

# ASX Announcement

31 August 2023

## **Australian Unity Limited – Notice of Annual General Meeting and Voting/Proxy Form**

Please find **attached** Australian Unity Limited's Notice of Annual General Meeting (AGM) and Voting/Proxy Form for its AGM to be held on Wednesday, 25 October 2023.

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

Melinda Honig

Company Secretary

T: + 61 3 8682 6819

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

Ashley Oliver

Manager – Public Affairs

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E: [media@australianunity.com.au](mailto:media@australianunity.com.au)

**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

**2023**

# 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 25 October 2023, at 2:00pm Australian Eastern Daylight Time (**AEDT**).

# Items of Business

## 1. Financial statements and reports

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To consider, discuss and note the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2023.

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

## 2. Remuneration Report

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

'That the Remuneration Report for the year ended 30 June 2023 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

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

- (a) the re-election of Lisa Chung who will retire as a Director and, being eligible, offers herself for re-election;
- (b) the re-election of Melinda Cilento who will retire as a Director and, being eligible, offers herself for re-election; and
- (c) the re-election of Julien Playoust who will retire as a Director and, being eligible, offers himself for re-election.

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

## 4. Non-executive director remuneration cap

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

'That, with effect from 1 January 2024, the aggregate amount of remuneration payable by the Company to non-executive directors in any financial year for their service as non-executive directors shall total no more than \$2,200,000 per financial year (inclusive of any superannuation contributions payable by the Company on behalf of non-executive directors), divided between the non-executive directors in such appropriate manner as determined by the directors.'

For more information, see Item 4 of the Explanatory Notes in this document.

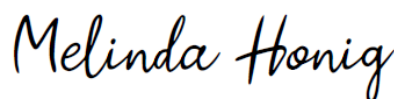
## 5. Appointment of auditor

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

'To appoint KPMG as auditor of the Company with effect from the conclusion of the AGM.'

For more information, see Item 5 of the Explanatory Notes in this document.



**Melinda Honig**  
Company Secretary  
31 August 2023



# Information for Members

## 1. How to attend the AGM

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The AGM will be held in-person at Level 1, 271 Spring Street, Melbourne VIC 3000, on Wednesday 25 October 2023, at 2:00pm AEDT.

The AGM will also be broadcast live online at [australianunity.com.au/agm](https://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

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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. Participation rights

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Guardian Members and Australian Unity Members that are deemed 'financial' on 20 September 2023 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

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Each Guardian Member of the Company is entitled to one vote on each resolution, provided they are deemed 'financial' on 20 September 2023. 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 what category of member you are

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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](https://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](https://australianunity.com.au/benefits).

## 6. How to vote

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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](https://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 2:00pm (AEDT) on Monday 23 October. Members who cast direct votes will be deemed 'present' at the AGM for the purposes of quorum and voting;
- **Appointing a Proxy:** you can do this online at [voteagm.australianunity.com.au](https://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:** by attending the AGM and submitting your vote in person at the AGM.

## 7. Proxies

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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 2:00pm AEDT on 23 October 2023.

### Online proxy appointment

Eligible Guardian Members may appoint a proxy online via [voteagm.australianunity.com.au](https://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.

### 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, 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
- 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](https://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](mailto: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 a 'financial' Guardian Member or Australian Unity Member and you have a question or a comment, you can do the following:

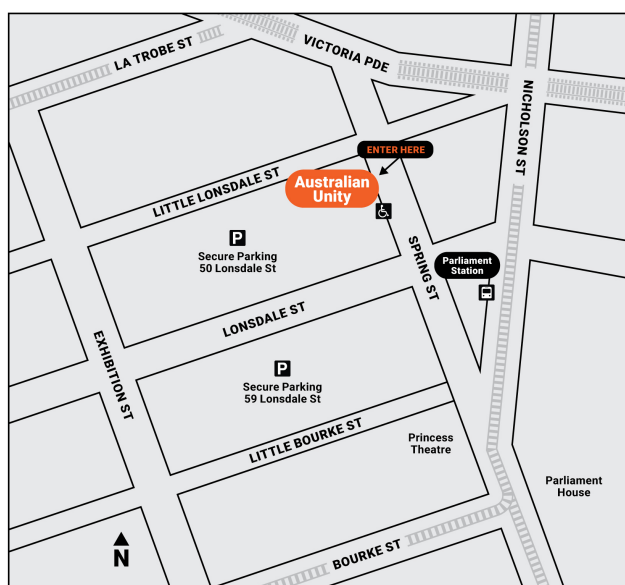
- email your question to [memberrelations@australianunity.com.au](mailto:memberrelations@australianunity.com.au) by 5:00pm AEDT on 18 October 2023; or
- attend the AGM, register your attendance and raise your questions and/or comments in person.

