

Notice of 2025 **Annual General Meeting.**

Beyond Bank Australia Limited ACN 087 651 143.



Beyond Bank
AUSTRALIA

29 October 2025

Dear Member

It is my pleasure to invite you to the 2025 Annual General Meeting (AGM) of Beyond Bank Australia Limited (Beyond Bank) to be held at 6pm (Adelaide time) on Monday, 24 November 2025.

The Beyond Bank Board and Executive team will provide members with an overview of your Bank's performance for the year ended 30 June 2025 and we will update you on our strategy for the year ahead.

We look forward to introducing Chief Executive Officer David Marshall, who joined Beyond Bank on 26 March 2025.

Company performance.

I'm pleased to share that your Bank has delivered a strong performance in Australia's competitive financial services landscape, achieving a Net Profit After Tax of \$47.6 million. As a customer-owned institution, this surplus is reinvested into the Bank to maintain a robust capital position, drive innovation through new technologies and products, strengthen customer relationships, and power communities through close, mutually beneficial partnership—all while preparing for future competitive demands.

In an environment of rapid change and innovation, we remain committed to delivering exceptional customer service and relationship banking. This year, Beyond Bank was again ranked among the top ten banks in Australia in Forbes' 2025 World's Best Banks listing and received Canstar's Digital Banking Award – Customer Owned Banks for the eleventh consecutive year. These accolades reflect our dedication to providing secure, modern, and flexible banking solutions.

We remain committed to supporting our communities through more than 6,300 community partnerships. This year, we provided \$687,155 in community contributions through our Community Reward Program; supported 17 charity partners with our Double Donation campaign (raising over \$439,000); and committed \$1,800,000 of investment in our local communities via the Beyond Bank Foundation and our Community Development Partnership Program.

Detailed information on Beyond Bank's progress towards achieving our strategic ambitions is contained in the 2025 Corporate Report, which is available at beyondbank.com.au/about-us/corporate-governance/corporate-report

Conduct of our meeting.

We will again hold a 'hybrid' AGM. This means that you are invited to attend and participate in person, online, or via a phone conference facility. Please see the information set out in the Information for Members section at the end of this notice.

Business of the meeting.

The agenda for the 2025 AGM is attached to this letter.

At this AGM, one Director – Steven Coles – is due to retire by rotation. There is therefore one member-elected Board position to be filled at this year's AGM, for which members possessing the required skills and experience were invited to nominate.

Retiring Director Steven Coles nominated himself for re-election, and the Bank did not receive any additional nominations.

The Nomination Committee, which consists of two independent committee members and the Chair of the Beyond Bank Board, met to assess Mr Coles' fitness and propriety, and determined that it was satisfied that he may be regarded as fit and proper. It also determined that he possesses highly developed skills and demonstrated experience in technology including strategic use of technology in service delivery and marketing, technology risk management, artificial intelligence and governance and execution of programs and procurement - in addition to the skills necessary to serve as a director on the board of a mutual financial services organisation of the size and complexity of Beyond Bank Australia.

As the number of candidates was equal to the number of positions to be filled, no election is required and, in accordance with the Constitution, it is intended that Steven Coles will be declared elected at this AGM for a term of three years.

The Board continues to critically review the structure, composition, and competencies of the Beyond Bank Board and its individual directors. Our peer-rated assessments of the skills and competencies indicate that the Board is collectively and individually rated as 'expert' or 'very strong' in the core requirements of boards of banks of a similar size and complexity; and is confident that the current Board composition meets the requirements of our regulator, APRA (the Australian Prudential Regulation Authority).

Notwithstanding the capability of our current composition, to ensure the appropriate level of skills and experience are retained as incumbent directors reach the end of their tenure, the Board has commenced recruitment for specific skills in banking and financial services and Committee Chair level financial services audit experience, and expects to make appointments to bolster current capacity and return the board to its usual strength of seven directors.

This year, members are being asked to consider two special resolutions to amend our Constitution. The first resolution seeks to extend the operation of Appendix 5, which provides important protections in the event of any proposed demutualisation. These provisions ensure members receive adequate information and that any such resolution has strong member support before it can proceed. The Board recommends extending these protections for a further five years, until after the first AGM following 1 July 2030.

