

AUSTRALIAN MUTUAL BANK LTD

ABN 93 087 650 726

APPOINTMENT OF PROXY 2020 Annual General Meeting

A member who is entitled to vote but is unable to attend the Annual General Meeting to be held on Wednesday, 25 November 2020, at 3.00pm at the The York, 99 York Street, Sydney, may appoint a proxy to vote on their behalf. This proxy only applies to the Annual General Meeting and any adjournment of that meeting.

Annual General Meeting and Coronavirus (COVID 19)

As a result of the uncertainty and to minimise health risks created by the rapidly evolving coronavirus (COVID 19) pandemic, **members are strongly encouraged to consider lodging a directed proxy rather than attending the meeting in person.**

YOUR VOTE IS IMPORTANT: Please read the instructions carefully before completing this Appointment of Proxy form. You are encouraged to use Section D (on the reverse side of this form) to direct your proxy how to vote on each resolution.

A YOUR DETAILS

Membership in the Name(s) of:	
Membership Number:	For Body Corporate Members – please provide your ACN/ABN:
Address:	

B WHO DO YOU WANT TO APPOINT AS YOUR PROXY?

If you appoint the Chair as your proxy and direct the Chair how to vote, the Chair **must** call a poll on that vote and **must** vote the way you direct. You may also elect to appoint someone other than the Chair as your proxy. If you do not instruct your proxy how to vote your proxy will vote as he or she sees fit (with discretion as to any business not referred to below).

Proxy appointments in favour of the Chair of the meeting which do not contain a direction will be voted in support of the resolutions listed below.

Please note that if the person you appoint as your proxy does not attend the meeting or is absent when a vote is taken, your proxy vote **will not be counted**. Therefore, if you appoint someone other than the Chair, you should make sure that they are going to attend the Annual General Meeting.

I APPOINT AS MY PROXY (tick one (1) box only):

The CHAIR of the Annual General Meeting. OR The following PERSON:

If I have appointed the Chair, I expressly authorise the Chair to exercise the proxy even if the resolution is directly or indirectly connected with the remuneration of a member of the key management personnel of the Bank and I have not directed the Chair how to vote on such a resolution.

Name:

C YOUR SIGNATURE

If you are a member jointly with someone else, only the 'primary (first named) joint member' needs to sign.
If you have appointed someone else as your attorney, your attorney can sign this Appointment of Proxy on your behalf.

Individual Member or Primary Joint Member

.....
Your Signature (or Attorney's Signature)

Members that are Bodies Corporate

A body corporate member must sign this Appointment of Proxy form in accordance with its Constitution.

.....
Signature of Director*/Sole Director and Secretary*/Authorised Person*

.....
Signature of Director*/Secretary*/Authorised Person*

(Delete whichever is not applicable)*

D TICK THE APPROPRIATE BOX**ELECTION AND APPOINTMENT OF DIRECTORS****COMPLETE THIS SECTION TO DIRECT YOUR PROXY WHO YOU WISH TO VOTE FOR****Item 4: Election and Appointment of Directors**

To direct your proxy how to vote, please place a tick (✓) in **TWO (2) boxes only**.

Note: As there are 5 candidates standing for election and only two (2) vacancies available, you can only vote for two (2) of the candidates listed here. A vote for one (1) candidate only is also a valid vote.

Alex Claassens	<input type="checkbox"/>
Moray Vincent	<input type="checkbox"/>
Anthony Matis	<input type="checkbox"/>
Bruce Williams	<input type="checkbox"/>
Anton Usher	<input type="checkbox"/>

GENERAL RESOLUTION**COMPLETE THIS SECTION TO DIRECT YOUR PROXY HOW TO VOTE ON THESE RESOLUTIONS****Item 5: Determine the Remuneration of Directors**

To consider and if thought fit pass the following Ordinary Resolution:

Ordinary Resolution 1 - Director Remuneration

“That Remuneration to be paid to Directors for the period from the 2020 Annual General Meeting to the 2021 Annual General meeting be a lump sum of up to \$380,000 with payments to individuals from that lump sum to be at the discretion of the Board and such amounts to incorporate all FBT and Superannuation commitments payable

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL RESOLUTION**COMPLETE THIS SECTION TO DIRECT YOUR PROXY HOW TO VOTE ON THESE RESOLUTIONS****Item 6: Constitutional Amendments**

To consider and if thought fit pass the following Special Resolution:

Special Resolution 1

“That the Banks Constitution be amended in the manner set out in the marked-up version of the Constitution tabled at the meeting and, for the purposes of identification, signed by the Chairman”

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Explanatory Notes were provided with the Notice of Meeting

If you mark the ABSTAIN box, you are directing your proxy not to vote at the Annual General Meeting and your vote will not be counted when calculating whether the required majority has passed the resolution.

E WHAT DO I DO NEXT?

Once you have completed and signed this Appointment of Proxy form it must be forwarded to the Returning Officer by:

- scanning the completed form and emailing it to the Returning Officer at agm@australianmutual.bank; or
- hand-delivering it to any Australian Mutual Bank office so it can be directed to the Returning Officer; or
- posting it direct to the Returning Officer, Australian Mutual Bank, PO Box 881, Haymarket, NSW 1240r

If your attorney signed this Appointment of Proxy, you must also send us the original or a certified copy of the Power of Attorney. If an authorised person signed this Appointment of Proxy for a body corporate member, the original or a certified copy of the authorisation must also be sent to us.

IMPORTANT: For your appointment to be valid this Appointment of Proxy must reach the Returning Officer by no later than 3.00pm (Sydney time) Monday, 23 November 2020.