

MINUTES OF THE ANNUAL GENERAL MEETING OF BEYOND BANK AUSTRALIA LIMITED (ACN 087 651 143) HELD AS A HYBRID MEETING AT U CITY FUNCTION CENTRE, 43 FRANKLIN ST, ADELAIDE ON MONDAY, 27 NOVEMBER 2023 COMMENCING AT 6:00 PM (ACDT)

The meeting commenced at 6:02pm (ACDT).

1. WELCOME

The Chair, Mrs Sam Andersen, introduced herself and welcomed members and guests to the 2023 Annual General Meeting (**AGM**) of Beyond Bank Australia Limited (**Beyond Bank**).

Acknowledgement of Country:

The Chair:

- noted that she was hosting the meeting from the lands of the Kaurna People of the Adelaide Plains;
- acknowledged the Traditional Custodians of the various lands on which participants were attending and the Aboriginal and Torres Strait Islander people participating in the meeting; and
- paid her respects to Elders past, present and emerging and celebrated the diversity of Aboriginal peoples and their ongoing cultures and connections to the lands and waters of Australia.

Hybrid meeting:

The Chair:

- confirmed that this evening's meeting is a hybrid meeting and outlined what this entails (members were invited to attend and participate in person, online, or via a phone conference facility); and
- advised those participating online what to do in the event of technical difficulties.

Quorum:

On the advice of the Company Secretary, the Chair noted that a quorum was present.

Introductions:

The Chair introduced the following individuals:

Directors

Ms Jodie Baker	Chair of the Board Risk Committee
Mr Trent Bartlett	Chair of the Board Governance and Remuneration Committee
Mr Steve Coles	
Mr John Evans	Chair of the Board Audit Committee
Mr Daryl Johnson	

Executives

Mr Robert Keogh	Chief Executive Officer (outgoing)
Mr Jake Bromwich	Chief Executive Officer (incoming)
Mr Wayne Matters	Deputy Chief Executive Officer & Chief Financial Officer
Ms Michelle Coelho	Chief People & Culture Officer
Mr Brad Markwart	Chief Risk Officer
Mr Nick May	Chief Customer Officer
Mr Tony Maughan	Chief Operating Officer
Mr Peter Rutter	Chief Community & Strategy Officer

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Company Secretary

The Chair introduced Ms Shelley Nave, Beyond Bank's Head of Legal and Governance and Group Company Secretary.

Auditors

The Chair welcomed external auditors Mr Darren Ball and Mr Joe Kwok from KPMG and internal auditors Ms Katherine Cobb and Ms Jennifer Allan from PwC.

Agenda:

The Chair advised attendees that the agenda for the meeting was contained in the Notice of Annual General Meeting and confirmed that the minutes from the 2022 were available on Beyond Bank's website.

Voting / questions:

The Chair outlined the process for members to vote and ask questions at the meeting and declared that voting was open.

2. REPORTS

The Chair

- advised the meeting that members now would receive and consider Beyond Bank's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2023;
- noted that Mr John Evans, the Chair of the Board Audit Committee, would share some of the financial highlights in more detail;
- summarised key metrics in relation to growth; profitability; capital; and efficiency; and
- confirmed that the *Corporations Act 2001* (Cth) did not require the members to vote to approve or adopt the Financial Report, Directors' Report and Auditor's Report but only that the reports be laid before the members at the meeting.

Chair's Report:

The Chair:

- spoke to the Bank's "Why" (why it exists / its purpose) and highlighted the Bank's strategic goals as being the best bank for relationships; and the best bank for community;
- advised that the Bank's strategy focuses on creating value in three areas (the "3 Ys" business model: **You** (Customer-owners); **Your** Community; and **Your** Bank);
- highlighted that customer-owners gave the Bank a satisfaction rating of 93% against a benchmark of 90%;
- outlined various industry awards received by the Bank during the year (from Roy Morgan, Canstar, and Forbes);
- noted that growth was achieved across all areas of the business;
- acknowledged the difficulties faced by households in the current environment (the Chair noted that improving the financial health of customer-owners is central to everything that Beyond Bank does);
- spoke to the Bank's B Corp status and aspirations; and
- noted the new Scam Safe Accord; commended the efforts of Ms Scott-Young (the Bank's National Operations Manager) in preventing a vulnerable customer from falling victim to a scam;

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and outlined the Bank's "Scam Busters" initiative.

