

ASX Release, 25 October 2024

## NOTICE OF 2024 ANNUAL GENERAL MEETING

BNK Banking Corporation Limited (ASX: **BBC**) (“**BNK**” or the “**Company**”) attaches the following documents for its 2024 Annual General Meeting (**AGM**), to be held on Wednesday, 27 November 2024, commencing 12:30 pm (AEDT) / 9.30am (AWST):

- Notice of Meeting
- Sample Proxy Form
- Online Meeting Guide

The AGM will be held as a hybrid meeting, being a meeting conducted both in-person and via an online virtual meeting platform.

This announcement has been authorised for release by the Company Secretary on behalf of the Board.

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### Investor and Media Enquiries

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Cannings Strategic Communication  
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### About BNK

BNK Banking Corporation Limited (ASX: BBC) was founded in 1982 as Goldfields Credit Union. Now, as a branchless bank, BNK offers customers a diverse range of financial products whilst providing a ‘one-stop’ shop for brokers. BNK operates two brands: Goldfields Money and Better Choice. BNK has leveraged its deeply experienced management team, strong distribution network and award-winning brands to deliver a solid performance over the last two years. Find out more: <https://bnk.com.au/>

25 October 2024

Dear Shareholder

## 2024 Annual General Meeting – 27 November 2024

The 2024 Annual General Meeting (**AGM** or **Meeting**) of BNK Banking Corporation Limited ACN 087 651 849 (**BNK** or the **Company**) will be held on **Wednesday, 27 November 2024 at 12:30pm (AEDT) / 9:30am (AWST)**.

The AGM will be held as a ‘hybrid meeting’ at Grant Thornton, Grosvenor Place, Level 26, 225 George Street, Sydney, NSW and via live webcast at <https://investor.automic.com.au> for those who cannot attend in person.

A copy of the 2024 Notice of Meeting can be viewed and downloaded from the Company’s website: <https://bnk.com.au/investor-centre/> and a copy of the Notice of Meeting is also available on the Company’s ASX Market Announcements page (ASX: BBC).

The Notice of Meeting includes information on the business to be considered at the Meeting and how to participate in the Meeting.

The Company encourages Shareholders to submit their votes in advance of the AGM to assist with the efficient conduct of the Meeting by appointing a proxy using the enclosed Proxy form. Proxy forms must be received by the Company’s share registry by 12:30pm (AEDT) / 9:30am (AWST) on Monday, 25 November 2024. Details on how to submit votes by proxy are included on the enclosed Proxy form. Votes may also be submitted during the Meeting, either in person or online via the Automic Virtual Meeting Portal.

If you have provided an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the important Meeting documents.

### Virtual Participation in the Meeting

If you are a Shareholder and wish to virtually attend the Meeting (which will be broadcast as a live webcast) you will need to connect via the Automic Virtual Meeting Portal.

Shareholders that have an existing account with Automic will be able to view, listen, vote and ask questions at the Meeting online.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting. An account can be created via the following link <https://investor.automic.com.au> and then clicking on “Register” and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the virtual meeting on the day:

1. Open your internet browser and go to <https://investor.automic.com.au>
2. Login with your username and password or click “register” if you have not already created an account. Shareholders are encouraged to create an account prior to the start of the Meeting to ensure there is no delay in attending the virtual meeting.
3. After logging in, a banner will be displayed at the top once the Meeting is open for registration, click on “View” when this appears.
4. Click on “Register” and follow the steps.
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting. Note that the webcast will open in a separate window.

Shareholders will be able to vote and ask questions using the Virtual Meeting Portal. For detailed information on how to use the Virtual Meeting Portal, please refer to the Online Meeting Guide available from Automic’s website: <https://www.automicgroup.com.au/virtual-agms/>

A copy of the Online Meeting Guide has also been posted on the Company’s ASX Market Announcements page (ASX: BBC) together with the Notice of Meeting.

#### **How to vote live online**

Shareholders who wish to vote virtually on the day of the Meeting may do so through the online meeting platform powered by Automic.

Once the Chair of the Meeting has declared the poll open for voting, click on “Refresh” to be taken to the voting screen.

Select your voting direction and click “confirm” to submit your vote. Note that you cannot amend your vote after it has been submitted.

#### **How to ask questions during the Meeting**

Shareholders who wish to ask a question at the Meeting using the Virtual Meeting Portal can click on the “Ask a question” button at the bottom of the screen and submit the question in writing. Shareholders who attend the AGM in person will also be given the opportunity to ask questions at the Meeting.

We also welcome questions from Shareholders before the Meeting. Questions can be emailed to the Company Secretary at [jenny.spicer@bnk.com.au](mailto:jenny.spicer@bnk.com.au). Written questions (including questions to the Auditor) should be submitted no later than the fifth business day before the AGM, being Wednesday, 20 November 2024.

Questions should relate to matters relevant to the business of the Meeting (including matters arising from the Financial Report, the Director’s Report or the content of the

Auditor's Report), general questions regarding the performance, business or management of the Company, and relevant questions of the auditor regarding the conduct of the audit.

As a valued Shareholder of the Company, we welcome your attendance to our 2024 Annual General Meeting.

  
Jon Denovan

Jon Denovan  
**Chairman**



# BNK Banking Corporation Limited

ABN 63 087 651 849

## Notice of 2024 Annual General Meeting

**Wednesday, 27 November 2024**

Notice is given that the 2024 Annual General Meeting of BNK Banking Corporation Limited will be held at 12:30 pm (AEDT) / 9:30 am (AWST) on 27 November 2024.

## Details on how to participate in the AGM

The BNK Banking Corporation Limited (**Company**) Annual General Meeting (**AGM**) will be held at 12:30 pm (AEDT) / 9:30 am (AWST) on Wednesday, 27 November 2024.

The Meeting will be a hybrid meeting and Shareholders will be able to:

- attend the meeting in person at Grant Thornton, Grosvenor Place, Level 26, 225 George Street, Sydney NSW; or
- participate in the AGM online, including being able to ask questions and vote using an online system.

