

2024

Notice of Annual General Meeting Australian Unity Limited

ABN 23 087 648 888



We are pleased to give notice that the Annual General Meeting (**AGM**) of Australian Unity Limited (**Company**) will be held at Level 1, 271 Spring Street, Melbourne VIC 3000, on Wednesday 30 October 2024, at 2pm Australian Eastern Daylight Time (**AEDT**).

Items of Business

1. Financial statements and reports

To consider, discuss and note the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2024.

For more information, see Item 1 of the Explanatory Notes in this document.

2. Remuneration Report

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

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

In accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**), this vote will be advisory only – the decision will not be binding on the Directors or the Company.

For more information, see Item 2 of the Explanatory Notes in this document.

3. Re-electing Directors

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

'That Kim Cheater, who will retire as a Director and who offers himself for re-election, being eligible, be re-elected as a Director of the Company.'

For more information, see Item 3 of the Explanatory Notes in this document.

Melinda Honig

Melinda Honig
Company Secretary
5 September 2024

Information for Members

1. How to attend the AGM

The AGM will be held in-person at Australian Unity, Level 1, 271 Spring Street, Melbourne VIC 3000, on Wednesday 30 October 2024, at 2pm AEDT.

To confirm your in-person attendance at the AGM, please RSVP by Monday 21 October 2024, by emailing memberrelations@australianunity.com.au or by calling us on 1300 682 744 with your name, member number (found on our AGM letter or email to you) and the number of attendees.

The AGM will also be broadcast live online at australianunity.com.au/agm (**Live Stream**); however, members will not be able to formally participate (for example, vote and ask questions) in the AGM by viewing the Live Stream.

2. Registration

Registration will open at 1pm AEDT on the day of the AGM. You may be asked for proof of identity, so please bring this along with you.

3. Participation rights

Guardian Members and Australian Unity Members that are deemed 'financial' on 25 September 2024 can attend and speak at the AGM. To be deemed 'financial', the member must pay any and all contributions owing by that date or be a registered holder of a mutual capital instrument (**MCI**).

Guardian Members and Australian Unity Members that meet the 'financial' requirements above are entitled to attend and speak at the AGM.

4. Voting rights for Eligible Guardian Members

Each Guardian Member of the Company is entitled to one vote on each resolution, provided they are deemed 'financial' on 25 September 2024. If you meet the criteria in this paragraph, you are an '**Eligible Guardian Member**'.

If you are the holder of an MCI and an Australian Unity product or service that confers membership and you receive two communications about voting at the AGM, please ensure you only vote once on each resolution.

5. How to find out your membership category

If you are unsure as to whether you are a 'Guardian Member' or an 'Australian Unity Member', please login to your member portal account at members.australianunity.com.au and click on the 'My details' tab at the top. Once in this tab, scroll down to the bottom of the page and refer to the information under 'Membership details' to determine if you are a Guardian Member or an Australian Unity Member. To create an account to access the member portal, please go to australianunity.com.au/benefits.

6. How to vote

Eligible Guardian Members can vote at the AGM in the following ways:

- **Direct voting prior to the AGM:** you can do this online at voteagm.australianunity.com.au or by submitting a paper voting/proxy form to Link Market Services (Link) (if you have received one). Direct votes must be received no later than 2pm AEDT on Monday 28 October 2024;
- **Appointing a Proxy:** you can do this online at voteagm.australianunity.com.au or by submitting a paper voting/proxy form to Link (if you have received one). More information about appointing a proxy can be found on this page; or
- **Attending the AGM:** you can submit your vote in person by attending the AGM.

7. Proxies

Eligible Guardian Members have the right to appoint a single proxy who does not need to be a member of the Company.

If an Eligible Guardian Member appoints the Chair as their proxy and does not specify how they are to vote on an item of business, the Chair will vote in favour of the resolution. All proxies must be lodged 48 hours before the AGM, being no later than 2pm AEDT on Monday 28 October 2024.

Online proxy appointment

Eligible Guardian Members may appoint a proxy online via voteagm.australianunity.com.au. If you are exercising a proxy in your power as an attorney, you must electronically declare that you are exercising your power as an attorney in accordance with the relevant Power of Attorney.

Paper proxy appointment

If an Eligible Guardian Member has received a hard copy voting/proxy form, it can be delivered to Link as follows:

- by hand during business hours (Monday to Friday, 9am to 5pm AEDT) to Link Market Services Limited at either:
 - Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150; or
 - Level 12, 680 George Street, Sydney NSW 2000; or
- Faxed to (02) 9287 0309; or
- Mailed to c/- Link Market Services Limited, Reply Paid 1509, Sydney South NSW 1234.

8. Annual Report

The Company's Annual Report is available electronically at australianunity.com.au/agm from mid-late September.

Hard copies will be sent by mail to those members who elect to receive one in that manner and will be available at the AGM.

Additionally, electronic or hard copies may be requested by email to memberrelations@australianunity.com.au.

9. Questions

The Chair will endeavour to answer as many questions as possible during the AGM and will address the most commonly pre-asked questions in the Chair's address. If you are an Eligible Guardian Member or Australian Unity Member and you have a question or a comment, you can do the following:

- email your question to memberrelations@australianunity.com.au by 5pm AEDT on Wednesday 23 October 2024; or
- attend the AGM, register your attendance and raise your questions and/or comments in person.

