

Bendigo & Adelaide Bank Limited

# Notice of Annual General Meeting 2024



## 1 OCTOBER 2024

### Dear Shareholder,

On behalf of the Board, I am pleased to invite you to attend the 2024 Annual General Meeting (AGM) of Bendigo and Adelaide Bank Limited (the Bank) which will be held at the Capital Theatre Bendigo on Thursday 7 November 2024 at 11.00 am (AEDT).

We will be holding a hybrid meeting so you can attend, vote, and ask questions in person at The Capital Theatre in Bendigo, or virtually through our online portal. Details on how to attend and participate, and the resolutions being put to shareholders are set out in the enclosed Notice of Meeting for the AGM. Shareholders are encouraged to submit votes and ask questions ahead of the meeting on the shareholder question form.

At the meeting, our Chief Executive Officer and Managing Director, Richard Fennell, and I will provide a brief update on the performance of the Bank over the last year and outline the Bank's future focus areas. We will then proceed to the formal items of business for consideration.

For a detailed overview of the Bank's performance and operations for the year ended 30 June 2024, please refer to the 2024 Annual Report prior to the AGM. The 2024 Annual Report is on our website at:

[www.bendigoadelaide.com.au/investor-centre/reports](http://www.bendigoadelaide.com.au/investor-centre/reports)

Finally, as part of our commitment to environmental sustainability and cost efficiency, we are keen to communicate with all shareholders by email. We encourage you to please elect to receive shareholder communications by email. You can do this online at <https://investorcentre.linkgroup.com>. Alternatively, please contact [BEN@linkmarketservices.com.au](mailto:BEN@linkmarketservices.com.au) or call +61 1300 551 242 to arrange for a form to be sent to you.

On behalf of the Board, we look forward to meeting as many of you as possible.

If you can attend in person, we invite you to join us for light refreshments after the AGM.

Regards

**Vicki Carter**

Chair, Bendigo & Adelaide Bank Limited



# Notice of Meeting

The 2024 Annual General Meeting (AGM) of Bendigo and Adelaide Bank Limited (ABN 11 068 049 178) (the **Bank**) will be held on **Thursday 7 November 2024 at 11:00am (AEDT)** as a hybrid meeting where shareholders can attend and participate in person at The Capital Theatre in Bendigo or online.

There are four ways shareholders and proxyholders can attend and vote at the AGM:

## 1. ATTEND IN PERSON

Join us at  
The Capital Theatre,  
50 View Street,  
Bendigo, Victoria

In person registrations will start at **10am (AEDT) on Thursday, 7 November 2024.**

## 2. ATTEND ONLINE

Join at <https://meetings.linkgroup.com/BEN24> using the web browser on your device (using the latest version of Chrome, Safari, Internet Explorer, Microsoft Edge, or Firefox). A Virtual Meeting Online Guide by Link is available at [www.bendigoadelaide.com.au/agm2024](http://www.bendigoadelaide.com.au/agm2024)

Online registration will open at **10.30am (AEDT) on Thursday, 7 November 2024.**

**Appointed proxies / attorneys / corporate representatives** can contact our share registry, Link to obtain their proxy code which Link will also provide via email no later than 24 hours prior to the Meeting.

Contact details are +61 1300 551 242 or by email [BEN@linkmarketservices.com.au](mailto:BEN@linkmarketservices.com.au)

## 3. LISTEN AND WATCH THE WEBCAST

Listen and watch the AGM live on the Bank's website by visiting the link at: [www.bendigoadelaide.com.au/agm2024](http://www.bendigoadelaide.com.au/agm2024) on your device.

For more information on voting, proxies and how to ask questions, please refer to the Explanatory notes on pages 13 to 15 of this Notice of Meeting.

### Need help?

A Virtual Meeting Online Guide on how to attend and vote at the AGM is available at: [www.bendigoadelaide.com.au/agm2024](http://www.bendigoadelaide.com.au/agm2024)

If you have any other questions about the AGM, please call +61 1300 551 242 for assistance.

# Notice of Meeting Agenda

## ITEMS OF BUSINESS

### 1. Financial statements

To receive and consider the Bank's Financial Report, Directors' Report and Independent Auditor's Report for the financial year ended 30 June 2024.

### 2. Re-election of Vicki Carter as a director

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

*That Vicki Carter, who retires from office under Rule 72 of the Bank's Constitution, be re-elected as a director of the Bank.*

### 3. Re-election of Richard Deutsch as a director

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

*That Richard Deutsch, who retires from office under Rule 72 of the Bank's Constitution, be re-elected as a director of the Bank.*

### 4. Election of Abi Cleland as a director

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

*That Abi Cleland, who retires from office under Rule 59 of the Bank's Constitution, be elected as a director of the Bank.*

### 5. Election of Daryl Johnson as a director

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

*That Daryl Johnson, who retires from office under Rule 59 of the Bank's Constitution, be elected as a director of the Bank.*

### 6. Adoption of the Remuneration Report

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

*That the Remuneration Report for the Bank as set out in the Annual Financial Report for the year ended 30 June 2024 be adopted.*

The vote on this item is advisory only and does not bind the Bank or its Directors.