### Voting Entitlements

Pursuant to regulation 7.11.37 of the *Corporations Regulations* 2001 (Cth), the Directors have determined that the shareholding of each Shareholder for the purpose of ascertaining voting entitlements for the AGM will be as it appears in the Company's share register on Monday, 25 November 2024 at 7:00 pm (AEDT) / 4:00 pm (AWST).

### Participating in the AGM online

To give Shareholders a reasonable opportunity to participate, Shareholders may attend the AGM virtually using the online platform powered by Automic at <https://investor.automic.com.au>

The online platform enables Shareholders to:

- see the AGM presentation materials and listen to the AGM live;
- vote online during the AGM; and
- ask questions and make comments online (either orally or by written submissions) during the AGM.

You will be able to participate in the AGM online using your computer and/or your mobile phone.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting. An account can be created via the following link <https://investor.automic.com.au> and then clicking on "Register" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder

Identification Number (HIN)) to create an account with Automic.

For detailed information on how to use the online platform, please refer to the Online Meeting Guide available from Automic's website: <https://www.automicgroup.com.au/virtual-agms/>

### Asking Questions Online – Before and at the AGM

You can submit questions before or at the AGM by clicking the Q&A tab on the meeting portal. You can also submit questions in advance of the AGM by emailing questions to Ms Jenny Spicer, Company Secretary at [jenny.spicer@bnk.com.au](mailto:jenny.spicer@bnk.com.au) Written questions (including questions to the Auditor) should be submitted no later than the fifth business day before the AGM, being Wednesday, 20 November 2024. Written questions to the Auditor should relate to the content of the Auditor's Report and the conduct of the Audit. The Auditor will also be in attendance at the AGM.

You may also submit your questions and comments online (either orally or by written submissions) during the AGM via the online platform powered by Automic at <https://investor.automic.com.au> (if you are participating online by computer or mobile).

The Chairman of the AGM will endeavour to address as many of the more frequently raised relevant questions and comments as possible during the course of the AGM. However, there may not be sufficient time available at the AGM to address all of the questions and comments raised.

Please note that individual responses will not be sent to Shareholders.

### Voting at the AGM

Voting on all resolutions will be conducted by a poll.

You may vote at the AGM in one of three ways:

- in person at the venue during the AGM;
- live and online during the AGM using the online portal (if you are participating online) at: <https://investor.automic.com.au> or
- in advance of the AGM, by appointing a proxy such that the appointment is received by the Company

no later than 12:30 pm (AEDT) / 9:30 am (AWST) on Monday, 25 November 2024 (see below for how to appoint a proxy).

The Chairman of the AGM will announce at the commencement of the AGM when the poll is open and the poll will remain open until declared closed at the end of the Meeting.

#### **Voting by Proxy**

Certain categories of persons (including Directors and the Chairman of the AGM) are excluded from voting on Resolutions relating to the remuneration of Key Management Personnel, including as proxy, in some circumstances and such votes will be disregarded (as per the Voting Exclusion Statement).

If you are appointing a proxy, to ensure that your vote counts, please read the instructions on the proxy form carefully.

1. On a poll, Shareholders have one vote for every fully paid ordinary share held.
2. A member entitled to attend and vote is entitled to appoint not more than two proxies.
3. A proxy need not be a member of the Company. A proxy may be either an individual or a body corporate.
4. If you wish to appoint a body corporate as your proxy, you must specify on the proxy form:
  - the full name and title of the body corporate appointed as proxy; and
  - the full name or title of the individual representative of the body corporate to attend the meeting.
5. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion or number of the member's voting rights and neither proxy is entitled to vote on a show of hands if more than one proxy attends. If it is desired to appoint two proxies, you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy, write both names and the percentage of votes or number of securities for each proxy.

6. Proxy forms must be signed by a member or the member's attorney or, if a corporation, executed under seal or in accordance with section 127 of the Corporations Act or signed by an authorised officer or agent.
7. Proxy forms (and if the appointment is signed by the appointer's attorney, the original authority under which the appointment was signed or a certified copy of the authority) must be returned so that they are received by the Company no later than 12:30 pm (AEDT) / 9:30 am (AWST) on Monday, 25 November 2024 using one of the methods below:

**In person** to Automic, Level 5, 126 Phillip Street, Sydney NSW 2000.

**By mail** to Automic, GPO Box 5193, Sydney NSW 2001.

Please allow sufficient time for the form to reach Automic.

**By email** to [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

**By facsimile** to +61 2 8583 3040

8. Appointed proxies will need to contact Automic to obtain a username and password to vote online.

#### **Enquiries**

Please contact Automic:

- By telephone on 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas)
- Online at: <https://automicgroup.com.au/>

#### **Future Alternative Arrangements**

If it becomes necessary to make further alternative arrangements for holding the AGM, we will give Shareholders as much notice as practicable.

# BNK Banking Corporation Limited

## Notice of Annual General Meeting 2024

BNK's AGM will be held at 12:30 pm (AEDT) / 9:30 am (AWST) on Wednesday, 27 November 2024 as a hybrid meeting. Shareholders can choose to attend the AGM in person or virtually. Shareholders can view and participate in the AGM via the online platform at <https://investor.automic.com.au>. Further information on how to participate is set out in this Notice of Meeting and available on our website.

### Items of Business

#### Financial Statements and Reports

To discuss the Company's Annual Financial Report for the year ended 30 June 2024, together with the Directors' Report and Auditor's Report as set out in the 2024 Annual Report.

No resolution is required to be moved for this item.

#### Resolution 1 - Adoption of the Remuneration Report

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

*"That the Remuneration Report for the year ended 30 June 2024 be adopted."*

Note: This resolution is advisory only and does not bind the Directors or the Company.

#### Voting Exclusion Statement

The following voting restrictions apply to this resolution.

A vote on resolution 1 must not be cast:

- by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member; or
- by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, votes will not be disregarded if:

- they are cast as a proxy for a person entitled to vote on resolution 1 in accordance with a direction as to how to vote on the proxy; or
- the vote is cast by the Chair of the Meeting, acting as proxy for a person entitled to vote on resolution 1, and the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies (even though the resolution is connected directly or

indirectly with the remuneration of a member of the Key Management Personnel).

