

ASX Announcement

7 September 2022

Australian Unity Limited – Notice of Annual General Meeting and Proxy Form

Please find **attached** Australian Unity Limited's Notice of Annual General Meeting (AGM) and Proxy Form for its AGM to be held on Wednesday, 26 October 2022.

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This announcement has been authorised for distribution to the ASX by:

Melinda Honig

Company Secretary

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If securityholders or other interested parties require further information please contact:

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ASX code:
AYU

Securities on Issue:
AYUPA – 3,434,000
AYUHC – 1,150,192
AYUHD – 2,070,000

Issuer:
Australian Unity Limited
ACN 087 648 888

Enquiries:
Australian Unity Registry
1300 554 474

Contact details:
Australian Unity Limited
271 Spring Street
Melbourne VIC 3000
Tel: 13 29 39

The listing of Australian Unity Securities on the ASX does not affect Australian Unity Limited's status as a mutual entity

Notice of Annual General Meeting Australian Unity Limited

ABN 23 087 648 888

2022



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 26 October 2022, at 2:00pm 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 2022.

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

2. Remuneration Report

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

'That the Remuneration Report for the financial year ended 30 June 2022 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. Electing Directors

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

- (a) the re-election of Paul Kirk who will retire as a Director and, being eligible, offers himself for re-election;
- (b) the re-election of Lucinda Brogden AM who will retire as a Director and, being eligible, offers herself for re-election; and
- (c) the re-election of Dr Helen Nott who will retire as a Director and, being eligible, offers herself for re-election.

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

Melinda Honig

Melinda Honig
Company Secretary

7 September 2022

Information for Members

1. How to attend the AGM

The AGM will be held in-person at Level 1, 271 Spring Street, Melbourne VIC 3000, on Wednesday 26 October 2022, at 2:00pm AEDT. Given the changing nature of the subsisting COVID-19 pandemic, the venue for the AGM may change. If the venue changes, this will be announced on the Australian Securities Exchange's (ASX) 'market announcements platform'. The Company's ASX releases can be accessed here:

australianunity.com.au/media-centre/asx-announcements

The AGM will also be broadcast live online at australianunity.com.au/companyperformance (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 1:00pm AEDT on the day of the AGM. You may be asked for proof of identity, so please bring this along with you.

3. Voting rights

Each Guardian Member of the Company is entitled to one vote, provided they are 'financial' on 21 September 2022. To be deemed 'financial', Guardian Members must pay any and all contributions owing by that date or be a registered holder of a 'mutual capital instrument' (MCI). 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.

If you are unsure as to whether you are a Guardian Member, please go to australianunity.com.au/benefits to create an account to access our member portal. If you already have a member portal account, please visit [members.australianunity.com.au](https://australianunity.com.au/members). When you are in the member portal, 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 the 'Membership details' heading to determine if you are a Guardian Member or an Australian Unity Member.

If you are an Eligible Guardian Member, you can vote at the AGM in the following ways:

- **Appointing a Proxy:** you can do this online at voteagm.australianunity.com.au or by submitting a paper proxy form to Link Market Services (Link) (if you have received one). Paragraphs 4, 5 and 6 below provide more information about appointing a proxy; or
- **Attending the AGM:** by attending the AGM and submitting your vote in person at the AGM.

Australian Unity Members are ineligible to vote at the AGM. However Financial Australian Unity Members, as defined in paragraph 7 below, can attend and speak at the AGM.

Further Information

4. 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 or Company Secretary as their proxy and does not specify how they are to vote on an item of business, he or she will vote in favour of the resolution. All proxies must be lodged 48 hours before the AGM, being no later than 2:00pm AEDT on 24 October 2022.

5. Online Proxy Appointment

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

6. Paper Proxy Appointment

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

- a) by hand during business hours (Monday to Friday, 9:00am – 5:00pm AEDT) to C/- 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
- b) Faxed to (02) 9287 0309; or
- c) Mailed to C/- Link Market Services Limited, Reply Paid 1509, Sydney South NSW 1234.

7. Documents and questions

The Company's Annual Report – including the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2022 (**Annual Report**) will be available at the AGM or members can email memberrelations@australianunity.com.au to request that the Annual Report be emailed or mailed. Members can also logon to members.australianunity.com.au to make elections regarding the receipt of key documents. The Annual Report will be available on australianunity.com.au/companyperformance from mid-late September.