### 7. Approval of the grant of performance rights to the Chief Executive Officer and Managing Director

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

*That approval be given, for all purposes, to the grant of 136,718 performance rights to the Bank's Chief Executive Officer and Managing Director (CEO & MD), Richard Fennell, as his long-term incentive for the financial year ended 30 June 2025 under the Bank's Omnibus Equity Plan and on the terms summarised in the Explanatory Notes to this Notice of Meeting.*

### 8. Increase in Non-executive Directors' Fee Pool

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

*That for the purpose of Rule 60 of the Bank's Constitution and ASX Listing Rule 10.17, the maximum aggregate annual remuneration that may be paid by the Bank as remuneration for the services of the Bank's Non-executive Directors in any financial year commencing on or after 1 July 2024 be increased by \$500,000, from \$2,500,000 to \$3,000,000.*

### 9. Renewal of proportional takeover provision

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

*That, pursuant to section 648G of the Corporations Act 2001 (Cth), the proportional takeover approval provisions in Rule 106 of the Constitution be renewed for a period of three years from the date of this meeting.*

## CHAIR'S VOTING INTENTION

The Chair of the Meeting intends to vote undirected proxies in favour of all the resolutions proposed.

## VOTING EXCLUSIONS

### Item 1

There is no vote on this item of business.

### Items 2-5 & 9

There are no voting restrictions on these items.

### Item 6 - Adoption of the Remuneration Report

Votes may not be cast, and the Bank will disregard any votes cast, on the resolution proposed in Item 6:

- by or on behalf of a member of the Bank's Key Management Personnel (**KMP**) listed in the Remuneration Report (and their closely related parties); or
- as a proxy by a person who is a member of the Bank's KMP at the date of the meeting or their closely related parties,

unless the vote is cast:

- as proxy for a person entitled to vote in accordance with a direction on the proxy form;

or

- by the Chair of the meeting as proxy for a person entitled to vote and the Chair has received express authority to vote undirected proxies as the Chair decides even though Item 6 is connected with the remuneration of the Bank's KMP.

### Item 7 - Approval of the grant of performance rights to the Chief Executive Officer and Managing Director

Votes may not be cast, and the Bank will disregard any votes cast, on the resolution proposed in Item 7:

- by or on behalf of the CEO & MD or any associates; or
- as a proxy by a person who is a member of the Bank's KMP at the date of the meeting or their closely related parties,

unless the vote is cast:

- as proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- by the Chair of the meeting as proxy for a person entitled to vote and the Chair has received express authority to vote undirected proxies as the Chair decides even though Item 7 is connected with the remuneration of a member of the Bank's KMP.

### Item 8 - Increase in Non-executive Directors' Fee Pool

Votes may not be cast, and the Bank will disregard any votes cast, on the resolution proposed in Item 8:

- in favour of the resolution by or on behalf of any Director of the Bank or any of their associates; or
- as a proxy by a person who is a member of the Bank's KMP at the date of the meeting or their closely related parties.

unless the vote is cast:

- as a proxy for a person entitled to vote in accordance with a direction on the proxy form;
- by the Chair of the meeting as proxy for a person entitled to vote and the Chair has received express authority to vote undirected proxies as the Chair decides even though Item 8 is connected with the remuneration of the Bank's Non-executive Directors; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associating of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with the directions given by the beneficiary.

For the purposes of the above voting exclusions:

- Key Management Personnel or KMP has the meaning given to key management personnel in the Corporations Act 2001 (*Cth*) and the Accounting Standards;
- closely related party has the meaning given in the Corporations Act 2001 (*Cth*); and
- associate has the meaning given in the ASX Listing Rules.

Each of 'closely related party' and 'associate' include a spouse and certain close family members, as well as any related companies controlled by the KMP.

By Order of the Board

**Belinda Donaldson**

Company Secretary, Bendigo & Adelaide Bank Limited

1 October 2024

# Explanatory Notes – Resolutions

This information has been included to assist in making an informed decision about the resolutions to be proposed at the AGM.

## 1. FINANCIAL STATEMENTS

The Bank's 2024 Annual Report (which includes the Financial Report, the Directors' Report, the Sustainability Report and the Auditor's Report) for the financial year ended 30 June 2024 is available at:

[www.bendigoadelaide.com.au/investor-centre/reports](http://www.bendigoadelaide.com.au/investor-centre/reports)

The Annual Report is presented to the AGM as required by the Corporations Act 2001 (Cth), but there is no requirement for shareholders to approve the Annual Report. Accordingly, there is no vote on this item of business.

Shareholders will have a reasonable opportunity to ask questions about, or make comments on, the Annual Report and the management of the Bank at the AGM. The Chair will also allow a reasonable opportunity for shareholders to ask questions to the external auditor relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Bank in relation to the preparation of the Annual Report and the independence of the external auditor.

In addition to the opportunity to ask questions at the AGM, written questions to the external auditor about the content of the Auditor's Report and the conduct of the audit of the Annual Report may be submitted up to the date that is five business days before the AGM using any of the methods set out in the voting information section below. The questions will be passed on to the external auditor. In addition, a reasonable opportunity will be allowed at the AGM for the external auditor or its representative to answer the questions that have been submitted.

## 2. RE-ELECTION OF VICKI CARTER AS A DIRECTOR

Vicki joined the Board in September 2018 and was appointed Interim Chair in April 2024 and Chair in May 2024. Vicki is also a member of the Board People and Culture Committee, Board Technology and Transformation Committee, and the Board Risk Committee.

Vicki has over 30 years' experience in the financial services and telecommunications sectors with executive roles in distribution, strategy and operations, human resources and transformation. Her extensive skills in large scale people leadership, product and sales management, transformation delivery and risk management have been, and continue to be, valuable and contemporary contributions to the Board and the Bank.

