



2022

POLICE BANK Annual General Meeting

PoliceBank 
The strength of community

border bank 

Bank of
Heritage Isle 

A MESSAGE FROM OUR CEO



Dear Member,

On behalf of the Board of Directors of Police Bank, it is my pleasure to invite you to the 2022 Annual General Meeting (AGM) of Police Bank Ltd on Thursday, 24 November 2022 commencing at 2:00pm.

At the AGM, our Board Chair, Mr. Peter Remfrey, and I will provide members with an overview of your Bank's performance for the financial year ending 30 June 2022, and will update you on our strategy for the year ahead. We will also provide an update regarding the progress of the strategic and cultural refresh journey the Bank has been on and our investment in transformation through the 2022 financial year.

Eligible Members will have the opportunity to vote on Board Remuneration and other important matters set out in the agenda by attending our AGM either online or in person, or if you prefer, by lodging a proxy as detailed later in this booklet.

A copy of the Police Bank 2022 Annual Report is available for viewing on our website.

The Directors and Executive team of Police Bank look forward to seeing you at the AGM.

A handwritten signature in black ink, appearing to read 'G. McKenna'. The signature is stylized with large loops and a long horizontal stroke extending to the right.

Greg McKenna CEO
1 November 2022

NOTICE OF ANNUAL GENERAL MEETING

POLICE BANK LTD
ABN 95 087 650 799

Police Bank Ltd hereby gives notice that the 2022 Annual General Meeting of Members will be held as a hybrid meeting on Thursday, 24 November 2022 commencing at 2:00pm AEDT at **The Remington Room, Sydney Masonic Centre 66 Goulburn St, Sydney NSW 2000** and **online**.

AGENDA

Ordinary Business

1. Apologies
2. Minutes

To confirm the minutes of the 2021 AGM held on 27 January 2022.

3. Financial statements and reports

To receive and consider the consolidated financial statements of the Company and its controlled entities and the reports of the directors and auditor for the financial year ended 30 June 2022.

4. Director Elections

As the number of candidates is equal to the number of Member Elected Director positions to be filled and pursuant to clause 23.5.2 of the Police Bank Constitution, the Deputy Chair shall declare the following resolutions which do not require a Member vote:

- 4.a. *That Peter Remfrey, a Director retiring in accordance with clause 22.10.1 of the Police Bank Constitution, and being eligible, is re-elected as a Director of the Company.*
- 4.b. *That Justine Saunders, a Director retiring in accordance with clause 22.10.1 of the Police Bank Constitution, and being eligible, is re-elected as a Director of the Company.*

5. Directors' remuneration for 1 December 2022 to 30 November 2023

To consider, and if thought fit, pass the following

as an ordinary resolution:

That Members approve an unchanged total Directors' Fees pool of \$750,000 for the period 1 December 2022 to 30 November 2023 inclusive of superannuation with the payment to individual Directors being at the discretion of the Board.

Special Business

6. Constitutional Amendments

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

"That the Constitution of Police Bank Limited is amended to remove clause 21.7."

Further information about the proposed amendments to Police Bank's Constitution are set out in the Explanatory Notes. A copy of Police Bank's Constitution marked up to show the proposed changes is available from the Police Bank website at: www.policebank.com.au/about-us/annual-reports.

7. General Business

IMPORTANT INFORMATION ABOUT ATTENDING AND VOTING ONLINE

Police Bank will be conducting the AGM as a hybrid meeting, with Members able to attend and participate through the following methods:

a. In person:

**The Remington Room Sydney Masonic Centre
66 Goulburn St, Sydney NSW 2000**

- b. **Live online:** by joining the online platform at <https://meetings.linkgroup.com/PBNK2022>

Members are encouraged to actively participate online, however, to attend in person please check the Company's website shortly before the AGM for any changes.

Further information on how you can participate in the AGM (including how to register, vote and ask questions) is set out on the following pages and in the Online Meeting Guide on our website at www.policebank.com.au/about-us/annual-reports.

EXPLANATORY NOTES

1. Minutes

The Minutes from the previous year's AGM can be viewed on our website at www.policebank.com.au/about-us/annual-reports, or you can request a copy from our Company Secretary by emailing secretary@policebank.com.au.

2. Financial statements and reports

The Corporations Act 2001 and the Constitution require that the Bank's Financial Report, Directors' Report and the Auditor's Report for the year ended 30 June 2022 be presented at the meeting.

These reports will be tabled and discussed at the AGM and directors and management will be available to answer questions from members. In addition, a representative of the Company's auditors, Deloitte Touche Tohmatsu, will be present to answer any questions about the conduct of the audit or the preparation and content of the Auditor's Report. The Police Bank 2022 Annual Report, which includes the financial statements and reports is available on our website at www.policebank.com.au/about-us/annual-reports.

3. Director elections

There are two Director positions to be filled and two candidates. In accordance with clause 23.5.2 of the Police Bank Constitution, as the number of candidates is equal to the number of positions to be filled each candidate shall be declared elected by the Chair during the next AGM with effect from the end of that AGM.