## 10. Getting there

The AGM will be held at Australian Unity, Level 1, 271 Spring Street, Melbourne, on Wednesday 25 October 2023, at 2:00pm AEDT. You can enter the venue via Spring Street, which is wheelchair accessible.

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 2023 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 2023 is set out in the Annual Report 2023 as part of the Directors' Report. This report will be available at [australianunity.com.au/companyperformance](https://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 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

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

Lisa Chung has served as a Director for the past three years without re-election. She will retire at the end of the AGM and will offer herself for re-election. Her profile is set out on this page. Lisa has served as a Director of the Company for 6 years (10 months as Chair), and the Directors of the Company consider Lisa to be 'independent' as defined in the Australian Unity Board Charter (**Independent**).

Melinda Cilento has served as a Director for the past three years without re-election. She will retire at the end of the AGM and will offer herself for re-election. Her profile is set out on this and the following page. Melinda has served as a Director of the Company for 9 years (10 months as Deputy Chair), and the Directors of the Company consider Melinda to be Independent.

Julien Playoust 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 the following page. Julien has served as a Director of the Company for 3 years, and the Directors of the Company consider Julien to be Independent.

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

- the first vote, to re-elect Lisa Chung as a Director;
- the second vote, to re-elect Melinda Cilento as a Director; and
- the third vote, to re-elect Julien Playoust as a Director.

#### **Directors' recommendation**

The remaining Directors (who are not up for re-election as part of each vote) support the re-election of Lisa Chung, Melinda Cilento and Julien Playoust.

**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.**

### Director profiles

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**Lisa Chung**  
AM, LLB, FIML, FAICD

Ms Chung was appointed to the board of Australian Unity Limited on 30 June 2017 and appointed Chair on 26 October 2022. She is a director of a number of Australian Unity Limited subsidiaries and a member of the Audit Committee, member of the Investment Committee, member of the People, Culture & Remuneration Committee and member of the Risk & Compliance Committee. Ms Chung is currently chair of The Front Project, a director of AV Jennings Limited, Warren and Mahoney Limited, Artspace/Visual Arts Centre, Sydney Community Foundation and the Committee for Sydney and a trustee of the Art Gallery of NSW Foundation.

Prior to this, Ms Chung was a partner specialising in commercial property and infrastructure at Maddocks Lawyers and at Blake Dawson (now Ashurst) where she also held various senior management roles and was an elected member of the firm's board. Ms Chung completed the Advanced Management Program at INSEAD in France in 2004. She was previously the chairman of The Benevolent Society and Urbis and a non-executive director of APN Outdoor Limited.

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



**Melinda Cilento**  
BA, BEc (Hons), MEc, GAICD

Ms Cilento was appointed to the board of Australian Unity Limited on 1 May 2014 and appointed Deputy Chair on 26 October 2022. She is a director of a number of Australian Unity Limited subsidiaries, Chair of the People, Culture & Remuneration Committee, a member of the Investment Committee and member of the Risk & Compliance Committee. She is also Co-Chair of Reconciliation Australia and until 1 May 2019 was a director of Woodside Petroleum.

In addition to her directorships, Ms Cilento is the Chief Executive Officer of the Committee for Economic Development of Australia. She is a member of the Parliamentary Budget Office panel of expert advisors, a member of the Australian Statistical Advisory Council and a member of the Ministerial Advisory Committee and Skilled Migration. She has previously been a Commissioner with the Productivity Commission and worked for eight years with Australia's leading CEOs at the Business Council of Australia, including four years as Deputy Chief Executive. Prior to joining the Business Council of Australia, Ms Cilento was Head of Economics at Invesco Australia.

Ms Cilento has also worked with the Federal Treasury and International Monetary Fund in Washington DC. She was a director of Wesfarmers General Insurance until June 2014.

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



**Julien Playoust**

BSc (Arch), BArch (Hons), MBA, FAICD

Mr Playoust was appointed to the Board of Australian Unity Limited on 1 February 2020. He is chair of the Investment Committee and a member of the Audit, Risk & Compliance Committee and member of the People, Culture & Remuneration Committees.

He has more than 25 years' experience as a director in public and private companies, including ASX-100, SME and social enterprises. He is passionate about sustainable business models for economic and community good and the arts. He is a proponent of design thinking and cross-disciplinary skills.

Mr Playoust has worked across multiple sectors including property, professional and financial services, media, agriculture, consumer discretionary, energy, technology and the arts, focusing on business strategy, transformation, mergers and acquisitions, and capital and asset management.