Directors' Report:

The Chair referred to the Directors' Report (contained in the Annual Report) and invited questions from members. None were received.

Board Audit Committee Report:

The Chair invited Mr John Evans, Chair of the Board Audit Committee, to present the Financial Report and Auditor's Report.

Mr Evans spoke to various key financial indicators, including:

- net profit after tax;
- net interest margin;
- total assets;
- capital adequacy;
- liquidity; net operating expenses / net operating income; and
- credit risk.

Mr Evans advised that for the 2022-23 financial year:

- statutory and underlying profit were maintained at around 2022 levels, despite a challenging economic environment, on the back of strong loan portfolio growth;
- sound prudential standing was maintained with very strong capital adequacy and above average liquidity levels; and
- credit quality of the loan portfolio remained sound with low arrears levels maintained and provisions held to safeguard against possible future customer stress and repayment difficulties.

Mr Evans then outlined Beyond Bank's outlook for the 2023-24 financial year.

The Chair invited questions in relation to the Financial Report and Auditor's Report.

In response to a question on the Bank's capital adequacy ratio and the Bank's priorities as to where any extra money should go, the Chair advised that investment in technology, regulatory change and investment in the community are paramount but noted that it is important to retain some capital so that the Bank can continue to grow.

There were no further questions asked by those members in attendance.

The Company Secretary confirmed that no questions in relation to the Financial Report or the Auditor's Report were submitted in advance of the meeting.

3. ELECTION OF DIRECTORS

The Chair advised the meeting that:

- following the call for nominations, the Nomination Committee met with two nominating candidates to assess fitness and propriety and skills and experience of each nominee;
- on the recommendation of the Nomination Committee, both nominees were approved by the Board as approved candidates;
- as the number of candidates was equal to the number of positions to be filled, no election was required; and

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- in accordance with Beyond Bank's Constitution, Mr Trent Bartlett and Mr John Evans are declared elected at this AGM for a term of three years.

Questions were received from members, and responded to by the Chair, in relation to the following:

- the transparency of the nomination process (the Chair summarised the process; outlined the role of the Nomination Committee; noted APRA's standards of propriety and fitness; and advised that greater transparency will be provided in future Notices of Meeting); and
- whether the Board would consider having any Qantas directors on the Board (the Chair advised that it would be unlikely that the Bank would consider those individuals to align with Beyond Bank's values and spoke to the various skill sets and key attributes of Beyond Bank's Directors).

4. SPECIAL BUSINESS

1. Resolution 1 – Constitutional Amendments

The Chair advised that members were now required to consider, and if thought fit, pass the following resolution as special resolution (requiring 75% majority of votes cast in person or via proxy):

That the Constitution of Beyond Bank Australia Limited be amended as set out in the marked-up copy of the Constitution tabled at the meeting and, for the purposes of identification, signed by the Chair.

Proxy information:

In response to a request from the Chair in relation to proxy information, the Company Secretary reported that:

- Link Market Services, on behalf of Beyond Bank, received **256** proxy documents that validly appointed a person present at the meeting as a proxy.
- **197** proxy documents **directed** the proxy on how to vote on the resolution. Of those:
 - **158** directed the proxy to vote **for** the resolution;
 - **27** directed the proxy to vote **against** the resolution; and
 - **12** directed the proxy to **abstain**.

The Company Secretary further reported that **59** of the proxy documents were **undirected** and **59** of those proxy documents appointed the Chair (of this AGM) as their proxy.

The Chair:

- confirmed that the Board recommended that members vote in favour of the resolution;
- advised the meeting that she would be voting all undirected proxies appointed to her (as Chair) in favour of the resolution;
- invited questions from members in relation to the resolution (in response to a question, the Chair confirmed the threshold for passing a resolution for constitutional amendments, namely, 75% (a special majority)); and
- informed the meeting that it was now time to vote on the resolution and outlined the voting process.

