

# **Invitation and notice of 2025 Annual General Meeting**

Notice is hereby given that the 68th Annual General Meeting of Bank Australia Limited (the “Company”) will be held at:

Venue	Date	Time
<p>The State Library of Victoria 328 Swanston Street, Melbourne VIC 3000</p> <p><b>Entry:</b> Door 3, located on La Trobe Street, between Swanston Street and Russell Street</p>	<p>Wednesday 26 November 2025</p>	<p>Registration opens at 5pm. The meeting will commence at 6pm.</p>

Join us from 5pm to meet some of our community customers who have received support from Bank Australia, including recipients of our impact fund. These customers will be on hand to talk about the work they do to benefit people and the planet.

The meeting will commence at 6pm and will be followed by light refreshments.

A live broadcast of the meeting will be provided on the online platform [meetings.openbriefing.com/bankaustagm25](https://meetings.openbriefing.com/bankaustagm25)

## **Annual General Meeting attendance**

To RSVP your attendance please call 13 28 88 or register at [bankaust.com.au/agm-2025](https://bankaust.com.au/agm-2025).

If you cannot join us at this time in person or virtually, highlights from the meeting will be recorded and posted on our website. Please visit: [bankaust.com.au/agm-2025](https://bankaust.com.au/agm-2025).

This event will be wheelchair accessible and AUSLAN interpreted. Please contact us if you have other access requirements so that we can ensure your participation at the meeting.

## **Voting**

Voting opens on Monday 27 October 2025.

You can vote online at [bankaust.com.au/agm-2025](https://bankaust.com.au/agm-2025) or contact us on 13 28 88 or email at: [agm@bankaust.com.au](mailto:agm@bankaust.com.au) to ask for a postal ballot pack to be sent to you.

Postal votes should be returned in order to be received by the Returning Officer by no later than 5pm on Thursday 20 November 2025. Online voting will close at 6pm on Monday 24 November 2025.

## **Ask a question**

Members are encouraged to raise questions prior to the meeting by email to: [agm@bankaust.com.au](mailto:agm@bankaust.com.au) or write to the Company Secretary at Locked Bag 2035, Collingwood VIC 3066.

Members will also be able to ask questions in person or virtually during the meeting.

A telephone facility will also be available for members (or their proxy, attorney or corporate representative) who are online but prefer to ask questions verbally.

To ask questions during the meeting using the teleconference facility, you can phone 1800 497 114 (within Australia), or +61 2 9189 1123 (outside Australia) and use your unique personal identification number (PIN). Your unique PIN is required for verification purposes, and may be obtained by contacting MUFG Corporate Markets on 1800 990 363, or +61 1800 990 363 (outside Australia) by 5pm on Wednesday 26 November 2025.

Consistent themes raised prior to the meeting will be addressed by the Chair or Managing Director during their presentations.

## Impact & Financial Reports

Bank Australia's Impact Report and Statutory Financial Report may be obtained from or inspected at any Bank Australia branch from Monday 3 November 2025.

The Impact Report and Statutory Financial Report will also be available online at [bankaust.com.au](http://bankaust.com.au) from this date.

## Agenda – Annual General Meeting

1. Opening and Apologies.
2. To note the Minutes of the 67th Annual General Meeting of Bank Australia Limited held on Wednesday 27 November 2024 and the Special General Meeting of Bank Australia Limited held on Wednesday 16 April 2025.
3. To receive the Chair's Report to members.
4. To receive the Managing Director's Report to members.
5. To receive and consider the Financial Report, the Directors' Report and the Independent Auditors' Report for the financial year ended 30 June 2025.
6. To re-appoint Jennifer Dalitz and Anthony Healy as Directors.
7. To consider and, if thought fit, approve the following special resolution:

### Amendments to the Constitution

THAT the Company's Constitution be amended in the manner described in the Schedule of Proposed Constitutional Amendments tabled at the Annual General Meeting and signed by the Chair for identification purposes.

8. General Business.
9. Conclusion of Meeting.

Members are referred to the Explanatory Statement for Agenda Items 5 – 7, accompanying and forming part of this Notice.

By Order of the Board

**Robert Agati**  
Company Secretary

25 September 2025

## Explanatory Statement

### Agenda Item 5 – Financial Reports

The Corporations Act 2001 requires the Financial Report, the Directors' Report and the Independent Auditors' Report of the Company to be laid before the Annual General Meeting.

Members will be provided with an opportunity at the meeting to ask questions in relation to these reports.

### Agenda Item 6 – Re-appointment of Directors

The Board recommends the following ordinary resolutions:

- i. "That Jennifer Dalitz be re-appointed as a Director of Bank Australia Limited."
- ii. "That Anthony Healy be re-appointed as a Director of Bank Australia Limited."