#### Resolution 2 – Ratification of Appointment of Auditor

To consider and, if thought fit, pass the following ordinary resolution of the Company:

*"That for the purposes of section 327B of the Corporations Act, and for all other purposes, Grant Thornton Audit Pty Ltd, having been appointed by the Board and consented in writing to act in the capacity of Auditor, be ratified and appointed as the Auditor of the Company with effect from the close of the Meeting."*

#### Resolution 3 - To re-elect Ms Elizabeth Aris as a Director

To consider and, if thought fit, pass the following ordinary resolution of the Company:

*"That Ms Elizabeth Aris, being a Director of the Company who retires in accordance with Article 48(a) of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, be re-elected as a Director."*

#### Resolution 4 - To re-elect Mr Calvin Ng as a Director

To consider and, if thought fit, pass the following ordinary resolution of the Company:

*"That Mr Calvin Ng, being a Director of the Company who retires in accordance with Article 48(a) of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, be re-elected as a Director."*

#### Resolution 5 - To re-elect Mr Warren McLeland as a Director

To consider and, if thought fit, pass the following ordinary resolution of the Company:

*"That Mr Warren McLeland, being a Director of the Company who retires in accordance with Article 48(c) of the Company's Constitution and ASX Listing Rule 14.4, and being eligible, be re-elected as a Director."*



#### Other Business

To transact any other business that may be properly brought before the AGM in accordance with the Company's Constitution or the law.

By order of the Board.

  
Jon Denovan

**Jon Denovan**

Chairman

25 October 2024

## Explanatory Notes

### Additional information for Shareholders

The items of business should be read in conjunction with the Explanatory Notes on pages 6 to 9. The Explanatory Notes form part of this Notice. Terms and abbreviations used in this Notice and Explanatory Notes are defined in the definitions section of the Explanatory Notes.

These Explanatory Notes have been prepared for Shareholders to outline information concerning the resolutions, and to assist Shareholders to assess the merits of approving the resolutions contained in the Notice.

The Directors recommend that Shareholders read these explanatory notes in full before making any decision in relation to the resolutions.

Terms and abbreviations used in these explanatory notes are defined in the definitions section.

### Financial Statements and Reports

In accordance with the Corporations Act, the Financial Report and the Directors' and Auditor's Reports for the year ended 30 June 2024 will be put before the Annual General Meeting. These reports are contained within the Company's 2024 Annual Financial Report.

The 2024 Annual Financial Report is available at <https://bnk.com.au/investor-centre/>

There is no requirement for a formal resolution on this matter. Accordingly, there will be no formal resolution put to this Meeting.

Shareholders will be given a reasonable opportunity at the Meeting to raise questions on these reports or make comments on company matters.

### Resolution 1 – Adoption of the Remuneration Report

The Company's Remuneration Report for the year ended 30 June 2024 is set out on pages 13 to 21 of its 2024 Annual Financial Report.

The Remuneration Report contains information about the remuneration policy of the Company and the remuneration of Non-Executive Directors, the Chief Executive Officer and other Key Management Personnel for the financial year ended 30 June 2024.

At the meeting, the Chairman will give Shareholders a reasonable opportunity to ask questions about and make comments on the Remuneration Report.

The vote on this resolution is advisory only and does not bind the Company or its Directors. However, the Board will actively consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's future remuneration policies and practices.

**Board Recommendation** – The Board recommends that Shareholders vote FOR this resolution.

The Chair intends to vote undirected proxies FOR resolution 1.

### Resolution 2 – Ratification of Appointment of Auditor

In accordance with section 327C of the Corporations Act, the Board appointed Grant Thornton Audit Pty Ltd as Auditor of the Company on 13 December 2023, following ASIC's consent to the resignation of KPMG as Auditor of the Company under section 329(5) of the Corporations Act.

Grant Thornton Audit Pty Ltd has given its consent to act as the Company's Auditor in accordance with section 328A(1) of the Corporations Act, subject to Shareholder approval of this resolution.

Following the appointment and in accordance with section 327C(2) of the Corporations Act, Grant Thornton Audit Pty Ltd holds office as Auditor of the Company until the Company's next Annual General Meeting, being the Meeting the subject of the Notice.

In accordance with section 327B(1)(b) of the Corporations Act, the Company seeks Shareholder approval for the ongoing appointment of Grant Thornton Audit Pty Ltd as Auditor of the Company.

Grant Thornton Audit Pty Ltd has conducted the audit of the Company's financial statements for the financial year ended 30 June 2024. The Board has also noted that Grant Thornton Audit Pty Ltd is registered as an Auditor under section 1280 of the Corporations Act, and is a well-established firm, with the expertise and skill necessary to meet the Company's requirements.

In accordance with section 328B of the Corporations Act which requires a member to nominate the Auditor, a Shareholder has nominated Grant Thornton Audit Pty Ltd.

A copy of the nomination is included at Annexure A to this Explanatory Memorandum and all persons to whom notice of the nomination must be made have been notified.

**Board Recommendation** – The Board recommends that Shareholders vote FOR this resolution.

The Chair intends to vote undirected proxies FOR resolution 2.

### Resolution 3 – Re-election of Ms Elizabeth Aris as a Director

ASX Listing Rule 14.4 and article 48(a) of the Constitution provides that a Director of the Company must not hold office (without re-election) past the third Annual General Meeting of the Company, or three years, following their last election or appointment (whichever is longer).

Ms Aris retires in accordance with article 48(a) of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers herself for re-election.

The following information is provided in accordance with Recommendation 1.2 of the ASX Corporate Governance Principles and Recommendations:

#### a) Independence and Term of Office

Ms Aris is an Independent Non-Executive Director and has been a Director since 18 June 2021. Ms Aris was last re-elected by Shareholders on 25 November 2021.

#### b) Biographical Details

Ms Aris is a senior business executive with experience in the US, China and Australia. Ms Aris is a Board Member or Advisor to a number of growth stage technology businesses operating in multiple countries and was recently Group Executive, Enterprise & Government at TPG Telecom.

Prior to that, Ms Aris held senior executive positions at Tasmanet, Trujillo Technology Group, Alcatel-Lucent (now Nokia) and Telstra, and consulting roles with Microsoft and Sprint.