Eligible Guardian Members and Australian Unity Members that meet the 'financial' requirements in paragraph 3 are entitled to attend and speak at the AGM (**Financial Australian Unity Member**). The Chair will endeavour to answer as many questions as possible during the AGM and will address the most commonly asked questions in the Chair's address. If you are an Eligible Guardian Member or a Financial 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 5:00pm AEDT on 19 October 2022; or
- attend the AGM, register your attendance and raise your questions and/or comments in person.

The AGM will be held at Australian Unity, Level 1, 271 Spring Street, Melbourne, on Wednesday 26 October, 2022, at 2:00pm AEDT. You can enter the venue via Spring Street, which is wheelchair accessible.

Venue details

Australian Unity is located at 271 Spring Street, Melbourne VIC 3000.

Attendees may park at Secure Parking, 50 Lonsdale Street, Melbourne VIC 3000, or 59 Lonsdale Street, Melbourne VIC 3000 (for a fee).

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 2022 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 2022 is set out in the Annual Report 2022, as part of the Directors' Report. This report will be available on australianunity.com.au/companyperformance from mid-late September.

The Remuneration Report includes:

- a) an explanation of the Company's policy for determining the remuneration of Directors and Executives;
- b) a discussion of the relationship between that policy and the Company's performance; and
- c) 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 who are present at the AGM (including those who have appointed proxies to be present at the meeting) and who are entitled to vote—are cast in favour of the resolution.

Item 3—Electing Directors

Rule 4.3(a) of the Company's constitution states that Directors are elected for a term of three years.

Paul Kirk has served as a Director for the past three years without re-election. He will retire at the end of the AGM and will offer himself for re-election. His profile is set out on a following page. Paul has served as a Director of the Company for 6 years and 7 months, and the Directors of the Company consider Paul to be 'independent' as defined in paragraph 4 of the 'Australian Unity Board Charter' dated 25 May 2022 (**Independent**).

Lucinda Brogden AM and Dr Helen Nott (**New Appointees**) will be appointed to the Board on 8 September 2022 to fill vacancies on the Board and further enhance the Board's capabilities in the areas of business, strategic management and insurance. Rule 4.5(b) of the Company's constitution states that any Director appointed in addition to the existing Directors will only hold office until the next AGM. Lucinda and Helen's profiles are set out on a following page.

The Company conducted appropriate checks in relation to the New Appointees' background and experience, including a 'Fit and Proper' Assessment under APRA Prudential Standard CPS 520. The background checks in relation to the New Appointees did not reveal any information of concern. The Board considers the New Appointees to be Independent and has not identified any interest, position or relationship that either of the New Appointees holds that might influence or may reasonably be perceived to influence in a material respect their 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.

This resolution will involve three separate votes, each recorded as a separate item in the minutes:

- a) the first vote, to re-elect Paul Kirk as a Director;
- b) the second vote, to re-elect Lucinda Brogden AM as a Director; and
- c) the third vote, to re-elect Dr Helen Nott as a Director.

Directors' recommendation

The remaining Directors (who are not up for re-election as part of this item) support the re-election of these Directors because:

- Paul has been a valued member of the Board since 1 February 2016, particularly relating to his leadership of the Audit Committee. Paul's expertise in matters relating to corporate advice, accounting and strategy provide an essential contribution to the Board's mix of skills;
- Lucinda's expertise in strategy, people and culture and public policy further enhance the Board's skills in these areas, putting it in better stead to support the Company's strategic ambitions; and
- Helen's deep and broad experience in highly regulated industries, such as insurance, health, financial services and digital are greatly valued in a highly regulated organisation like Australian Unity.

Note: these resolutions are proposed as ordinary resolutions. These resolutions will only be passed if at least 50 percent of the votes cast by, or on behalf of, Eligible Guardian Members who are present at the AGM (including those who have appointed proxies to be present at the meeting) and who are entitled to vote—are cast in favour of the resolution.