The second resolution proposes a series of updates to modernise and clarify our Constitution. These include removing outdated references to the company seal and cheques, refining meeting procedures, improving the process for electing directors, and expanding provisions to protect the organisation from conduct that poses material risk. Additional changes include removing references to D Class shares, aligning terminology for consistency, and streamlining nomination and election processes. These amendments reflect current practices, regulatory requirements, and our commitment to good governance. Your Board recommends that members vote in favour of both resolutions.

A copy of the Constitution marked up to show all changes being proposed at the AGM, is available on our website at beyondbank.com.au/agm. Instructions on how to vote on the changes to the Constitution are also available on this webpage.

Digital reports.

I invite you to explore our digital Annual and Corporate Reports at:

- beyondbank.com.au/about-us/corporate-governance/annual-report
- beyondbank.com.au/about-us/corporate-governance/corporate-report

Whether you attend in person, online or via the phone conference facility, you are encouraged to submit questions ahead of the meeting using the link on our website at beyondbank.com.au/agm

All members may view a replay of the webcast after the meeting.

I encourage you to attend/join our hybrid 2025 AGM and take an active interest in the management and strategic direction of your Bank.

Details on how to join the meeting and ask questions are set out in the Notice of Meeting as well as the Virtual Online Meeting Guide available at beyondbank.com.au/agm

The Directors and Executives of Beyond Bank look forward to your participation in our hybrid AGM. If you have any questions in relation to the meeting, please contact the Company Secretary via email at companysecretary@beyondbank.com.au



Sam Andersen

Chair
Beyond Bank Australia

Notice of 2025 Annual General Meeting.

The Annual General Meeting (AGM) of the members of Beyond Bank Australia Limited (ACN 087 651 143) will be held as a hybrid meeting on Monday, 24 November 2025 commencing at 6pm (Australian Central Daylight Time / ACDT). Registration will open at 5:30pm (ACDT).

Members may attend:

- **in person** at the U City Function Centre, 43 Franklin Street, Adelaide SA 5000
- **online** via our AGM service provider MUFG Corporate Market's Virtual Meeting platform at <https://meetings.openbriefing.com/bba25>
- **via phone conference** on **1800 416 518** (toll free in Australia) or **+61 2 9189 8864** (international).

If you are attending in person, you will be required to register upon arrival. Registration will open at 5:30pm ACDT.

If you are attending the AGM online, it is recommended you login to the platform at least 15 minutes prior to the scheduled Meeting start time.

If you are attending the AGM via the phone conference facility, you must first obtain your PIN by calling our AGM service provider MUFG Corporate Markets on +61 1800 990 363 (Australia and international) any time between 9:00am (ACDT) 29 October 2025 and 5.00pm (ACDT) 24 November 2025.

The Online Guide is available on our website at beyondbank.com.au/agm and provides details about how to ensure your browser is compatible with the online platform as well as a step-by-step guide to successfully log in and navigate the site. It also includes information relating to participation via the phone conference facility.

Technical difficulties may arise during the course of the Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of members impacted and the extent to which participation in the business of the meeting is affected. Where the Chair considers it appropriate, the Chair may continue to hold the Meeting.

Agenda.

1. Ordinary business.

Item 1: Welcome.

Welcome and opening by the Chair of the Board.

Item 2: Reports.

To receive and consider Beyond Bank Australia's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2025.

Item 3: Election of Directors.

To announce the Director elected in the 2025 Director election.

2. Special business.

1. Resolution 1 - Constitutional Amendments – Part 1 Amendments.

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

"That the Constitution of Beyond Bank Australia Limited be amended as set out in the marked-up copy for the Constitution tabled at the meeting and marked "Part 1 Amendments", and for the purposes of identification, signed by the Chair".

In order for the special resolution to be passed, it must be approved by 75% of the eligible votes cast.

See the Explanatory Notes section below for an explanation of this proposed change.

2. Resolution 2 - Constitutional Amendments – Part 2 Amendments.

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

"That the Constitution of Beyond Bank Australia Limited be amended as set out in the marked-up copy for the Constitution tabled at the meeting and marked "Part 2 Amendments", and for the purposes of identification, signed by the Chair".