Ms Aris commenced her career in banking and was a member of the Retail Bank executive team at Westpac. She has served as a Non-Executive Director in both publicly listed and private companies and spent 5 years in New York establishing a technology start up from concept to operations. During the last four years, Ms Aris has served on the Board of Vivid Technology Limited (Non-Executive Director from October 2018 to July 2019) and EP&T Global from March 2024.

Ms Aris holds a Bachelor of Commerce (UWA) and a Post Graduate Diploma of Corporation Finance (UNSW).

Ms Aris is currently the Chair of both the Audit Committee and Remuneration Committee.

#### c) Material Directorships & Appointments

Ms Aris does not have any other material appointments.

Prior to submitting herself for re-election, Ms Aris confirmed that she would continue to have sufficient time to properly fulfil her duties and responsibilities to the Company.

**Board Recommendation** – On the basis of Ms Aris' skills, qualifications and experience, and her contributions to the Board's activities, the Board (other than Ms Aris) recommends that Shareholders vote FOR this resolution.

The Chair intends to vote undirected proxies FOR resolution 3.

### Resolution 4 – Re-election of Mr Calvin Ng as a Director

ASX Listing Rule 14.4 and article 48(a) of the Constitution provides that a Director of the Company must not hold office (without re-election) past the third Annual General Meeting of the Company, or three years, following their last election or appointment (whichever is longer).

Mr Ng retires in accordance with article 48(a) of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election.

The following information is provided in accordance with Recommendation 1.2 of the ASX Corporate Governance Principles and Recommendations:

#### a) Independence and Term of Office

Mr Ng is an Independent Non-Executive Director and has been a Director since 15 July 2021. Mr Ng was last re-elected by Shareholders on 25 November 2021.

#### b) Biographical Details

Mr Ng has significant investment banking, mergers & acquisitions and funds management experience. Mr Ng is a co-founder and Managing Director of the Aura Group, an independent corporate advisory, funds and wealth management firm and advising over A\$1.4b in assets.

He was also a co-founder of Finsure, which merged with Goldfields Money Limited in 2018 to form BNK. Finsure was sold in 2022 to MA Financial Group for \$152m.

Mr Ng holds a Bachelor of Commerce and Bachelor of Laws (UNSW) and was admitted to practice in the Supreme Court of NSW in 2010.

Mr Ng has served on the Board of Aura FAT Projects Acquisition Corp as a Non-Executive Director from April 2022.

Mr Ng is currently the Chair of the Risk and Compliance Committee and a member of the Remuneration Committee.

### c) **Material Directorships & Appointments**

Mr Ng does not have any other material appointments.

Prior to submitting himself for re-election, Mr Ng confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

**Board Recommendation** – On the basis of Mr Ng’s skills, qualifications and experience, and his contributions to the Board’s activities, the Board (other than Mr Ng) recommends that Shareholders vote FOR this resolution.

The Chair intends to vote undirected proxies FOR resolution 4.

### Resolution 5 – Re-election of Mr Warren McLeland as a Director

ASX Listing Rule 14.4 and article 48(c) of the Constitution provides that a Director of the Company appointed by the Board holds office only until the next following Annual General Meeting and is then eligible for re-election by Shareholders at the meeting.

Mr Warren McLeland, having been appointed on 11 December 2023 by the Board, will retire in accordance with ASX Listing Rule 14.4 and article 48(c) of the Constitution and seeks re-election from Shareholders.

The following information is provided in accordance with Recommendation 1.2 of the ASX Corporate Governance Principles and Recommendations:

#### a) **Independence and Term of Office**

Mr McLeland was first appointed a Director by the Board on 11 December 2023. This is his first time standing for election by Shareholders. Mr McLeland is the nominee Director of Resimac Limited, a major Shareholder of the Company holding around 9% of the issued capital. Accordingly, Mr McLeland is not considered by the Board to be an Independent Director.

#### b) **Biographical Details**

Mr McLeland is a former stockbroker and investment banker with over 35 years of experience in domestic and international financial services. He acts as an adviser in funds management and business strategy to companies operating in the Asia Pacific region. Mr McLeland is the current Non-Executive Chairman of Resimac Group Limited (ASX: RMC) and was formerly the Executive Chairman of the Resimac Board. He was Chair of the Thorn Group Australia for four years up until January 2024.

Mr McLeland is currently a member of both the Audit Committee and the Credit Committee.

### c) **Material Directorships & Appointments**

Mr McLeland is currently a Non-Executive Director and the Chairman of Resimac Group Limited, appointed in February 2020.

### d) **Background Checks**

The Company has conducted appropriate background and other checks in respect of Mr McLeland’s appointment, and such checks have not returned any information of concern.

Prior to submitting himself for re-election, Mr McLeland confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

**Board Recommendation** – On the basis of Mr McLeland’s skills, qualifications and experience, particularly in the areas of banking and financial services, the Board (other than Mr McLeland) recommends that Shareholders vote FOR this resolution.

The Chair intends to vote undirected proxies FOR resolution 5.

### Definitions

In the Notice and the Explanatory Notes:

Words importing the singular include the plural.

§ means Australian dollars.

**AEDT** means Eastern Standard Daylight Time, being the time in Sydney, NSW.

**AWST** means Western Standard Daylight Time, being the time in Perth, WA.

**AGM** and **Meeting** mean the Company’s Annual General Meeting the subject of the Notice.

**Annual Report** means the Directors’ Report, the Financial Report and the Auditor’s Report in respect to the financial year ended 30 June 2024.

**ASX** means ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

**Auditor’s Report** means the auditor’s report on the Financial Report.

**Board** means the board of Directors of BNK.

**Chairperson** means the person appointed to chair the Meeting or any part of the Meeting.

**Closely Related Party** has the meaning given in section 9 of the Corporations Act.

**Company** or **BNK** means BNK Banking Corporation Limited ABN 63 087 651 849.

**Constitution** means the Constitution of the Company.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Director** means a director of the Company and **Directors** means all of them.

**Financial Report** means the annual financial report (prepared under Chapter 2M of the Corporations Act) of the Company and its controlled entities for the financial year ended 30 June 2024.

