Chair took the Financial Statements, the Directors' Report and the Independent Auditors Report for the financial year ended 30 June 2022 as noted.

6. 2022 Director Election

The Chair, Judith Downes, called on Dan Reid from Link Marketing Services, returning officer to declare the results of the 2022 Director Election

Open proxies held by the Chair were cast in favour of the resolution. Proxy votes had already been recorded as follows:

Final votes recorded at the close of voting were as follows:

2022 Director Election

Poll (manner in which votes were cast in person or by proxy on a poll where applicable) on a poll at the meeting

Candidate Name	Number of Votes
Helen Gluer	1,441
Janet Matton	1,358

The Chair congratulated Helen Gluer as the successful candidate.

The Chair thanked Janet Matton for demonstrating a commitment to Bank Australia and participating in the democratic election process.

The Chair, on behalf of Helen Gluer, addressed the members.

7. Non-executive Directors' remuneration

Anne-Marie O'Loughlin presented the Governance and Remuneration Committee report. In accordance with Division 14 of the Company's Constitution Anne-Marie O'Loughlin commended the following motion.

"That the total sum payable to the seven non-executive Directors by way of fees and superannuation be increased by \$47,628 per annum. The Directors may determine how this sum is to be apportioned among them and how and when it is to be paid. The said increased sum includes relevant taxes payable either by the Bank or Directors."

Open proxies held by the Chair were cast in favour of the resolution. Proxy votes had already been recorded as follows:

Moved: Anne-Marie O'Loughlin

Seconded: Steven Mason

Open proxies held by the Chair were cast in favour of the resolution. Proxy votes had already been recorded as follows Non-executive Directors' remuneration

Non-executive Directors' remuneration

Poll (manner in which votes were cast in person or by proxy on a poll where applicable) on a poll at the meeting

For	Against	Open	Abstain*
1,235	985	503	243
45.35%	36.17%	18.47%	
* Not included in percentage total			
503 (18.47%) Open votes will be cast by the Chair in FAVOUR of the resolution. Total votes in FAVOUR after distribution of open votes 1,765 (64.07%)			

The meeting was opened for questions in relation to this motion.

Final votes recorded at the close of voting were as follows:

Non-executive Directors' remuneration			
Proxy votes received that validly appoint a person present at the meeting			
For	Against	Abstain*	
1,765	990	244	
64.07%	35.93%		
* Not included in percentage total			

The resolution was **CARRIED**.

8. Approving remuneration in order to facilitate the potential appointment of an additional Non-executive Director

Anne-Marie O'Loughlin presented the Governance and Remuneration Committee report. In accordance with Division 14 of the Company's Constitution Anne-Marie O'Loughlin commended the following motion.

"That the total Director Remuneration is increased by \$86,670 to facilitate the potential appointment of an addition Non-Executive Director."

Open proxies held by the Chair were cast in favour of the resolution. Proxy votes had already been recorded as follows:

Moved: Anne-Marie O'Loughlin

Seconded: Steven Mason

Open proxies held by the Chair were cast in favour of the resolution. Proxy votes had already been recorded as follows

Approving remuneration in order to facilitate the potential appointment of an additional Non-executive Director			
Poll (manner in which votes were cast in person or by proxy on a poll where applicable) on a poll at the meeting			
For	Against	Open	Abstain*
1,305	919	499	243
47.93%	33.75%	18.33%	
* Not included in percentage total			
499 (18.33%) Open votes will be cast by the Chair in FAVOUR of the resolution. Total votes in FAVOUR after distribution of open votes 1,826 (66.26%)			

The meeting was opened for questions in relation to this motion.

Final votes recorded at the close of voting were as follows:

Approving remuneration in order to facilitate the potential appointment of an additional Non-executive Director			
Proxy votes received that validly appoint a person present at the meeting			
For	Against	Abstain*	1,826
930	243	66.26%	33.74%
* Not included in percentage total			

The resolution was **CARRIED**.

9. Close

There being no other business, the Chair thanked all those present for their attendance and participation.

The meeting closed at 7.19 pm.

Voting on resolutions remained open for a further 5 minutes after the close of the meeting with results to be announced on the Bank Australia website.

A true record,

Chair: _____ Date: _____