

# NOTICE OF ANNUAL GENERAL MEETING

## IMB Ltd ABN 92 087 651 974



NOTICE is hereby given that the Annual General Meeting of Members of IMB Ltd (ACN 087 651 974) (the Company) will be held as follows:

**Date:** Monday, 9 November 2020  
**Time:** 10.30am (AEDT)  
**Venue:** online at <https://agmlive.link/IMB20>

IMB Bank takes the health and safety of our members, employees and the broader community seriously. Given the continuing risks and uncertainty faced as a result of COVID-19, and having regard to the guidance from the Government and regulators, the 2020 Annual General Meeting (AGM) of the Company will be conducted as a **virtual** meeting.

### HOW TO JOIN THE MEETING ONLINE

- We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the meeting.
- Log in online at <https://agmlive.link/IMB20> from a desktop, mobile or tablet device with internet access and wait for **registration to commence from 9:30am (AEDT)**.
- Once registration opens, enter your full name, mobile number, email address and company name (if applicable) to view the Meeting.

If you intend to join the virtual AGM, we strongly recommend that you test to see that it works on your device before the AGM commences. Further information on how to participate virtually, including device configurations, is set out in the **Virtual Meeting Online Platform Guide** available at [www.imb.com.au/agm](http://www.imb.com.au/agm).

Members will be able to access an archived recording of the AGM shortly after its completion on our website at <https://www.imb.com.au/agm>.

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the AGM should proceed if a technical difficulty arises. In exercising this discretion, the Chairman will consider the number of members affected and the extent to which participation in the business of the meeting is affected. Where the Chairman considers it appropriate, the Chairman may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, members are encouraged to lodge a directed proxy in advance of the meeting even if they plan to attend the AGM online.

### MEMBER QUESTIONS AND DISCUSSION

Discussion will take place on all items of business to be considered at the meeting. All members will have a reasonable opportunity to submit questions during the AGM through the online AGM platform, including an opportunity to submit questions of the Company's external auditor. To ensure that as many members as possible have the opportunity to submit questions, members are requested to observe the following guidelines:

- all member questions should be relevant to the business of the meeting, including matters arising from the Financial Report, Directors' Report and Auditor's Report, and general questions about the performance, business or management of the Company;
- if a member has more than one question on an item of business, all questions should be submitted at the one time; and
- members should not submit questions at the meeting regarding personal matters or those that are commercial in confidence.

Members are also encouraged to submit written questions online in advance of the AGM and can do so by going to:

<https://investorcentre.linkmarketservices.com.au/voting/imb>

Alternate options for IMB Bank members who are unable to submit their questions online are as follows:

- Visit an IMB Bank branch, where our staff will be happy to assist you to submit your questions via the online facility by Monday, 2 November 2020;
- Complete and lodge a Question Form (available at [www.imb.com.au/agm](http://www.imb.com.au/agm)) via one of the specified methods, by Monday, 2 November 2020.

We will attempt to address the more frequently asked questions in the Chairman and Chief Executive's presentations to the Meeting.

## HOW TO VOTE AT THE VIRTUAL AGM OR IN ADVANCE OF THE MEETING

Online voting will be open between the commencement of the Meeting at 10:30am (AEDT) on 9 November 2020 and the time at which the Chair announces voting has closed.

Members and proxyholders who register to vote at the virtual AGM will need to register their details and accept the Terms and Conditions.

- Go to <https://agmlive.link/IMB20>;
- In order to be verified as a Member, you will need to provide your Member Number;
- If you are an appointed proxy, you will need to enter the Proxy Number issued to you by Link Market Services in the 'Proxy Details' section. Link Market Services will contact proxyholders at least 24 hours prior to the start of the AGM to provide them with the proxyholder login information that they will need to enter in the online AGM platform.
- Click the '**Register**' button.
- To vote, click the '**Get Voting card**' box:
  - Your voting card will appear with all of the resolutions to be voted on at the meeting;
  - Place your vote by clicking on the 'For', 'Against', or 'Abstain' voting buttons;
  - Once you have finished voting on the resolutions scroll down to the bottom of the box and click the '**Submit Vote**' button.