**Key Management Personnel** means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

**Listing Rules** means the listing rules of ASX.

**Notice** means the notice of general meeting which these Explanatory Notes accompany.

**Proxy Form** means the proxy form in relation to the Meeting.

**Remuneration Report** means the Remuneration Report of the Company contained in the Directors' Report.

**Share** means a fully paid ordinary share in the capital of BNK.

**Shareholder** means a holder of a Share.

**Annexure A: Auditor Nomination Letter from Shareholder**

14 October 2024

BNK Banking Corporation Limited  
ACN 087 651 849  
Level 14  
191 St. Georges Terrace  
Perth WA 6000

**RE: Notice of Nomination of Auditor in accordance with s328B of the Corporations Act 2001 (Cth) (the Act)**

I, John Doyle, being a member of BNK Banking Corporation Limited (BNK or the Company) nominate Grant Thornton Audit Pty Ltd for appointment to the position of Auditor of the Company at the 2024 Annual General Meeting.

In accordance with section 328B(3) of the Act, I, John Doyle, consent to the provision of a copy of this Notice of Nomination to Grant Thornton Audit Pty Ltd and the distribution of a copy of this Notice as an annexure to the Notice of Meeting and Explanatory Statement for the 2024 Annual General Meeting of the Company.

Signed,



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John Doyle

Your proxy voting instruction must be received by **12.30pm (AEDT) on Monday, 25 November 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au>

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

## STEP 1 - How to vote

### APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of BNK BANKING CORPORATION LIMITED, to be held virtually at **12.30pm (AEDT) on Wednesday, 27 November 2024** and physically at **Grant Thornton, Grosvenor Place, Level 26, 225 George Street, Sydney NSW 2000** hereby:

**Appoint the Chair of the Meeting (Chair)** OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

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**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

### AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

### VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click "register" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

## STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect Ms Elizabeth Aris as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To re-elect Mr Calvin Ng as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To re-elect Mr Warren McLeland as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

## STEP 3 - Signatures and contact details

Individual or Securityholder 1

--

Sole Director and Sole Company Secretary

Securityholder 2

--

Director

Securityholder 3

--

Director / Company Secretary

Contact Name:

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Email Address:

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Contact Daytime Telephone

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Date (DD/MM/YY)

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**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).**

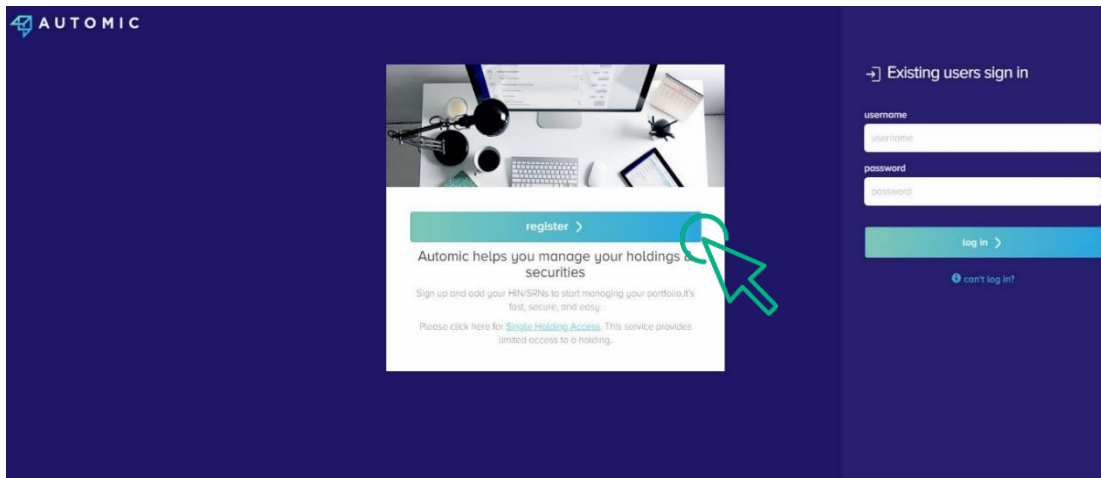
For personal use only



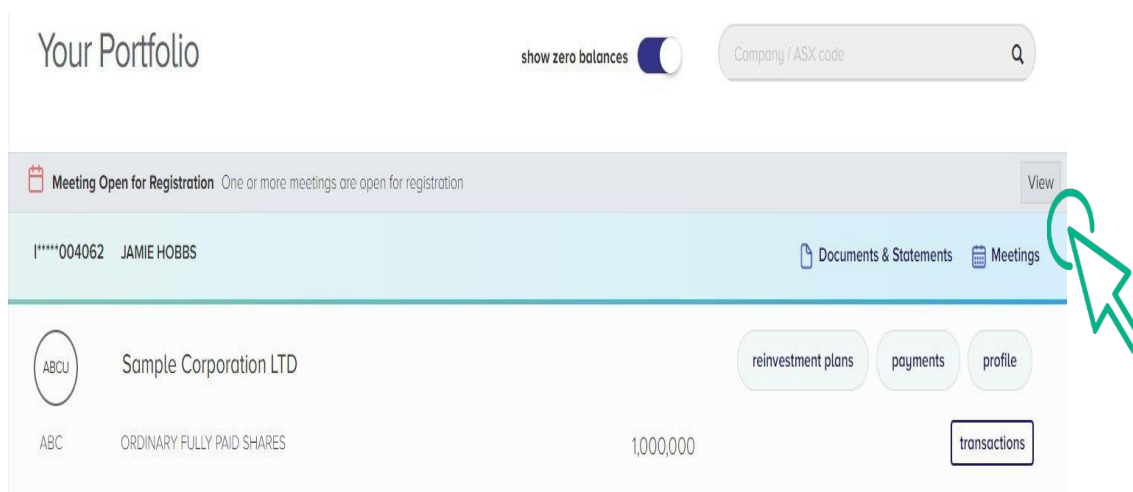
## ONLINE MEETING GUIDE

### REGISTRATION

- Go to: <https://investor.automic.com.au/#/home>.
- Login using your existing username and password or click on “register” and follow the on-screen prompts to create your login credentials.