He is a Director of AEH Group; Deputy Chairman of the Art Gallery of NSW Foundation and Chairman of the Finance Committee; Member of the Advisory Board and Chairman of the Investment Committee of The Nature Conservancy, and a member of the Alumni Leaders Group of the UNSW Business School.

Past appointments include: non-executive director of ASX-listed Tatts Group Limited, MCM Entertainment Group Limited and Australian Renewable Fuels Limited; director of TimeOut Group Australia and Venutra Health; and member of the UNSW Art & Advisory Board and the National Gallery of

Australia Foundation Board. He has worked with AMP, NAB and Accenture.

Mr Playoust is a Fellow of the Australian Institute of Company Directors. He holds a Master of Business Administration from UNSW (AGSM), Bachelor of Architecture (First Class Honours) and Bachelor of Science from Sydney University and Company Director Course Diploma from the Australian Institute of Company Directors.

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

#### **Item 4 – Non-executive director remuneration cap**

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At the 2021 AGM of the Company, the Company's members approved a resolution setting an aggregate limit of non-executive director remuneration at \$1,900,000 per financial year, regardless of the number of directors, with the Board to decide how that aggregate remuneration is to be apportioned between directors. Since the approval of the resolution at the 2021 AGM of the Company, the total annual remuneration paid to non-executive directors has remained within the \$1,900,000 aggregate limit.

Since the 2021 resolution, the Australian Unity Group (**Group**) has experienced significant growth and increasing complexity in the environment in which it operates. Notably, the Board has overseen the successful and ongoing development and execution of important social infrastructure projects, including the Herston Quarter development in Brisbane, the sale of our Dental and Disability Services businesses, the merger of a property fund, the acquisition of IOOF Limited, the broader consideration of risk culture at the Group and the implementation of significant regulatory change in the aged care and financial services sectors. These projects have demanded substantial and increasing time commitments from our directors.

Additionally, the overall policy settings and landscape of regulatory compliance has been continuously evolving and expanding, requiring appreciably more time and effort from our directors to stay informed. Their dedication of an appropriate level of time to supporting Australian Unity's overall governance settings and upholding its commitment to community and social outcomes remains critical to the Group's continued success.

To address the challenges and opportunities that have arisen over the years, an increase to the non-executive director remuneration cap to \$2,200,000 per financial year (inclusive of any superannuation contributions payable by the Company on behalf of non-executive directors) is proposed to:

- enable the Board to have added flexibility to appoint an additional director as permitted under the Company's Constitution, allowing the Group to further enhance its 'best practice' governance models;
- ensure the Board maintains the right levels of diversity, skill and experience appropriate for the breadth and depth of the Company;
- position the Board adequately to review and respond to emerging risks that may arise for the Group; and
- align with industry standards, enabling Australian Unity to attract and retain high-quality talent on the Board.

Under Rule 4.14(a) of the Company's constitution, this aggregate limit may only be raised with the approval of members at a general meeting.

**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 who are present at the meeting) and who are entitled to vote—are cast in favour of the resolution.**

#### Directors' recommendation

The Directors unanimously recommend that Eligible Guardian Members vote in favour of the resolution in Item 4.

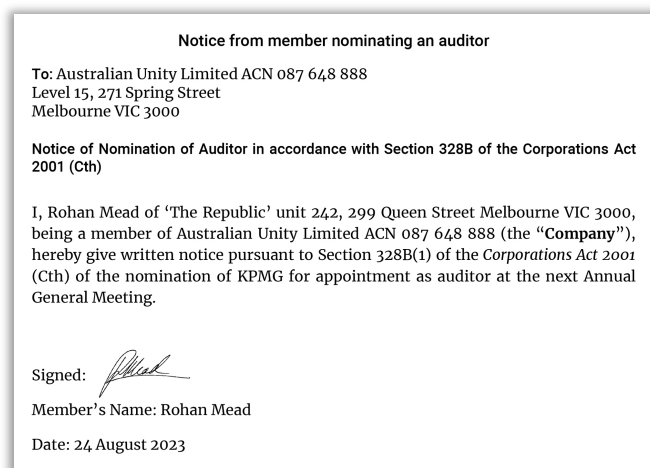
#### Item 5 – Appointment of auditor

PricewaterhouseCoopers (**PwC**) has been the auditor of the Company since 2016.

It is accepted good governance practice to undertake a formal review and tender process from time to time in order to benchmark the incumbent auditor against other firms and to ensure that ongoing independence is maintained. To this end, in late 2022, the Company initiated an evaluation of its external audit requirements, taking into account PwC's tenure and the increasing complexities of the Company's business, leading to a competitive tender process. Through that process, KPMG emerged as the preferred firm. As a consequence, the Company and PwC agreed that PwC would submit its resignation as the Company's auditor.