Alternate voting options for IMB Bank members who are unable to join the virtual AGM online:

- Lodge a proxy vote online before **10:30am (AEDT) on Saturday, 7 November 2020** by going to <https://investorcentre.linkmarketservices.com.au/voting/imb>
- Visit an IMB Bank branch, where our staff will be happy to assist you to submit your proxy vote via the online facility by **10:30am (AEDT) on Saturday, 7 November 2020**;
- Complete and lodge a proxy form available from [www.imb.com.au/agm](http://www.imb.com.au/agm) before **10:30am (AEDT) on Saturday, 7 November 2020** using one of the methods specified on the Proxy Form.

## HOW TO ASK A QUESTION AT THE VIRTUAL AGM

To ask a question click on the '**Ask a Question**' box:

- Select the item of business your question relates to and type your question in the area provided.
- Once you have typed your questions, click the button '**Submit Question**'.

## ITEMS OF BUSINESS

### 1. Receipt of Annual Financial Report

Receipt of the Company's Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2020.

### 2. Reappointment of Directors – Resolutions 1, 2 and 3

#### Resolution 1: Re-appointment of Jan Margaret Swinhoe as a director

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

That Ms. Jan Margaret Swinhoe be re-appointed as a director with immediate effect.

Ms. Swinhoe, having served as a director for 3 years since last appointed, must retire from office at the start of IMB's 2020 Annual General Meeting, in accordance with Article 13.20 of the Constitution. Being eligible, Ms. Swinhoe offers herself for re-appointment as a director.

#### Resolution 2: Re-appointment of Peter John Fitzgerald as a director

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

That Mr. Peter John Fitzgerald be re-appointed as a director with immediate effect.

Mr. Fitzgerald, having served as a director for 3 years since last appointed, must retire from office at the start of IMB's 2020 Annual General Meeting, in accordance with Article 13.20 of the Constitution. Being eligible, Mr. Fitzgerald offers himself for re-appointment as a director.

#### Resolution 3: Re-appointment of Harry Walter Wendt as a director

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

That Dr. Harry Walter Wendt be re-appointed as a director with immediate effect.

Dr. Wendt was appointed to fill a casual vacancy on IMB's board in July 2020, in accordance with Article 13.2 of the Constitution. Under Article 13.20, Dr. Wendt's casual appointment ends at the start of the next Annual General Meeting after his appointment. Being eligible, Dr. Wendt offers himself for re-appointment as a director.

A Member entitled to participate and vote is entitled to appoint a proxy to participate and vote in their place, and that proxy need not be a Member of IMB.

## NOTES

### 1. Availability of Report

The audited profit and loss accounts and balance sheets and the Directors' and Auditor's reports may be inspected at any office of the company 21 days prior to the Annual General Meeting. A full copy of IMB's Annual Financial Report is available for all members to view and print from IMB's website at the following internet address:

<https://www.imb.com.au/investor-centre-financial-a-corporate-reports.html>

### 2. All Resolutions to be determined by Poll

As Members are asked to participate virtually in the meeting, each resolution considered at the meeting will be conducted by a poll. The Board considers voting by poll to be in the interests of members as a whole as it ensures the views of as many members as possible are represented at the meeting. This approach is also in line with legislative requirements which permit the holding of virtual meetings as a result of COVID-19.

### 3. Voting Eligibility

Members are qualified to vote if they have held a minimum deposit of \$250 with the Company continuously for a period of at least 90 days immediately preceding the meeting or if they are the holder of at least 100 fully paid shares of the Company.

### 4. Body Corporate Members

A person participating in the meeting as the representative of a body corporate must be appointed in accordance with the Constitution, and may not act for more than 3 Members, unless that person is the Chairman of the meeting. A form for such appointment may be obtained from the Company Secretary or from [www.imb.com.au/agm](http://www.imb.com.au/agm)

Such representative shall be entitled to register for the meeting and vote if the appointor is entitled to vote, the form of appointment (and any power of attorney under which the appointment is signed, or in the case of an unregistered power, a copy of that power or authority certified as a true copy) has been lodged with the Company Secretary not less than 48 hours before the meeting and the appointment has not been withdrawn.

#### **5. Proxy Appointments**

A proxy need not be a Member of IMB. A person appointed as proxy may not act for more than 3 Members unless that person is the Chairman of the meeting. A Member (if any) who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise (*N.B. this sentence is included as it is required to be included under IMB's Constitution, however, no Member is entitled to cast two or more votes on a resolution that is the subject of this meeting and therefore this statement is not applicable*).