Directors' Profiles



Mr Paul Kirk

BEc, ACA, RITA, MAICD

Mr Kirk was appointed to the Board of Australian Unity Limited on 1 February 2016. He is a Director of a number of Australian Unity Limited subsidiaries, Chair of the Audit Committee and a member of the People, Culture and Remuneration Committee. Mr Kirk is currently Managing Director and Founder of Collins Pitt Associates and is a Director of the St Kilda Football Club. He is a member of the Investment Advisory Committee of Monash University. Mr Kirk was previously a Director of the Melbourne Festival, Worksafe Victoria, Transport Accident Commission and the Victorian Registration and Qualifications Authority.

Prior to this, Mr Kirk held a number of senior positions, both overseas and in Australia, with the major accountancy firm PricewaterhouseCoopers, specialising in the area of corporate advice, turnaround and restructuring, profit improvement, M&A, strategic advice, risk and governance, forensic accounting and insolvency management.

Mr Kirk has not held any directorships of listed entities, in addition to those set out above, during the last three years.



Lucinda Brogden AM

BCom, MOrgPsych, MAICD

Ms Brogden will be appointed to the Board of Australian Unity Limited effective from 8 September 2022. She is currently the Chair of the Diabetes Research Foundation, a Governor of Queenwood School for Girls and a Director of Be Kind Sydney and the National Film and Sound Archive. Ms Brogden served as a Commissioner and Chair of the National Mental Health Commission from 2014–2022.

Ms Brogden has over 30 years' commercial experience and has held a number of roles including with Macquarie Group and Ernst & Young. She has worked in trusted advisory roles with some of Australia's leading CEOs, Managing Partners, Ministers and Chairs in investment banking, finance, law and government.

Ms Brogden has not held any directorships of listed entities.



Dr Helen Nott

BSc (Hons), PhD, FAICD

Dr Nott will be appointed to the Board of Australian Unity Limited effective from 8 September 2022. Dr Nott is currently a board member of the New Zealand Accident Compensation Corporation, and is a Director of Healthdirect Australia Pty Ltd and of the QBE Australia Pacific portfolio of entities including QBE Insurance (Australia) Limited, QBE Lenders' Mortgage Insurance Limited and QBE Insurance (International) Pty Limited. She was previously Vice President and Director of Paralympics Australia Pty Ltd and a Director of QBE Life (Australia) Limited.

Dr Nott has extensive experience within the insurance industry, holding a number of senior roles with Insurance Australia Group and QBE Australia and New Zealand.

Dr Nott has not held any directorships of listed entities, in addition to those set out above, during the last three years.

For Real Wellbeing Since 1840

T 13 29 39

E memberrelations@australianunity.com.au

W australianunity.com.au

271 Spring Street
Melbourne VIC 3000

Australian Unity Limited ABN 23 087 648 888

LODGE YOUR VOTE



ONLINE

voteagm.australianunity.com.au



BY MAIL

Australian Unity Limited
C/- Link Market Services Limited
Reply Paid 1509
Sydney South NSW 1234 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 682 744



X99999999999

PROXY FORM

I/We being a member(s) of Australian Unity Limited and entitled to participate in and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm (AEDT) on Wednesday, 26 October 2022 at Level 1, 271 Spring Street, Melbourne VIC 3000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Noting of the Company's financial statements and reports	☐	☐	☐	3(c) Re-election of Dr Helen Nott as director	☐	☐	☐
2 Adoption of Remuneration Report	☐	☐	☐				
3(a) Re-election of Paul Kirk as director	☐	☐	☐				
3(b) Re-election of Lucinda Brogden AM as director	☐	☐	☐				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF MEMBERS – THIS MUST BE COMPLETED

Member 1 (Individual)

Joint Member 2 (Individual)

Joint Member 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the member. If a joint holding, the first-named joint member must sign. If signed by the member's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

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HOW TO COMPLETE THIS MEMBER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's member register. If this information is incorrect, please make the correction on the form. Members sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your mutual capital instruments using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a member of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. 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.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, the first-named joint member must sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's member registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (AEDT) on Monday, 24 October 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

voteagm.australianunity.com.au

Login to the website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, members will need their 'Australian Unity Limited Member Number' as shown on the front of this Proxy Form (**Member Number**).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link voteagm.australianunity.com.au into your mobile device. Log in using the Member Number and postcode for your membership.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Australian Unity Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

or

Level 12
680 George Street
Sydney NSW 2000

*During business hours Monday to Friday (9:00am - 5:00pm)

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**