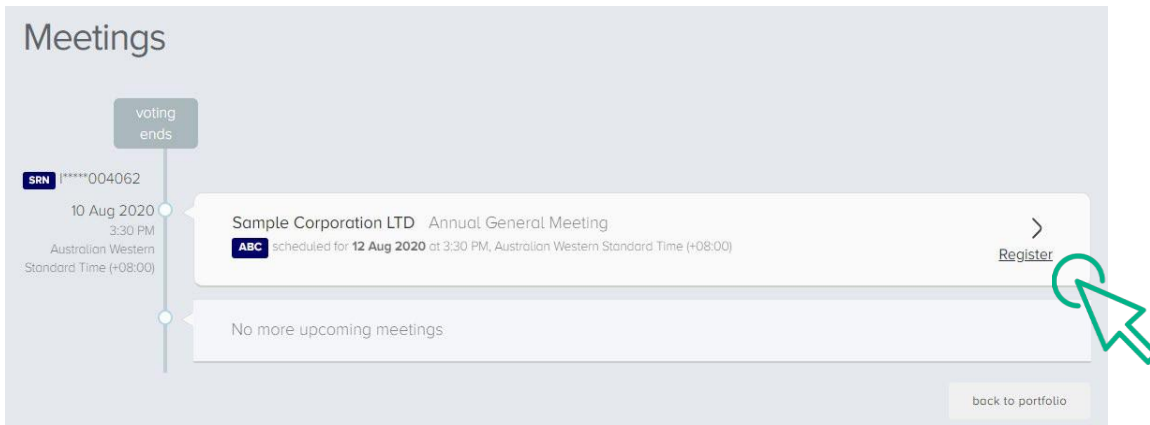


- Once logged in you will see that the meeting is open for registration. Click on “view”.



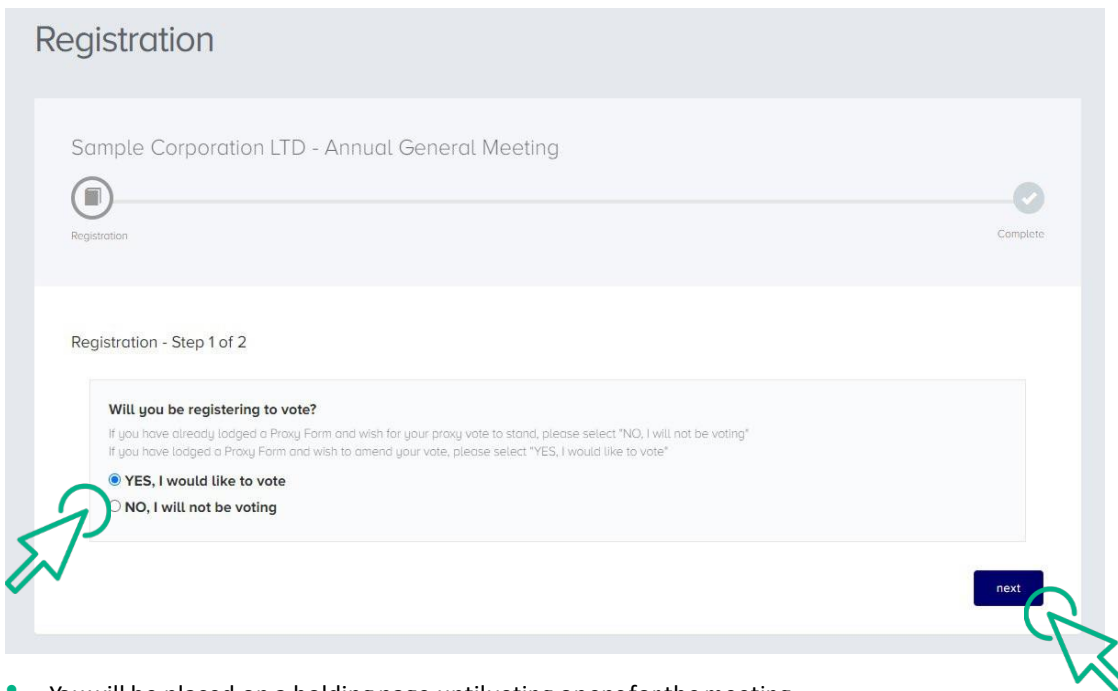
## REGISTRATION CONTINUED

- Click on “register” to register your attendance for the meeting.



The screenshot shows a 'Meetings' section with a vertical timeline. A 'voting ends' marker is at the top. Below it, a meeting entry for 'Sample Corporation LTD Annual General Meeting' is scheduled for 12 Aug 2020 at 3:30 PM. A 'Register' button is highlighted with a green arrow. A 'back to portfolio' button is at the bottom right.

- Select “yes, I would like to vote” and then click “next”.