If a Member appoints the Chairman of the meeting as the Member's proxy and does not indicate how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that Member, in favour of that item.

A proxy shall be entitled to participate in the meeting and vote if the appointor is entitled to vote, the form of appointment (and any power of attorney under which the appointment is signed, or in the case of an unregistered power, a copy of that power or authority certified as a true copy) has been lodged with the Company Secretary not less than 48 hours before the meeting and the appointment has not been withdrawn.

#### **BY ORDER OF THE BOARD**

LB Wise, Company Secretary  
29 September 2020

# EXPLANATORY MEMORANDUM TO NOTICE OF MEETING



This Explanatory Memorandum sets out further information regarding the resolutions to be considered at the Annual General Meeting of IMB Ltd (**IMB**) to be held on **9 November 2020** commencing at **10.30am (AEDT)**.

All capitalised terms in this explanatory memorandum and the notices of meeting for the Annual General Meeting have the same meanings given to those terms in the Constitution of IMB.

## ***Resolution 1 of the Annual General Meeting: Re-appointment of Jan Margaret Swinhoe as a director***

Ms. Swinhoe is seeking re-appointment as a director of IMB.

### **Jan Margaret Swinhoe - BSC (HONS) AIAA GAICD**

Ms. Swinhoe, aged 63, has been a non-executive director of IMB since 2014. Ms Swinhoe has over thirty years' experience in the financial services sector in a career that spanned corporate superannuation, derivatives trading, capital markets origination and institutional relationship banking. Ms Swinhoe is Chairperson of the IMB Community Foundation Committee, and is a member of the Risk Committee and People & Culture Committee. Ms Swinhoe is currently Chair of Mercer Superannuation Australia Limited, and is a director of Swiss Re Life & Health Australia Limited and the Advisory Board of Swiss Reinsurance Company Limited, Australia Branch. She is also Deputy Chair of Athletics Australia and is a director of Australian Philanthropic Services and was formerly a director of Suncorp Portfolio Services Limited. As well as being a director of IMB Ltd, Ms Swinhoe is also a director of all entities wholly owned by IMB Ltd.

## ***Resolution 2 of the Annual General Meeting: Re-appointment of Peter John Fitzgerald as a director***

Mr. Fitzgerald is seeking re-appointment as a director of IMB.

### **Peter John Fitzgerald - B.Com FCA GAICD**

Mr. Fitzgerald, aged 62, has been a non-executive director since September 2017. Mr. Fitzgerald is a chartered accountant and accomplished Illawarra-based businessman whose experience was gained as a tax and audit partner of KPMG, where he served as Managing Partner of the Wollongong office for over 20 years. Throughout his career he has been responsible for providing business advisory and taxation services to clients, as well as business structuring and commercial business advice. He has been the lead partner on a number of large engagements conducted by KPMG Wollongong, with industry specialisations in professional services, aged care, property and construction and manufacturing. Mr. Fitzgerald is a director of Illawarra businesses Peoplecare Health Insurance and IRT, and was formerly a member of the Council of the University of Wollongong where he chaired the Risk, Audit and Compliance Committee. As well as being a director of IMB Ltd, Mr. Fitzgerald is also a director of all entities wholly owned by IMB Ltd.

## ***Resolution 3 of the Annual General Meeting: Re-appointment of Harry Walter Wendt as a director***

Dr. Wendt is seeking re-appointment as a director of IMB.

### **Harry Walter Wendt - BSc (CompSc), MSc (Astronomy), PhD, GAICD**

Dr. Wendt, aged 58, has been a non-executive director of IMB since July 2020. He has over 28 years' of financial services industry experience, with extensive expertise in using technology to revolutionise customer experiences and transform business. Dr. Wendt is currently a member of the Risk Committee and the People and Culture Committee. Dr. Wendt's previous roles include executive positions with Westpac Banking Corporation and he was formerly a non-executive director of Assembly Payments where he was Chair of the Audit, Risk and Compliance Committee. Dr. Wendt is an adjunct research fellow of the University of Southern Queensland. As well as being a director of IMB Ltd, Dr. Wendt is also a director of all entities wholly owned by IMB Ltd.