Vicki's former roles include Executive Director, Transformation Delivery at Telstra, and prior to that, she held several executive roles at NAB including Executive General Manager, Retail Bank, Executive General Manager, Business Operations and General Manager, People and Culture, as well as senior leadership roles at MLC, ING and Prudential Assurance Co Ltd.

Vicki is also a director of ASX Limited (ASX:ASX) (since 2023) and IPH Limited (ASX:IPH) (since 2022).

Prior to submitting herself for re-election, Vicki confirmed that she would have sufficient time to properly fulfil her director duties for the Bank. In accordance with the Bank's policy on independence for Non-executive Directors, the Board (with Vicki abstaining) has determined that she remains independent.

**Recommendation:** The Board (with Vicki Carter abstaining) unanimously recommends that shareholders vote in favour of this resolution.

### 3. RE-ELECTION OF RICHARD DEUTSCH AS A DIRECTOR

Richard joined the Board in September 2021 and is Chair of the Board Audit Committee and a member of the Board Financial Risk Committee.

Richard brings extensive experience delivering complex audit and advisory services to Australia's leading public, private, government and not-for-profit organisations.

Richard most recently served as CEO of Deloitte Australia, the Managing Partner of the Audit & Advisory Practice and a member of the Global Audit & Advisory Leadership Team. Richard's career includes more than 30 years working with Deloitte & PwC, including over 15 years on their Australian executive teams.

Richard is Chair of the Movember Foundation and a Director of Hollard Holdings Australia. His former directorships include serving as President and Chair of the Institute of Chartered Accountants Australia (now Chartered Accountants Australia and New Zealand). He has also been a member of the Business Council of Australia.

Richard is also a director of AUB Group Limited (ASX: AUB) (since 2022).

Prior to submitting himself for re-election, Richard confirmed that he would have sufficient time to properly fulfil his director duties for the Bank. In accordance with the Bank's policy on independence for Non-executive Directors, the Board (with Richard abstaining) has determined that he remains independent.

**Recommendation:** The Board (with Richard Deutsch abstaining) unanimously recommends that shareholders vote in favour of this resolution.

### 4. ELECTION OF ABI CLELAND AS A DIRECTOR

Abi joined the Board in April 2024 and is Chair of the Board People and Culture Committee and a member of the Board Technology and Transformation Committee and the Board Risk Committee.

Abi has global expertise in strategy, digital, supply chain, M&A and operations with broad experience across a range of sectors including financial services, retail, technology and infrastructure.

Abi has held senior corporate roles with Amcor, Incitec Pivot, ANZ, Caltex and as Managing Director at KordaMentha's 333. From 2012 to 2017, Abi established and ran an advisory and management business, Absolute Partners, focused on strategy, innovation, and disruption.

She was previously a Non-executive Director of Sydney Airport Corporation and Orora Limited, Chair of Planwise AU, a Director of Swimming Australia and on the Lazard PE Fund advisory committee.

Abi is also a director of Coles Limited (ASX: COL) (since 2018) and Computershare Limited (ASX: CPU) (since 2018).

In accordance with the Bank's Fit & Proper Policy, Financial Accountability Regime Policy, and Board Policy, the Board has assessed Abi to be 'fit and proper' to hold the position of Responsible Person and Accountable Person of the Bank. The Board considers that Abi's considerable experience, relevant knowledge and skills, have been to date, and will continue to be, of significant benefit and value to the Board.

Prior to her appointment and submitting herself for election, Abi confirmed that she would have sufficient time to properly fulfil her director duties for the Bank. In accordance with the Bank's policy on independence for non-executive directors, the Board has determined that she is independent.

**Recommendation:** The Board (with Abi Cleland abstaining) unanimously recommends that shareholders vote in favour of this resolution.

## Explanatory Notes – Resolutions

### 5. ELECTION OF DARYL JOHNSON AS A DIRECTOR

Daryl Johnson was appointed by the Board on 30 September 2024 as an independent Non-executive Director. Daryl is a member of the Board Risk Committee and Board Financial Risk Committee.

Daryl has over 40 years' banking and finance experience in Australia, Asia and New Zealand. His executive roles have included CEO New Zealand for Rabobank and CEO Asia, Executive General Manager NAB Business and General Manager Corporate Banking for National Australia Bank.

Daryl was previously a Non-executive Director of Beyond Bank Australia, Cuscal and CG Spectrum Institute and an advisory committee member to Agrifunder, a specialist provider of working capital funding to the agricultural sector. Daryl is based in Melbourne, Victoria.

Daryl is also a director of Credit Corporation PNG since 2022.

In accordance with the Bank's Fit & Proper Policy, Financial Accountability Regime Policy and Board Policy, the Board has assessed Daryl to be 'fit and proper' to hold the position of Responsible Person and Accountable Person of the Bank. The Board considers that Daryl's considerable experience, knowledge and skills, will be of significant benefit to the Board.

Prior to his appointment and submitting himself for election, Daryl confirmed that he would have sufficient time to properly fulfil his director duties for the Bank. In accordance with the Bank's policy on independence for non-executive directors, the Board has determined that he is independent.

**Recommendation:** The Board (with Daryl Johnson abstaining) unanimously recommends that shareholders vote in favour of this resolution.