In order for the special resolution to be passed, it must be approved by 75% of the eligible votes cast.

See the Explanatory Notes section below for an explanation of this proposed change.

By order of the Board of Directors



Kristyn Verrall
Company Secretary

29 October 2025

Explanatory notes on **items of business.**

Resolution 1. Proposed Constitutional Amendments – Part 1.

Extension of the period of operation of Appendix 5: Consideration of Demutualisation Resolutions.

Appendix 5 of our Constitution sets out special procedures to be observed if a Demutualisation Resolution is proposed. It ensures that members are given adequate information in relation to the resolution and that a substantial number of members are in favour of such a resolution before it can be passed.

Subclause A5-7 currently provides that Appendix 5 will cease to have effect at the end of the first AGM held after 1 July 2025. The board proposes an amendment to subclause A5-7 to extend the period of operation of Appendix 5 to the end of the first AGM held after 1 July 2030 to ensure that this important protection remains in place for at least the next 5 years.

Your Board recommends that Members vote in favour of Resolution 1.

Resolution 2. Proposed Constitutional Amendments – Part 2.

Amendments to remove references to the company seal and cheques.

We propose to remove references to the use of the company seal and instead refer to the 'execution of documents' to better reflect our current practices and contemporary business practice. These amendments are reflected in Rule 18.1.

We have also proposed amendments to remove references to the use of cheques, given Beyond Bank Australia ceased issuing or accepting Beyond Bank cheques in May 2024, and our members have successfully transitioned to alternative payment methods. This change also reflects the Australian Government's Cheque Transition Plan which aims to result in a complete cessation of the use of cheques by 30 September 2029. These amendments are reflected in Rules 4.3(6)(a) and 4.4(7)(a).

Amendments to clarify the effect of a motion to close debate.

We have proposed amendments to Rule A3-5 to clarify that if:

- debate begins on a motion or amendment;
- a member moves: 'that the question be now put' (i.e. that debate ends and the meeting proceeds to vote on the motion or amendment that was being debated) (a 'closure motion');
- the meeting passes the closure motion,

then the motion or amendment that was being debated, must be put to the vote without further debate. The changes are for clarity only and do not affect the substance of the Rule, and are proposed to ensure debate remains available, and does not continue where it would impinge on the effective conduct of the meeting.

Amendments to Appendix 4 in relation to the election of Elected Directors, the operation of the Nomination Committee and the extension of timing relating to candidate reports.

Currently our Constitution provides for the voting of Elected Directors to be conducted using paper ballot papers or an electronic voting system. The proposed amendments in subclauses A4-1, A4-13 to A4-15 and A4-17-A4-19 align both paper and electronic components of the election process and set out when the board must require or permit use of an electronic voting system.

We have also proposed amendments which require the board to consider, and the Nominations Committee to assess, whether a candidate for election possesses any specific skills which the board requires in relation to a vacancy. These proposed amendments are reflected in subclauses A4-9, A4-23 and A4-25.

Further amendments have been proposed to subclause A4-9 to:

- allow the Nomination Committee 7 days after the final candidate interview to prepare and give a preliminary candidate report to each candidate (rather than 16 days from the close of nominations);
- require candidates to submit comments in relation to their candidate report within 5 days of being given a preliminary candidate report (changed from within 23 days of the close of nominations);
- require the Nomination Committee to prepare and give a final candidate report to each candidate within 10 days of preliminary candidate reports being distributed (rather than within 30 days of the close of nominations); and
- require the Nomination Committee to give the final candidate reports to the board as soon as practical following the end of the nomination withdrawal period (rather than within 30 days of the close of nominations).

These changes are intended to clarify, simplify and streamline the nomination process.

In addition, it is proposed that a candidate be permitted to withdraw his or her nomination at any time before the date that is 2 days after the candidate receives their final candidate report (rather than before the date that is 30 days from the close of nominations).