2. Resolution 2 – Board Remuneration

The Chair advised that members were now required to consider, and if thought fit, pass the following resolution as an ordinary resolution (a simple majority):

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That the aggregate maximum remuneration of the Board of Beyond Bank Australia Limited (excluding out of pocket expenses) be and is by this resolution set at \$1,200,000 to be divided between the members of the Board.

Proxy information:

In response to a request from the Chair in relation to proxy information, the Company Secretary reported that:

- Link Market Services, on behalf of Beyond Bank, received **256** proxy documents that validly appointed a person present at the meeting as a proxy.
- **205** proxy documents **directed** the proxy on how to vote on the resolution. Of those:
 - **136** directed the proxy to vote **for** the resolution;
 - **55** directed the proxy to vote **against** the resolution; and
 - **14** directed the proxy to **abstain**.

The Company Secretary further reported that **51** of the proxy documents were **undirected** and **51** of those proxy documents appointed the Chair (of this AGM) as their proxy.

The Chair:

- confirmed that the Board recommended that members vote in favour of the resolution;
- highlighted that the Directors would abstain from voting in their personal capacity in respect of this resolution;
- advised the meeting that she would be voting all undirected proxies appointed to her (as Chair) in favour of the resolution;
- invited questions from members in relation to the resolution;
- informed the meeting that it was now time to vote on the resolution and repeated the voting process; and
- advised that the results of the voting for both resolutions would be declared and published on the Bank's website.

5. GENERAL BUSINESS

The Chair advised the meeting that the formal part of the meeting agenda had closed and sought questions from members that were of a general nature.

Questions:

The Company Secretary reported that prior to the meeting:

- some questions from members were received regarding administrative matters and confirmed that they had been dealt with;
- some questions from members of a personal nature were received and confirmed that responses had been given; and
- there were no other general questions submitted by members.

Ms Mohammadi advised the Chair that a question had been submitted online regarding Artificial Intelligence (**AI**) initiatives; potential; and potential pitfalls. In response, the Chair advised the meeting that:

- the Bank already utilises AI within the business;

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- there are risk management tools in place; and
- the Bank will consider deploying additional AI initiatives if they add value to members and to staff.

In response to a further question submitted online about the Board's remuneration last year, the Chair confirmed that the previous aggregate cap was \$1M and noted that under the current Board structure (six Directors) approximately \$810,000 would be expended, and in the usual structure (seven Directors) in the 2023 financial year, \$902,092 was expended.

Members in attendance raised various other questions, including in relation to:

- physical branch presence in South Australia and the availability of accessible branches (the Chair advised that Mr May (the Bank's Chief Customer Officer) would be happy to discuss this with the member separately) and further advised that we had recently opened some new accessibility branches; and
- physical card holders / pouches and the Bank's plans to exit from cheques and cash (the Chair referred the member to Mr May to discuss the card pouches issue separately; spoke to the reasons why the Bank is planning to cease offering cheque services in line with the supplier of those cheques and the federal government mandate; and advised that for as long as cash is legal tender, the Bank intends to deal in cash).

Closing comments:

The Chair:

- noted Ms Liz Westcott's resignation from the Board earlier in the year and spoke to Ms Westcott's history with the organisation and her valued contributions;
- confirmed that the Board will continue with six Directors for the time being (compared to the usual seven) given the increase in merger activity across the sector
- conveyed her thanks to Beyond Bank's:
 - Board of Directors;
 - leadership team, executives, and senior leaders; and
 - customer-owners;
- noted that this meeting is Mr Keogh's last meeting in his role as CEO of Beyond Bank Australia and spoke to Mr Keogh's history with the organisation; his notable achievements; and his myriad contributions;
- noted Mr Bromwich's capabilities as incoming CEO;
- commended the strength of the Bank's leadership; and
- invited those in attendance at U City to partake in some refreshments and further conversation; and thanked members and guests for their attendance and participation.

The meeting closed at 7:26pm (ACDT).

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Chair: ... 

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