### 6. ADOPTION OF THE REMUNERATION REPORT

The Remuneration Report is contained in the Annual Report for the financial year ended 30 June 2024, and has been submitted to shareholders for consideration and adoption. A copy is available at: [www.bendigoadelaide.com.au/investor-centre/reports](http://www.bendigoadelaide.com.au/investor-centre/reports)

A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM before members are asked to vote to adopt the Remuneration Report. A presentation will be given by Abi Cleland, Chair of the Board People and Culture Committee and Abi will be available to answer any questions relating to the Remuneration Report.

The vote on this resolution is advisory only and does not bind the Bank or its directors. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Bank.

**Recommendation:** Noting that each director has a personal interest in their own remuneration from the Bank, as described in the Remuneration Report, the Board unanimously recommends that shareholders vote in favour of this resolution.



## 7. APPROVAL OF THE GRANT OF PERFORMANCE RIGHTS TO THE CHIEF EXECUTIVE OFFICER AND MANAGING DIRECTOR (CEO & MD), RICHARD FENNELL

The Board is seeking the approval of shareholders for the grant of 136,718 performance rights under the Omnibus Equity Plan to the CEO & MD that will form part of the FY25 remuneration package and long-term incentive (LTI) opportunity.

Shareholder approval under ASX Listing Rule 10.14 is not required in relation to this grant as any shares allocated to the CEO & MD on the vesting of the performance rights will not be issued by the Bank but will be acquired on-market. However, the Board is seeking shareholder approval of this grant in recognition of the importance of shareholder engagement on key remuneration issues, such as the remuneration of the CEO & MD.

If shareholders do not approve the grant of these performance rights at the AGM, it is intended that an equivalent LTI award will be provided to the CEO & MD in cash, subject to the same performance and service conditions outlined below.

The Board believes the CEO & MD should maintain a substantial shareholding in the Bank and receive part of his remuneration in performance rights that will vest only if certain conditions are met. The performance rights award is measured against both financial and non-financial measures that align with, and support, long term shareholder returns and value creation, and, meet relevant regulatory requirements. There is a Risk and Compliance Gateway that applies to the award, where a minimum standard must be met at the commencement of and during the vesting period.

Under the Omnibus Equity Plan, eligible executives are granted performance rights. Each performance right represents the right to receive one share subject to the satisfaction of any vesting and performance conditions. The performance rights are granted at no cost, and the exercise price is nil. Before vesting, the performance rights do not carry any dividend or voting rights or the right to participate in the issue of new shares (such as rights or bonus issues).

When assessing performance outcomes, the award is subject to Board discretion and the Consequence Management Policy. This provides the Board the ability to adjust the award down (including to zero) and clawback the award for adverse risk and conduct outcomes, and other material financial matters.

## CEO & MD remuneration for FY25

For FY25 the CEO & MD will have a maximum STI opportunity of 70% of fixed remuneration and an LTI (face value allocation) of 105% of fixed remuneration. This appropriately balances the mix of short-term and long-term incentives, is consistent with the Bank's remuneration philosophy, and aligns the experience of the CEO & MD with shareholders. The CEO & MD's total remuneration package for FY25 is comprised of the following:

1. Total fixed remuneration of \$1,500,000.
2. Variable remuneration comprising of:
  - a) a short-term incentive with a target opportunity of 50% of fixed remuneration and a maximum opportunity of 70% of fixed remuneration; and
  - b) an LTI (face value allocation) 105% of fixed remuneration.

The Board is not seeking shareholders to approve the CEO & MD's FY25 remuneration but rather the FY25 LTI award.

## Terms of the LTI award

Consistent with the Bank's remuneration strategy, the purpose of the LTI award is to:

- drive the focus of the CEO & MD to make decisions and implement strategy that generates long-term shareholder value; and
- promote sustainable financial returns, positive customer outcomes and maintain the Bank's reputation relative to competitors.

As part of the vesting and performance conditions attaching to the FY25 award, there is a material weighting (35%) towards non-financial measures, adhering to the requirements of APRA's Prudential Standard on Remuneration, CPS 511.

## Explanatory Notes – Resolutions

<b>Number of performance rights granted</b>	136,718	
<b>Value of opportunity</b>	\$1,575,000 being 105% of Total Fixed Remuneration	
<b>Risk and Compliance Gateway</b>	As a threshold requirement of vesting, the CEO & MD must meet the Risk and Compliance Gateway at the relevant testing date. Risk assessments are also conducted during the vesting period.	
<b>Performance measures</b>	<b>Measure</b>	<b>Weighting</b>
	Relative TSR – measures TSR against ASX100 Financials	40%
	Absolute Return on Equity	25%
	Relative customer NPS – measures NPS against retail bank peers	20%
	RepTrak Reputation index – measured against financial services peers	15%
<b>Performance period</b>	1 July 2024 - 30 June 2028 (4-years)	
<b>Vesting schedule</b>	The grant will vest in three equal tranches: Tranche 1: 1 September 2028 (4-year deferral) Tranche 2: 1 September 2029 (5-year deferral) Tranche 3: 1 September 2030 (6-year deferral)	
<b>Board discretion and consequence management</b>	<p>The Board applies judgement when assessing formulaic outcomes to ensure they are appropriate and aligned to the shareholder experience, and broader factors outside of the scorecard. Board discretion is also applied during the additional deferral periods.</p> <p>The Consequence Management Policy provides the Board with the ability to apply adjustments to LTI outcomes for adverse risk, conduct and financial matters. This includes application to pre-grant, in period, deferred and vested awards (i.e. reduction in opportunity, malus and clawback). Further detail on the Consequence Management Policy is provided in the Remuneration Report.</p>	

The Board is proposing that the performance rights be issued after the 2024 Annual General Meeting, but in any event, within 12 months after the date of the 2024 Annual General Meeting.