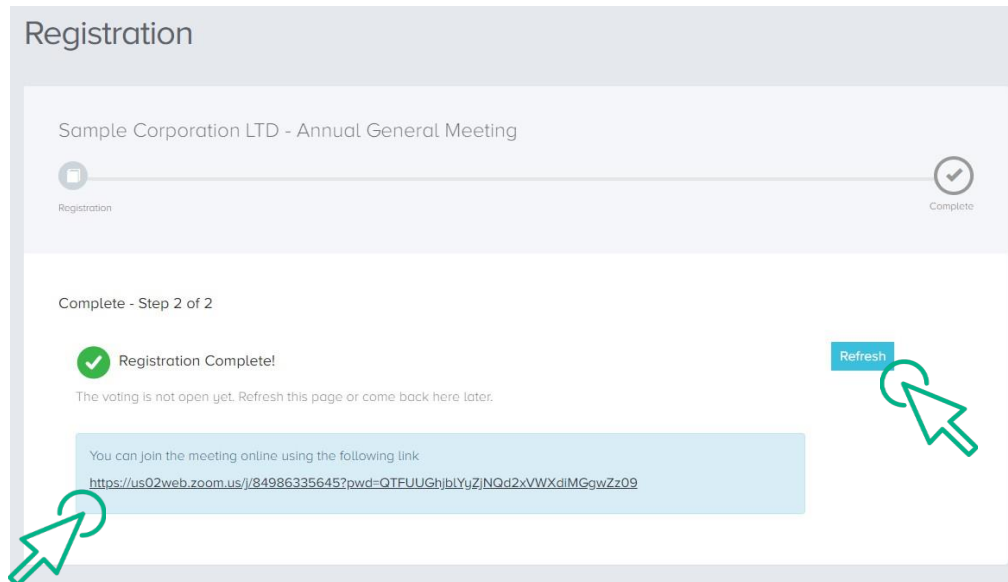


The screenshot shows the 'Registration' page for 'Sample Corporation LTD - Annual General Meeting'. It features a progress bar from 'Registration' to 'Complete'. Under 'Registration - Step 1 of 2', there is a question: 'Will you be registering to vote?'. Two radio buttons are shown: 'YES, I would like to vote' (selected) and 'NO, I will not be voting'. A green arrow points to the 'YES' option, and another green arrow points to the 'next' button at the bottom right.

- You will be placed on a holding page until voting opens for the meeting.
- From here you can access the meeting video/audio by selecting the meeting URL.

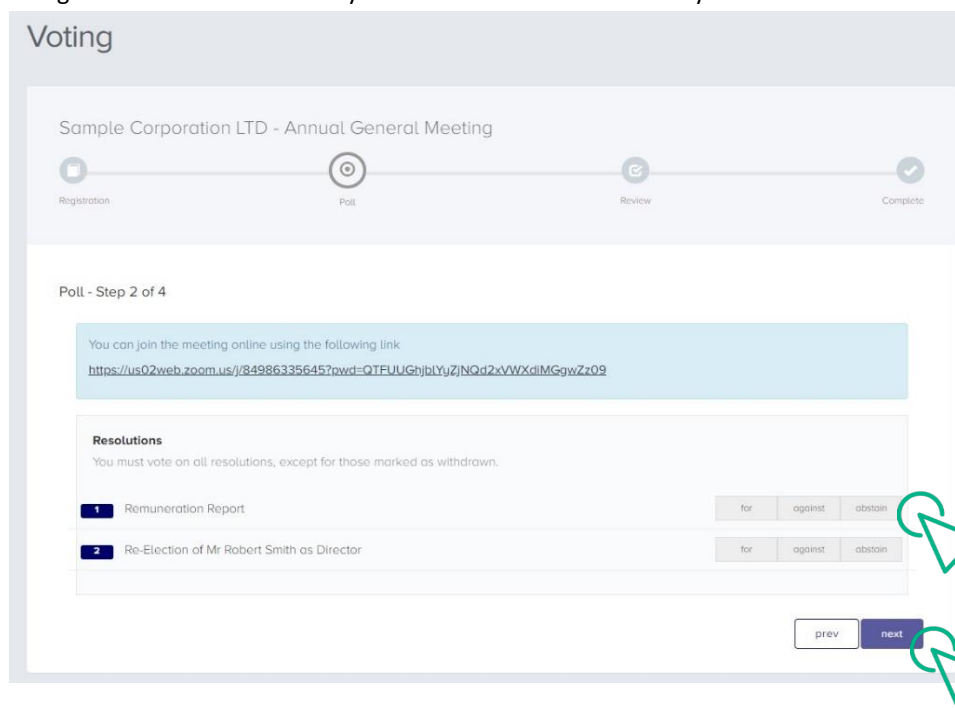
## REGISTRATION CONTINUED

- Once the Chair of the Meeting declares voting open, you should select “refresh”.



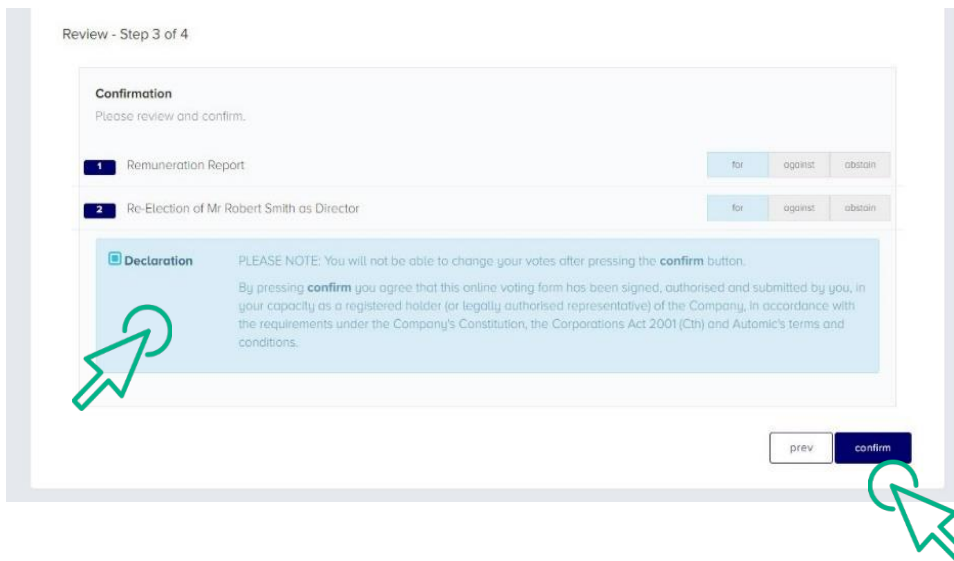
## VOTING

- The next screen will display the resolutions to be put to the meeting.
- The Chair of the meeting will provide instructions on when to mark your vote.
- You record your vote by selecting either “for”, “against” or “abstain” next to the appropriate resolution.
- Once voting has been declared closed you must select “next” to submit your vote.



## VOTING CONTINUED

- On the next screen, check your vote is correct and select the box next to “**declaration**” – you cannot confirm your vote unless you select this box.
- Select “**confirm**” to confirm your vote – you CANNOT amend your vote after pressing the “**confirm**” button.