### Report of the Nominations Committee

*The Nominations Committee was established by the Board in accordance with Appendix 3, Section 4(1) of the Company's Constitution.*

*The Committee's purpose is to assess the fitness and propriety of potential candidates for the office of Director, in accordance with the Company's Fit and Proper Policy and its Constitution.*

*The Nominations Committee hereby declares that:*

- a) *no nominated candidates failed to make themselves available for interview by the Nominations Committee; and*
- b) *the following nominated candidates demonstrated an ability to be Directors of the Company in accordance with Appendix 3, Section 4(7) of the Company's Constitution:*
  - Jennifer Susan Dalitz
  - Anthony John Healy

**Fran Raymond**  
Chair, Nominations Committee

Jennifer Susan Dalitz was first elected to the Board of Qudos Mutual Limited (QML) in 2019 and was subsequently re-elected to the QML Board in 2022.

As part of the transfer of QML's business to Bank Australia Limited under the *Financial Sector (Transfer and Restructure) Act 1999*, it was agreed that the existing tenure of QML's Directors continue from the date they were elected or appointed (or re-appointed as the case may be) as Directors of the Company.



As Ms Dalitz was due to retire by rotation in 2025, and having met the eligibility criteria set out in Rule 10.2 and Appendix 3, Section 2(4) of the Constitution, she has offered herself for re-appointment as a Director of the Company.

Anthony John Healy retires as a Director by rotation and having met the eligibility criteria set out in Rule 10.2 and Appendix 3, Section 2(4) of the Company's Constitution, has offered himself for re-appointment as a Director of the Company.

#### **Agenda Item 7 – Amendment to the Constitution**

A special resolution (approved by at least 75% of votes cast by members entitled to vote) is required to amend the Constitution. The more substantive changes proposed to the Constitution are:

**Rule 1.5 (Notices):** In 2022, amendments were made to the Corporations Act 2001 to permanently enshrine the ability to hold virtual and hybrid meetings, electronic distribution of meeting materials and electronic execution of company documents. As a result of this, it is proposed that Rule 1.5 of the Company's Constitution be amended to take into account the ability to give notice or provide other documents to members by electronic means. Such documents include those relating to meetings of members or resolutions to be considered by members; annual financial reports and notices of members' rights.

It is intended that the Company be permitted to send these documents in a physical form through:

- c) physical notice or an electronic notice that allows for electronic access to the document;
- d) by sending the document itself electronically; or
- e) in respect of annual financial reports only, making this available on their website.

**Rule 2.1 (Providing financial accommodation and accepting deposits):** It is proposed to amend Rule 2.1 to give the Company the ability to receive deposits from, and provide financial accommodation to, non-members, should the Company decide to do so, while noting that the primary purpose of the Company remains to receive deposits from, and provide financial accommodation to, members.

**Rule 3.3 (Joint Members):** As the Company no longer admits members as joint members, it is proposed to delete this redundant rule.

**Rule 4.3 (Termination by the Board):** The Company is proposing a number of amendments to Rule 4.3 to enable a mechanism by which a member's member share may be redeemed, and their membership terminated, in the event that the member engages in conduct which risks or endangers the Company, other members, or the employees or officers of the Company.

**Rule 8.4 (Use of technology at general meetings):** The 2022 amendments to the Corporations Act on the ability to hold virtual and hybrid meetings do not mandate a particular meeting format. The Act does however require that companies give members, as a whole, a reasonable opportunity to participate at meetings. It is therefore proposed that Rule 8.4 be amended to allow members to use technology as an equivalent opportunity to engage and participate at meetings as they would attending a meeting in person.

**Rule 15.1 (Execution of Documents):** The proposed changes to this rule reflect recent changes made to the Corporations Act 2001 in relation to who can execute documents on behalf of a company.

**Appendix 3, Section 2(3) (Election of Directors – Nominations):** At the April 2025 Special General Meeting, members approved a number of amendments to the Constitution, including removing a requirement that a candidate for election as a director must have been a member of the Company for at least 24 months prior to the date of their nomination.

However, a similar requirement set out in Appendix 3, Section 2(3)(b) was not removed, giving rise to an inconsistency. It is therefore proposed to harmonise these requirements by removing the minimum membership period stated at Appendix 3, Section 2(3)(b).

Copies of the Schedule of Proposed Constitutional Amendments to be tabled at the meeting and the Constitution showing the proposed changes are available at: [bankaust.com.au/agm-2025](http://bankaust.com.au/agm-2025).