The number of performance rights to be granted has been calculated by dividing the dollar value of the LTI award (being \$1,575,000) by the arithmetic average of the daily volume weighted average price of fully paid ordinary BEN shares sold on the ASX in the ordinary course of trading for the five trading days prior to 1 July 2024 (being \$11.52).

The performance rights will be subject to the four performance measures described in more detail below. Performance is measured over the four-year period from 1 July 2024 – 30 June 2028 (the Performance Period). The measures operate independently and will be tested at the end of the Performance Period.

The performance rights are also subject to a service condition that requires the CEO & MD to be employed by the Bank at the end of the applicable vesting period. Except as explained below, if the service condition is not met, the performance rights will not vest irrespective of the outcome of the testing under the performance measures and vesting conditions described below, unless the Board exercises its discretion otherwise.

Subject to performance against the performance measures and provided the other conditions have been met, the performance rights will vest in three approximately equal tranches. The first tranche will vest at the conclusion of the Performance Period (1 September 2028), and the second and third tranches will vest one year (1 September 2029) and two years (1 September 2030), respectively, following the end of the Performance Period.

On vesting, the CEO & MD will be allocated one share for each performance right that vests, notwithstanding the Board has the discretion to settle the award with a cash payment. Any performance rights that do not vest will lapse.

In addition to the adjustments described above, the Board may make any additional risk adjustment to consider the outcomes of business activities, the risks related to the business activities and the time necessary for the outcomes of those business activities to be reliably measured. The vesting is also subject to the discretion of the Board to determine otherwise.

## Performance Measures and Vesting Conditions

The LTI award will be granted in four tranches, with each tranche subject to a different performance measure:

Performance Measure	Weighting	Number of performance rights
Relative Total Shareholder Return (rTSR)	40%	54,687
Absolute Return on Equity (ROE)	25%	34,179
Relative Net Promoter Score (NPS)	20%	27,344
RepTrak Reputation index	15%	20,508

### Relative Total Shareholder Return

Total shareholder return (TSR) is measured by taking into account the increase in the Bank's Share price over the 4-year Performance Period, plus the dividends paid on Shares over that period (on the assumption that they are reinvested in Shares). Relative TSR is then determined by ranking the Bank's TSR against the peer group of ASX100 financial companies over the performance period.

The ASX100 financial peer group comprises: AMP Limited, Australia & New Zealand Banking Group Ltd, ASX Limited, Bank of Queensland Limited, Commonwealth Bank of Australia, Challenger Limited, Insurance Australia Group Limited, Medibank Private Limited, Macquarie Group Limited, National Australia Bank Limited, NIB Holdings Limited, QBE Insurance Group Limited, Steadfast Group Limited, Suncorp Group Limited and Westpac Banking Corporation.

In addition, a positive TSR threshold applies, meaning that regardless of the relative TSR performance that tranche will not vest if TSR is negative over the period.

Subject to the other conditions and the Board's discretion described in these Explanatory Notes, the proportion of performance rights that will vest is determined in accordance with the following table:

rTSR performance against peer group	Percentage of performance rights that vest
At or below the 50th percentile	0%
At the 50.1th percentile	50%
Between the 50.1th and 75th percentile	Straight-line vesting between 50% and 100%
At or above the 75th percentile	100%

### Absolute Return on Equity

An Absolute Return on Equity (ROE) measure has been included in the LTI award as part of the Bank's commitment to increase ROE to above the Bank's cost of capital. Targets are set in line with the Bank's strategic plan and will be disclosed retrospectively following the conclusion of the Performance Period.

Absolute ROE	Percentage of performance rights that vest
Below Threshold Performance	0%
At Threshold Performance	50%
Between Threshold Performance and Stretch Performance	Straight-line vesting between Threshold Performance and Stretch Performance
At or above Stretch Performance	100%

Performance against the ROE performance measure is assessed based on the Bank's ROE performance in the final year of the Performance Period (i.e. FY28, as set out in the Bank's audited financial accounts, as approved by the Board).

### Relative Net Promoter Score

The Bank continues to focus on being Australia's Bank of Choice and maintaining its high levels of customer advocacy. This is measured as the Bank's Net Promoter Score (NPS) over the four-year Performance Period (using a six-month rolling average). Full vesting occurs at 20 points above the average performance of a peer group of Australian Banks (all performance rights will lapse if this target is not met).

The NPS peer group comprises Australia & New Zealand Banking Group Ltd, Commonwealth Bank of Australia, National Australia Bank Limited, Westpac Banking Corporation, Bank SA, BankWest, Bank of Melbourne, Bank of Queensland Limited, ING, St George and Suncorp Group Limited.

## Explanatory Notes – Resolutions

### Reprtrack Reputation Index

Reputation has been included as a performance measure in recognition of its critical importance in enhancing long-term financial performance and shareholder value. Reputation is externally measured against the RepTrak® Pulse Score Survey conducted by the Reputation Institute to measure the level of trust a respondent has towards a company. Performance will be assessed against a peer group of financial services companies.