Accordingly, PwC has sought the Australian Security and Investments Commission's (**ASIC**) consent to resign as auditor of the Company with effect from the end of the AGM. Once ASIC notifies PwC and the Company that it consents to PwC's resignation, PwC will give its notice of resignation to the Company with effect from the end of the AGM.

The Company has received notice from Rohan Mead, being a member, nominating KPMG as the new auditor of the Company. In accordance with section 328B of the Corporations Act, a copy of the notice of nomination of KPMG received by the Company from Rohan Mead is below.



KPMG have provided their consent to be appointed as auditor.

The Audit Committee also noted that KPMG is a well-regarded firm with the breadth and depth of knowledge required to meet the Company's audit requirements.

The Corporations Act requires that the Company's members approve the appointment of a new auditor.

**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 who are present at the meeting) and who are entitled to vote—are cast in favour of the resolution.**

If ASIC does not consent to PwC's resignation as the Company's auditor, PwC will continue to act as the Company's auditor.

#### Directors' recommendation

Subject to receipt of ASIC's consent of PwC's resignation as the Company's auditor, the Board recommends that Eligible Guardian Members vote in favour of the resolution in Item 5.



# For Real Wellbeing Since 1840

T 13 29 39

E [memberrelations@australianunity.com.au](mailto:memberrelations@australianunity.com.au)

W [australianunity.com.au](http://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



X999999999999


## VOTING / PROXY FORM

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

STEP 1 Please mark either A or B

### METHOD A VOTE DIRECTLY OR

☐ elect to lodge my/our  
vote(s) directly (mark box)

 in relation to the Annual General Meeting of the Company to be held at **2:00pm (AEDT) on Wednesday, 25 October 2023**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" or "abstain" for each item.

### METHOD B APPOINT A PROXY

☐ appoint 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, 25 October 2023 at Level 1, 271 Spring Street, Melbourne VIC 3000** (the Meeting) and at any postponement or adjournment of the Meeting.

**Important for Resolutions 2 & 4:** 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 Resolutions 2 & 4, even though the Resolutions are 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

**Voting Directions and 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3(c) Re-election of Julien Playoust as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4 Increase of Non-executive Director Remuneration Cap	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(a) Re-election of Lisa Chung as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Appointment of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b) Re-election of Melinda Cilento as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



\* 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)

Sole Director and Sole Company Secretary

Joint Member 2 (Individual)

Director/Company Secretary (Delete one)

Joint Member 3 (Individual)

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).

AULU PRX2301G

## HOW TO COMPLETE THIS VOTING / 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.**

### METHOD A – VOTE DIRECTLY

If you marked the box in **METHOD A** you are indicating that you wish to vote directly. Please mark either "**For**", "**Against**" or "**Abstain**" for each item for your vote to be counted on that item. If you vote on at least one item but leave other item(s) blank, the vote on the item(s) marked will be valid but no vote will be counted or treated as being cast for the item(s) left blank. If you mark more than one box on an item, your vote on that item will be invalid. If no direction is given on all of the items then the Chairman of the Meeting will be deemed to be your appointed proxy.

If you mark the boxes in **METHOD A** and **METHOD B** then **METHOD B** is deemed the chosen method. The person named will be your proxy, or if no person is named, the Chairman of the Meeting will be your appointed proxy.

If you have lodged a direct vote, and then attend and vote at the Meeting, your direct vote will be cancelled. Attending the Meeting (for example to ask a question) will not invalidate your direct vote. If you plan to lodge a direct vote and also plan to attend the Meeting, please phone the Company's share registry on the number above.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting / Proxy Form the total number of votes in each of the categories "**for**" and "**against**" and their votes will be valid.

The Chairman's decision as to whether a direct vote is valid is final and conclusive.

### METHOD B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in **METHOD B**. 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 the box provided. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. If your named proxy attends the Meeting but does not vote on a poll on an item in accordance with your directions, the Chairman of the Meeting will become your proxy in respect of that item. The voting intentions of the Chairman of the Meeting are set out in the Voting / Proxy Form.

A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

### 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](http://www.linkmarketservices.com.au).

### LODGEMENT OF A VOTING/PROXY FORM

This 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, 23 October 2023**, being not later than 48 hours before the commencement of the Meeting. Any form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

[voteagm.australianunity.com.au](http://voteagm.australianunity.com.au)

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



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote or proxy by scanning the QR code adjacent or enter the voting link [voteagm.australianunity.com.au](http://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.**