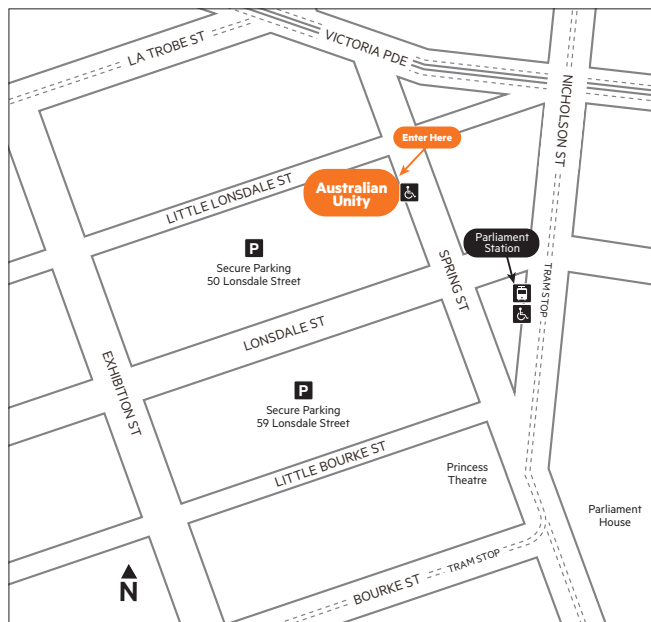
10. Getting there

The AGM will be held at Australian Unity, Level 1, 271 Spring Street, Melbourne. You can enter the venue via Spring Street, which is wheelchair accessible.

Attendees may park at Secure Parking for a fee, at either:

- 59 Lonsdale Street, Melbourne; or
- 50 Lonsdale Street, Melbourne (access via Little Lonsdale Street).

The nearest train station is Parliament Station, and the nearest tram stop is Stop 10 on Nicholson Street; both are wheelchair accessible.



Explanatory Notes

Item 1 – Financial statements and reports

The Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2024 will be presented at the meeting (as required by section 317 of the Corporations Act).

While the Board of the Company (**Board**) will have already approved these reports (meaning they will not require member approval), members will be invited to ask questions, make comments and note these reports at the AGM.

Item 2 – Remuneration Report

The Remuneration Report for the financial year ended 30 June 2024 is set out in the Annual Report 2024 as part of the Directors' Report. This report will be available at australianunity.com.au/companyperformance from mid-late September.

The Remuneration Report includes:

- an explanation of the Company's policy for determining the remuneration of Directors and Executives;
- a discussion of the relationship between that policy and the Company's performance; and
- details of the performance conditions associated with the remuneration of Directors and Executives.

As outlined in section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company. Members will be given a reasonable opportunity to ask questions and make comments on the report, and the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

Directors' recommendation

The Directors unanimously recommend that Eligible Guardian Members vote in favour of the resolution in Item 2.

Note: this resolution is proposed as an ordinary resolution. This resolution will only be passed if at least 50 percent of the votes cast by or on behalf of Eligible Guardian Members are cast in favour of the resolution.

Item 3 – Re-electing Kim Cheater as Director

Rule 4.5(b) of the Company's constitution states that a Director who is appointed by the Board shall hold office only until the next AGM. Kim Cheater was appointed a Director in the period since the 2023 AGM and will retire and offer himself for re-election.

The Company conducted appropriate checks in relation to Mr Cheater's background and experience, including a 'Fit and Proper' assessment under APRA Prudential Standard CPS 520 *Fit and Proper*. The background checks did not reveal any information of concern. The Board considers Mr Cheater to be Independent and has not identified any interest, position or relationship that he holds that might or may reasonably be perceived to materially influence his capacity to bring independent judgement to bear on issues before the Board or to act in the best interests of the Company as a whole.

Mr Cheater's profile follows:



Kim Cheater
BEC, FCAANZ, FAICD

Mr Cheater was appointed to the Board on 1 March 2024.

Mr Cheater is an experienced non-executive director. He is currently Chair of the South Australian Museum and Alwyndor Aged Care and a non-executive director of RAA Group, RAA Insurance and ReturnToWorkSA. He is also a member of the Advisory Boards for Sarah Constructions and for Sarah Group Holdings, a Council member of Flinders University and the Independent Chair of the Audit, Risk & Investment Committee for Minda Inc.

Mr Cheater is a Fellow of the Australian Institute of Company Directors and a Fellow of Chartered Accountants Australia and New Zealand.

Mr Cheater was a partner at PwC for nearly 20 years and former Managing Partner of the Adelaide Office. He led the Governance, Risk and Cyber Security business of PwC in Adelaide as well as the Financial Services practice.

Mr Cheater also led PwC's national Reconciliation Action Plan initiatives. He was appointed by the South Australian Governor as an Ambassador for Aboriginal Employment and recognised as a Distinguished Alumnus by Flinders University for his contribution to business and Reconciliation.

Mr Cheater has not held any other directorships of listed entities.

Directors' recommendation

The Directors (other than Mr Cheater) support the election of Kim Cheater as Director.

Note: this resolution is proposed as an ordinary resolution. This resolution will only be passed if at least 50 percent of the votes cast by or on behalf of Eligible Guardian Members are cast in favour of the resolution.

For Real Wellbeing Since 1840

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