The Reprtrack Reputation peer group comprises AMP Limited, Australia & New Zealand Banking Group Ltd, Australian Retirement Trust, Australian Super, Bank of Queensland Limited, Commonwealth Bank of Australia, Insurance Australia Group Limited, ING, Medibank Private Limited, National Australia Bank Limited, QBE Insurance Group Limited, Suncorp Group Limited & Westpac Banking Corporation.

Reputation Score	Percentage of performance rights that vest
Below Threshold Performance	0%
At Threshold Performance	50%
Between Threshold Performance and Stretch Performance	Straight-line vesting between 50% and 100%
At or above Stretch Performance	100%

### Retesting

LTI grants are tested at the conclusion of the performance period for each award. There is no retesting of awards.

### Cessation of employment

If the CEO & MD's employment with the Bank ceases due to resignation or termination for cause prior to the end of the applicable vesting period, all unvested performance rights will lapse on the last day of the CEO & MD's employment.

If the MD & CEO's employment with the Bank ceases due to retirement, redundancy, total permanent disability, death or any other reason determined by the Board, all unvested Performance Rights will remain on foot and continue to be held subject to the Omnibus Equity Plan Rules and terms and conditions of the award. The Board may consider the portion of the vesting period remaining and performance against the performance measures at the time of cessation when determining the treatment.

Notwithstanding the above, the Board has discretion to treat the CEO & MD's performance rights in a different manner to that set out above, subject to compliance with applicable law.

### Additional information

The performance rights form part of the CEO & MD's remuneration. Therefore, no price is payable by the CEO & MD for the allocation of the grant.

The Non-executive Directors consider the proposed remuneration arrangements for the CEO & MD, including the proposed grant of performance rights under the Omnibus Equity Plan, to be reasonable and appropriate having regard to the Bank's circumstances and the duties and responsibilities of the CEO & MD.

The CEO & MD has not previously received performance rights as part of an LTI opportunity since his appointment as CEO & MD.

**Recommendation:** The Non-executive Directors unanimously recommend that shareholders vote in favour of this resolution. Richard Fennell has a material personal interest in the resolution and, therefore, has abstained from providing a recommendation.

## 8. INCREASE IN NON-EXECUTIVE DIRECTORS' FEE POOL

Under Rule 60 of the Bank's Constitution and ASX Listing Rule 10.17, the maximum aggregate amount payable to Non-executive Directors for their services to the Bank in any financial year may not exceed the shareholder approved maximum (**NED Fee Pool**). The current NED Fee Pool of \$2,500,000 has not changed since it was last approved by shareholders at the 2011 Annual General Meeting.

Shareholder approval is being sought to increase the NED Fee Pool for any financial year commencing on or after 1 July 2024 by \$500,000 per financial year to \$3,000,000 per financial year. In accordance with ASX Listing Rule 10.17, the NED Fee Pool is inclusive of superannuation contributions made by the Bank for the benefit of Non-executive Directors and any fees which a Non-executive Director agrees to sacrifice on a pre-tax basis.

The fees payable to Non-executive Directors are reviewed annually by the People and Culture Committee. Details of the remuneration of each Non-executive Director are set out in the Remuneration Report within our Annual Report.

The Bank is seeking shareholder approval to increase the NED Fee Pool to ensure it can accommodate the payment of fees to any additional Non-executive Directors appointed, if necessary, as part of the Board's succession planning strategy to ensure that the Board continues to have the right balance of skills, experience and expertise. The increase to the NED Fee Pool will also ensure that the Bank has the ability to set fees at a competitive level so that it can attract and retain the services of industry leading Non-executive Directors.

If this resolution is not approved, the NED Fee Pool will remain at \$2,500,000. This will mean that the Board will not have the flexibility described above, and any future Non-executive Director appointments and fees will need to be assessed within the current NED Fee Pool.

Non-executive Directors do not receive bonuses or incentive payments, nor receive equity-based pay. No securities in the Bank have been issued to any Non-executive Directors under ASX Listing Rules 10.11 or 10.14 with the approval of shareholders at any time within the three years prior to this Notice of Meeting.

**Recommendation:** Noting that each Non-executive Director has a personal interest in their own remuneration from the Bank, the Board unanimously recommends that shareholders vote in favour of this resolution.

## Explanatory Notes – Resolutions

### 9. RENEWAL OF PROPORTIONAL TAKEOVER PROVISION

#### Background

The Corporations Act 2001 (Cth) (Corporations Act) permits a Bank to include in its constitution provisions prohibiting the registration of a transfer of securities resulting from a proportional takeover bid, unless the relevant holders of the securities in a meeting approve the bid.

It is a requirement of the Corporations Act that such provisions in a Bank's constitution apply for a maximum period of three years, unless earlier renewed. In the case of the Bank, such proportional takeover bid approval provisions (existing Rule 106 of the Constitution) were last adopted by Shareholders at the 2021 AGM on 9 November 2021. As Rule 106 of the Constitution has not since been renewed by Shareholders, it will cease to apply on 9 November 2024.

The Directors consider that it is in the best interests of Shareholders to renew these provisions in their existing form. Accordingly, a special resolution is being put to Shareholders under section 648G of the Corporations Act to renew Rule 106 of the Constitution.

If renewed by Shareholders at the meeting, Rule 106 will continue to operate for a further three years from the date of the meeting (ie, until 7 November 2027), subject to further renewal.