Explanatory notes on **items of business.**

Finally, amendments have been proposed to subclauses A4-3 and A4-5 to clarify that a candidate who is a retiring director seeking to stand for re-election is not required to give the company a candidate declaration, given a retiring director:

- will have satisfied the requirement to provide a candidate declaration before having been elected or appointed; and
- is required to disclose material personal interests and potential conflicts on an ongoing basis.

These proposed amendments are for clarity only and consistent with board's current requirements in relation to retiring directors.

Termination of membership.

Currently, Rule 4.3(1)(b) of the Constitution allows the board to terminate a member's membership if the member is 'guilty or suspected of' conduct that could reasonably be considered to be detrimental to Beyond Bank.

The proposed amendments to Rules 4.3(1)(b) and 4.3(2) and (4) of the Constitution would expand the circumstances in which the board may terminate a member's membership to circumstances in which it 'considers or suspects' that the member has engaged in, or is engaging in, conduct that could reasonably be considered to give rise to an immediate material risk or materially endanger or be materially detrimental to Beyond Bank, its assets, other members or Beyond Bank's employees or officers.

This amendment better reflects the current operating and legislative environment.

Removal of D class shares.

As all D class shares have been redeemed and we do not intend to issue any D class shares in the future, we propose amending Rule 5.4 by deleting the section relating to D class shares, as well as deleting references to D class shares in Rules 1.1, 5.1 and subclause A2-D1-5.

Correction to references to 'members' and 'shareholders'.

Amendments are proposed to change the references from 'shareholders' to 'members' in Rule 7.2(1) and from 'member' to 'shareholder' in Rule 10.1(2). These changes are to correct the references used in the respective clauses for the circumstances referred to in these Rules.

Your Board recommends that Members vote in favour of Resolution 2.

Information **for members.**

Attending via the online platform.

Members can participate in the AGM online at <https://meetings.openbriefing.com/bba25>

You will be able to attend the AGM and ask questions, all online.

We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the AGM by entering the BBA meeting link <https://meetings.openbriefing.com/bba25> into a web browser on a mobile or online device. Make sure you have your member number ready or, if you are a proxyholder, you will need your proxy code which MUFG Corporate Markets will provide via email no later than 24 hours prior to the AGM.

More information about online participation in the AGM is available in the Online Guide at beyondbank.com.au/agm

Attending via phone conference.

Members can also participate in the AGM via a phone conference facility. You will be able to attend the AGM by phone and ask questions during the AGM.

You will need to contact MUFG Corporate Markets before the AGM to obtain your unique PIN which will allow you to access the phone conference facility. Please contact MUFG Corporate Markets on +61 1800 990 363 (Australia and international). You will need to advise your full name and your member number to obtain your PIN.

We recommend logging in to the phone conference at least 15 minutes prior to the scheduled start time for the AGM using the instructions below:

- call toll free 1800 416 518 (in Australia) or +61 2 9189 8864 (international); and
- when prompted by the moderator, enter your unique PIN to be admitted to the AGM.

Proxies.

A member who is entitled to attend the AGM and vote has the right to appoint a proxy. A proxy need not be a member.

A proxy form allows you to appoint a proxy to act on your behalf to attend and participate in the meeting, and to vote on the resolutions and any procedural motions which may be proposed during the meeting.

If you wish to appoint a proxy, details of how to obtain and lodge a proxy form are available at beyondbank.com.au/agm

For more information on appointing a proxy, please refer to the section entitled “How to complete this Member Proxy Form” on the proxy form.

If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote, then by submitting the proxy appointment you will be expressly authorising the Chair to exercise your proxy on the relevant resolution.

Body corporate representatives.

If a member is a body corporate, and a representative of that member is to attend the meeting virtually, the appropriate “Certificate of Appointment of Corporate Representative” must be received at proxies.au@cm.mpms.mufg.com prior to the meeting. The relevant form may be obtained from the Company Secretary at companysecretary@beyondbank.com.au or at mpms.mufg.com/en/for-individuals/au/shareholders/forms

Catering arrangements.

To assist with catering arrangements, please advise Vicki McLoughlin on 0436 378 166 or vmcloughlin@beyondbank.com.au by 17 November 2025, if you wish to attend the AGM in person.