Review - Step 3 of 4

**Confirmation**  
Please review and confirm.

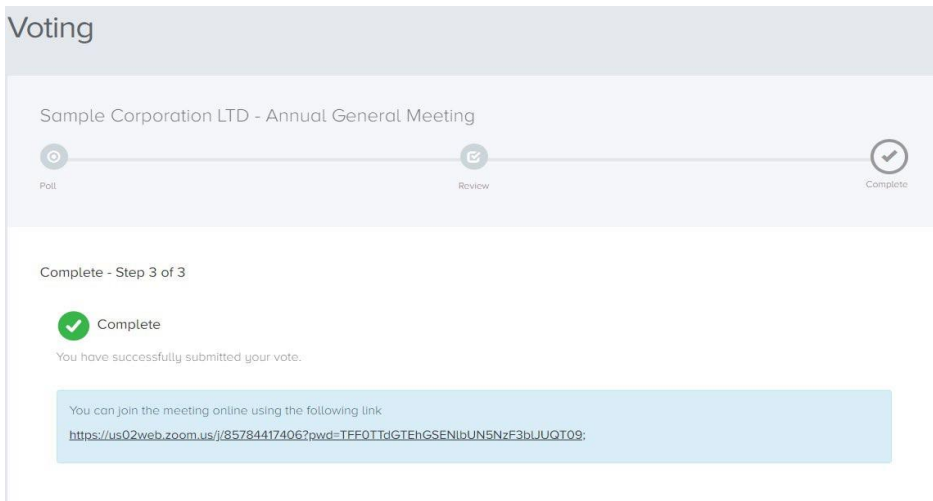
1 Remuneration Report

2 Re-Election of Mr Robert Smith as Director

**Declaration** PLEASE NOTE: You will not be able to change your votes after pressing the **confirm** button.  
By pressing **confirm** you agree that this online voting form has been signed, authorised and submitted by you, in your capacity as a registered holder (or legally authorised representative) of the Company, in accordance with the requirements under the Company's Constitution, the Corporations Act 2001 (Cth) and Automic's terms and conditions.

## VOTING COMPLETE

- Your vote is now lodged and is final.



Voting

Sample Corporation LTD - Annual General Meeting

Poll Review Complete

Complete - Step 3 of 3

Complete  
You have successfully submitted your vote.

You can join the meeting online using the following link  
<https://us02web.zoom.us/j/85784417406?pwd=TFE0TTdGTEhGSENIbUN5NzE3bUJlUQT09:>

## FREQUENTLY ASKED QUESTIONS

### 1. *What do I need to do before the day of the Meeting?*

If you wish to participate in the Meeting, please read the Online Meeting Guide (**Guide**) in advance.

Prior to the Meeting, please check that you have a desktop or mobile/tablet device with internet access and your holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)).

If you do not have your holder number (SRN or HIN) or have not received your personalised proxy form, please contact Automic by telephone as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting:

- 1300 288 664 (within Australia) or
- +61 2 9698 5414 (overseas).

### 2. *How do I register for the Meeting?*

You must register for an account and log into the online portal at <https://investor.automic.com.au> For further details please refer to the Guide.

### 3. *I can't log into the online portal. What do I do?*

Please call the Company's share registry, Automic, by telephone on the following numbers:

- 1300 288 664 (within Australia) or
- +61 2 9698 5414 (overseas).

For general enquiries and enquiries on the Notice of Meeting, please email the Company Secretary: [jenny.spicer@bnk.com.au](mailto:jenny.spicer@bnk.com.au)

### 4. *What if I am disconnected from the online portal during the Meeting?*

You can log back into the online portal using the steps outlined in the Guide. Alternatively, please call the telephone numbers set out above.

### 5. *I don't have a (reliable) internet connection – what are my options?*

You will need to have a reliable internet connection to participate in the Meeting via the online portal.

If you do not have an internet connection, or are concerned about its reliability, we encourage you to submit your proxy form, as well as any questions you would like to ask, prior to the Meeting.

Further details on how you can do this, including deadline, is set out in the Notice of Meeting.

### 6. *Can I participate in the Meeting by telephone?*

No. The only way to participate is via the online portal.

### 7. *Can I vote prior to the Meeting?*

No. If you are not available to attend the Meeting, we encourage you to submit your proxy form 48 hours before the Meeting Time. Refer to the proxy form for more information. As all resolutions in the Meeting will be conducted by poll, your vote submitted by proxy will be counted in the poll result.

**8. Can I vote during the Meeting?**

Yes, you can vote during the Meeting via the online portal.

Once you have logged into the online portal, simply select your voting direction from the options shown on screen. The Chair will enable voting at the beginning of the Meeting.

For detailed instructions, please refer to the Guide.

**9. Can I appoint a proxy to vote at the Meeting for me?**

You can appoint a proxy to vote on your behalf but must do so prior to the Meeting. You can appoint a proxy either online or in writing using the proxy form. Refer to the proxy form for more detailed instructions.

To be effective, proxy appointments must be received 48 hours before the Meeting Time.

**10. Can I ask questions prior to the Meeting?**

Yes. You can ask questions prior to the Meeting by emailing the Company Secretary: [jenny.spicer@bnk.com.au](mailto:jenny.spicer@bnk.com.au)

**11. Can I ask questions during the Meeting?**

Yes, you can ask questions during the Meeting via the online portal. Click on the Q&A icon, type your question in the new Q&A window, and click 'enter' on your keyboard to submit your message.

**12. Can others see me if I participate in the Meeting via the online portal?**

No.

**13. What if I lose connection with the online portal and miss my opportunity to ask a question or vote?**

You will need to be logged in to the online portal to ask questions and vote at the Meeting. If you lose connection with the online portal, you may miss your opportunity to vote or ask a question.

**14. When will voting be closed?**

Online voting will remain open for 5 minutes after the close of the Meeting.

**15. Can I watch the Meeting if I'm not a shareholder?**

For visitors or members of the public who do not hold any BNK Banking Corporation Limited shares by the registered cut off time, please view the Meeting on the below link. In the section that asks for your HIN/SRN, please type 'Visitor – [Your Name]'.

[https://us02web.zoom.us/webinar/register/WN\\_i4BuLZGuRSyfL7Rw27szNQ](https://us02web.zoom.us/webinar/register/WN_i4BuLZGuRSyfL7Rw27szNQ)