#### Effect of provisions

The effect of Rule 106 of the Constitution, as renewed, will be that where a proportional takeover bid is made for securities in the Bank (ie, a bid is made for a specified proportion, but not all, of each holder's bid class securities), the Directors must convene a meeting of holders of the relevant securities to vote on a resolution to approve that bid. The meeting must be held, and the resolution voted on, at least 15 days before the offer period under the bid ends.

To be passed, the resolution must be approved by a majority of votes at the meeting, excluding votes by the bidder and its associates. However, the Corporations Act also provides that, if the meeting is not held within the time required, then a resolution to approve the proportional takeover bid will be deemed to have been passed.

If the resolution to approve the proportional takeover bid is passed or deemed to have been passed, the transfer of securities resulting from acceptance of an offer under that bid will be permitted, and the transfers registered, subject to the Corporations Act and the Constitution of the Bank.

If the resolution is rejected, the registration of any transfer of shares resulting from an offer under the proportional takeover bid will be prohibited, and the bid deemed to be withdrawn.

Rule 106 of the Constitution, as renewed, will not apply to full takeover bids.

#### Reasons for proposing the resolution

The Board considers that Shareholders should continue to have the opportunity to vote on a proposed proportional takeover bid.

In the absence of Rule 106 of the Constitution, as renewed, a proportional takeover bid for the Bank may enable effective control of the Bank to be acquired by a person who has not offered to acquire 100% of the Bank's shares (and, therefore, has not offered to pay a 'control premium' that reflects 100% ownership).

As a result, if a proportional takeover bid for the Bank is made:

- Shareholders may not have the opportunity to dispose of all their shares; and
- Shareholders risk becoming part of a minority interest in the Bank or suffering loss following such a change of control if the market price of the Bank's shares decreases or the Bank's shares become less attractive and, accordingly, more difficult to sell.

If Rule 106 of the Constitution is renewed, the Board considers that this risk will be minimised by enabling Shareholders to decide whether a proportional takeover bid should be permitted to proceed.

## Present acquisition proposals

At the date of this notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Bank.

## Review of proportional takeover approval provisions

The Corporations Act requires these Explanatory Notes to discuss retrospectively the advantages and disadvantages, for Directors and members, of the proportional takeover provision proposed to be renewed.

While the proportional takeover approval provisions have been in effect, there have been no takeover bids for the Bank, either proportional or otherwise. Consequently, there are no actual examples against which to review the advantages or disadvantages of the existing proportional takeover approval provisions contained in Rule 106 of the Constitution. The Directors are not aware of any potential takeover bid which was discouraged by Rule 106 of the Constitution.

## Potential advantages and disadvantages

In addition to a retrospective discussion of this provisions proposed to be renewed, the Corporations Act also requires these Explanatory Memorandum to discuss the potential future advantages and disadvantages of the proposed rule for both directors and members.

The Directors consider that there are no such advantages or disadvantages for them as they remain free to make a recommendation on whether a proportional takeover bid should be accepted.

For members, the potential advantages of Rule 106 of the Constitution, as renewed, are that that they will provide all relevant holders with the opportunity to consider, discuss in a meeting called specifically for the purpose, and vote on whether a proportional takeover bid should be approved. This affords the relevant holders of shares an opportunity to have a say in the future ownership and control of the Bank and help the members to avoid being locked into a minority. The Directors believe this will encourage any proportional takeover bid to be structured so as to be attractive to at least a majority of the relevant holders of shares. It may also discourage the making of a proportional takeover bid that might be considered opportunistic. Finally, knowing the view of a majority of the relevant holders of shares may help each individual holder to assess the likely outcome of the proportional takeover bid and decide whether or not to accept an offer under the bid.

On the other hand, a potential disadvantage for members arising from Rule 106 of the Constitution, if renewed, is that proportional takeover bids may be discouraged by the further procedural steps that the rule will entail and, accordingly, this may reduce any takeover speculation element in the price of the Bank's securities. Shareholders may be denied an opportunity to sell a portion of their securities at an attractive price where the majority rejects an offer from persons seeking control of the Bank.

These advantages and disadvantages of Rule 106 have been applicable during the period that the rule has already been in effect. It should be noted that during the period that Rule 106 has already been in effect, no takeover bid for securities in the Bank (whether proportional or otherwise) has been announced or made.

**Recommendation:** The Board unanimously recommends that shareholders vote in favour of this resolution.

# Explanatory Notes – Voting, proxies and questions

## 1. HOW TO VOTE

Shareholders can vote:

- **on the day of the meeting:**
  - In person at The Capital Theatre, 50 View Street, Bendigo Victoria 3550; or
  - Virtually at <https://meetings.linkgroup.com/BEN24>
- **ahead of the meeting:**
  - **Online** by completing the online voting form at <https://investorcentre.linkgroup.com> (see note 4) or;
  - by any of the following means:
    - » **By mail**  
Bendigo and Adelaide Bank Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia
    - » **In person**  
Link Market Services Limited  
Level 12, 680 George Street, Sydney NSW 2000; or  
Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150
- **through a proxy, attorney or corporate representative to vote in person or virtually (see notes 6, 7 & 8)**

For further information on how to participate in, and vote before or at, the AGM, please refer to a detailed User Guide available at: [www.bendigoadelaide.com.au/agm2024](http://www.bendigoadelaide.com.au/agm2024)

## 2. SHAREHOLDERS ELIGIBLE TO VOTE

Shareholders who are eligible to vote at the meeting, are those who are registered holders of the Bank's ordinary shares as at **7:00pm (AEDT) Tuesday, 5 November 2024**. All eligible shareholders are encouraged to vote ahead of the meeting as described above in item 1 "How to vote".