As the Chair is being re-elected, as a result of a conflict of interest and as a matter of good governance, the Deputy Chair will declare these resolutions at the meeting.

No Member vote is required at the AGM on this item.

Peter Remfrey is the existing Chair and a Director of the Bank. In accordance with the Bank's Constitution, the term of office for this Director ends at the conclusion of the 2022 Annual General Meeting. Mr Remfrey seeks re-election to the Board for a three-year period expiring at the 2025 Annual General Meeting. Mr

Remfrey has been interviewed by the Nomination Committee and passed the tests for fitness and propriety under the Board's Fit and Proper Policy.

Justine Saunders is an existing Director of the Bank in accordance with the Bank's Constitution, the term of office for this Director ends at the conclusion of the 2022 Annual General Meeting. Ms Saunders seeks re-election to the Board for a three-year period expiring at the 2025 Annual General Meeting. Ms Saunders has been interviewed by the Nomination Committee and passed the tests for fitness and propriety under the Board's Fit and Proper Policy.

4. Directors' remuneration

Clause 22.4.1 provides that the Directors are entitled to be paid for their services an annual sum to be determined by the Company in general meeting, divided between them in such proportions as the directors may determine.

The Board has determined that the Directors Fee pool of \$750,720 will remain unchanged for the twelve months 1 December 2022 to 30 November 2023.

5. Constitutional Amendments

Police Bank Limited is a public company and all members of a public company have the statutory right under the Corporations Act to appoint whoever they choose to act as their proxy.

Presently the Constitution provides that only the chair has the right to act as the proxy for more than 10 members. If a member wished to appoint a proxy who had already been appointed to act for 9 other members then the appointment would not be allowed under clause 21.7. Such a restriction is contrary to the member's statutory right and it is proposed to remove it.

The proposed updated Constitution may be obtained from or inspected at the Bank's registered office, 25 Pelican Street, Surry Hills NSW. Alternatively, it can be downloaded from the Bank's website at www.policebank.com.au/about-us/annual-reports.

or you can request a copy from our Company Secretary by emailing secretary@policebank.com.au.

INSTRUCTIONS

Registration

In order to provide the opportunity for more of our members to attend the AGM Members are encouraged to actively participate online rather than attending the physical meeting where

Members can also attend.

Online registration will open at 1:00pm AEDT on the day of the AGM. Information on how to log on, ask questions and vote online are set out in the Online Meeting Guide available on the Bank's website at www.policebank.com.au/about-us/annual-reports.

Members and proxyholders will be able to participate, vote and ask questions at the AGM online by using the link **Participate in the 2022 AGM** at www.policebank.com.au/about-us/annual-reports on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Internet Explorer 11, Edge or Firefox).

All members and proxyholders participating online in the AGM will be taken for all purposes to be present at the AGM while so participating.

Voting and Participation

As the meeting is being conducted as a hybrid meeting the Chairman has determined that all resolutions will be voted on by way of a poll.

Your username is your Member Number. You will also need the postcode or Country (if outside Australia) registered on your holding.

Participating in the AGM online enables members to ask questions and cast votes in real time during polling at the appropriate times during the AGM.

How to appoint a proxy to vote on your behalf at the AGM

A Member who is entitled to attend the Annual General Meeting and vote is entitled to appoint a proxy. A proxy need not be a Member. To be effective the appointment of a proxy must be received by the Bank at least 48 hours prior to the meeting either online or at its registered office at 25 Pelican St, Surry Hills NSW 2010, Reply Paid 63593 Surry Hills NSW 2010 or by emailing secretary@policebank.com.au.

By Order of the Board of Directors,



Geoffrey Stirton
Company Secretary
1 November 2022

FACT SHEET

CHANGES TO POLICE BANK'S CONSTITUTION

This Fact Sheet outlines some specific aspects of and background to the amendments.

WHAT ARE THE PROPOSED CHANGES TO POLICE BANK'S CONSTITUTION?

Police Bank is a public company and all members of a public company have the statutory right under the Corporations Act to appoint whoever they choose to act as their proxy. Presently the Constitution provides that only the chair has the right to act as the proxy for more than 10 members. If a member wished to appoint a proxy who had already been appointed to act for 9 other members then the appointment would not be allowed under clause 21.7. Such a restriction is contrary to the member's statutory right and it is proposed to remove it.

A copy of the Constitution may be obtained from or inspected at the Bank's registered office, 25 Pelican Street, Surry Hills NSW. Alternatively, it can be downloaded from the Bank's website at www.policebank.com.au/about-us/annual-reports, or you can request a copy from our Company Secretary by emailing secretary@policebank.com.au.

WHO CAN I SPEAK TO FOR MORE INFORMATION ABOUT THE PROPOSED CHANGES?

We are very happy to talk to you about the proposed changes, if you have any questions or comments on them.

If you have any questions or comments about the changes or attending or voting at the Annual General Meeting, please contact us by emailing secretary@policebank.com.au



Police Bank

Border Bank and Bank of Heritage Isle are a divisions of
Police Bank Ltd. ABN 95 087 650 799.
AFSL/Australian Credit Licence No 240018.
25 Pelican Street, Surry Hills, NSW 2010.