Ordinary shareholders are eligible to participate at the meeting and vote on all the items of business to be considered at the meeting (with the exception of those persons listed on page 3 who are listed as being excluded from voting).

## 3. VOTING AT THE MEETING

Voting on each of the proposed resolutions at the meeting will be conducted by poll. Refer to the "How to participate in the AGM" guide which is available at: [www.bendigoadelaide.com.au/agm2024](http://www.bendigoadelaide.com.au/agm2024)

## 4. ONLINE VOTING FACILITY

The online voting facility is available at: <https://investorcentre.linkgroup.com>

Shareholders will be deemed to have signed the Direct Voting / Proxy Form if lodged in accordance with the instructions on the online voting site.

**Voting submitted online must be completed by 11:00am (AEDT) Tuesday, 5 November 2024.**

## 5. JOINT SHAREHOLDERS

In the case of joint shareholders (personally or by corporate representative, proxy or attorney), only the joint holder whose name appears first in the register in respect of the relevant shares is entitled to vote.

## 6. POWER OF ATTORNEY

If a shareholder has appointed an attorney to attend and vote at the meeting, or if the Direct Voting/Proxy Form is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by Link at Locked Bag A14 Sydney South NSW 1235 or facsimile on +61 2 9287 0309 no later than **11:00am (AEDT) Tuesday, 5 November 2024** unless the power of attorney has previously been lodged with the Bank's registry, Link. The registry will provide details to the attorney to be able to attend and vote at the meeting.



## 7. CORPORATE REPRESENTATIVES

If a corporate shareholder wishes to appoint a person to act as its representative at the meeting, that person should be provided with a letter or certificate authorising him or her as the company's representative (executed in accordance with the company's constitution) or with a copy of the resolution appointing the representative, certified by a secretary or director of the company. A form of appointment of corporate representative may be obtained from the Bank's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

The form attaching the letter, certificate or certified resolution referred to above must be received by the Bank's share registry at: [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) no later than the commencement of the meeting.

## 8. PROXIES

You may appoint a proxy to vote on your behalf. This may be done by completing the Direct Voting / Proxy Form or by appointing the proxy through the online voting facility by **11:00am (AEDT) Tuesday, 5 November 2024**. A proxy need not be a shareholder of the Bank. If you are entitled to cast two or more votes you may nominate two persons to vote on your behalf at the meeting. If two proxies are appointed, ensure that the percentage or proportion of your votes is specified. If no such percentage or proportion is specified, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Votes may be cast as 'For', 'Against', or you may 'Abstain' from voting on a resolution.

To indicate how you want the proxyholder to vote on a resolution, indicate your voting instruction by selecting 'For', 'Against', or 'Abstain', or insert the number of shares or percentage of shares that you wish to vote in the appropriate box. A valid voting direction must not exceed the total number of shares held or 100 percent. If you 'Abstain' from voting your votes will not be counted in calculating the required majority on a poll.

If you wish to appoint a second proxy or to vary a previously notified proxy please contact the Bank's share registry, Link by email on [BEN@linkmarketservices.com.au](mailto:BEN@linkmarketservices.com.au) or by telephoning +61 1300 551 242.

**To be valid, Direct Voting / Proxy Forms must be received by 11:00am (AEDT) Tuesday, 5 November 2024 by the Bank's registry, Link.**

Proxyholders should contact Link using the above details to obtain their log in details to be able to attend and vote at the meeting.

## 9. HOW TO ASK A QUESTION

Shareholders can ask questions:

- on the day of the meeting:
  - In person at The Capital Theatre, 50 View Street, Bendigo Victoria 3550; or
  - Virtually at <https://meetings.linkgroup.com/BEN24> or;
- ahead of the meeting by no later than **5:00pm (AEDT) Thursday, 31 October 2024**:
  - online at <https://investorcentre.linkgroup.com>;
  - mailing or faxing questions to the Bank's registry, Link at Locked Bag A14 Sydney South NSW 1235 Australia (facsimile number +61 2 9287 0309); or
  - email a question to [BEN@linkmarketservices.com.au](mailto:BEN@linkmarketservices.com.au)

At the meeting shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the business of the meeting or the management of the Bank. Ernst and Young, the Bank's external auditor, will attend the meeting and there will also be an opportunity for shareholders to ask questions relevant to the audit.

## 10. CONDUCT OF THE MEETING

We are committed to ensuring that our shareholder meetings are conducted in a manner that provides those shareholders or their proxy holders who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion.

To assist with this and to achieve the objectives of the meeting, we ask that shareholders be courteous and respectful to all shareholders, directors and others attending the meeting by asking concise questions about the matters which are relevant to the business of the meeting and impact shareholders (as a whole).

If there are personal matters that shareholders would like raised with the Board, shareholders are encouraged to send any questions ahead of time for resolution ahead of the meeting (see note 9 above for where to send questions).

The Chair of the meeting will exercise her powers to ensure that the meeting is conducted in an orderly and timely fashion in the interests of all attending shareholders.

As this meeting is a hybrid (in person and online) meeting technical issues may arise. If there is a technical disruption to the meeting's proceedings, the Chair will decide on how and when the meeting will proceed. An ASX announcement will be issued with further information if necessary.

