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Notice of 2014  
**Annual General Meeting**

# Annual General Meeting

Dear shareholder,

On behalf of the Board, I am pleased to invite you to attend the Bendigo and Adelaide Bank Limited ("Company") Annual General Meeting ("AGM") on Monday 27 October 2014 at 11am in Bendigo.

As we did last year, for those of you who cannot make it to Bendigo for the AGM, we will be holding shareholder information sessions at the Company's Adelaide and Docklands offices. The details of the shareholding information sessions are as follows:

## Docklands office

**120 Harbour Esplanade, Docklands  
Tuesday 21 October 2014 at 6pm**

## Adelaide office

**80 Grenfell Street, Adelaide  
Thursday 23 October 2014 at 6pm**

These sessions will cover the matters to be put to shareholders at the AGM, and will be an opportunity for you to meet with and ask questions of directors and the Company's senior management team. Drinks and canapés will be provided. Shareholders attending in Adelaide will also have an opportunity to tour the Company's new Adelaide office. To register your place at one of these sessions, please call Bendigo and Adelaide Bank Share Registry on 1800 646 042 or email [share.register@bendigoadelaide.com.au](mailto:share.register@bendigoadelaide.com.au) with your preferred location and contact details.

For the AGM, you will find the following enclosed:

- ▶ Notice of AGM, including the business to be conducted and other important information; and
- ▶ Your personalised Voting Form and a reply paid envelope.

A copy of the 2014 Annual Financial Report is available from the Company's website ([www.bendigoadelaide.com.au](http://www.bendigoadelaide.com.au)).

If you are unable to attend the AGM in person, you can vote on any of the resolutions to be considered at the meeting by:

- ▶ casting a direct vote; or
- ▶ appointing a proxy.

You can submit your direct vote or proxy voting instructions **online** at [www.investorvote.com.au](http://www.investorvote.com.au), or you can complete and return the hard copy of the Voting Form using the envelope provided.

Instructions for completing the enclosed Voting Form are set out in the "Voting Information" section of this Notice of AGM. Please complete the direct voting section or the proxy voting section on the Voting Form to ensure your vote is valid. Mail or fax it to the address provided on the Voting Form.

Shareholders who cannot attend the meeting can watch and listen to a webcast of the AGM by logging onto [www.bendigoadelaide.com.au](http://www.bendigoadelaide.com.au).

If you will be attending the meeting, **please bring the attached Voting Form with you** and present it at the registration desk. The bar code at the top of the Voting Form will assist in registering your attendance.

Shareholders are also invited to submit questions on the Company's performance and management and questions to the auditor regarding the auditor's report and the Annual Financial Report. Questions can be asked using the question form in the Notice of AGM or by submitting a question online at [www.bendigoadelaide.com.au/shareholders](http://www.bendigoadelaide.com.au/shareholders).

Following the AGM, shareholders are invited to join directors and senior management for refreshments in the Banquet Room of The Capital Theatre, Bendigo.

The AGM is an important event. We encourage you to participate by attending in person or electronically through the webcast. Alternatively we hope to see you at one of the shareholder information sessions.

We look forward to meeting as many of you as possible.

Yours sincerely,



**Robert Johanson  
Chairman**

# Notice of Annual General Meeting 2014

Notice is given that the Annual General Meeting (“AGM”) of Bendigo and Adelaide Bank Limited (ABN 11 068 049 178) (“Company”) will be held in Bendigo on Monday 27 October 2014 at:

**11am (Australian Eastern Daylight Saving Time)  
The Capital Theatre  
50 View Street, Bendigo, Victoria**

Registration desks will be open from 10.15am in Bendigo

## Business

### 1. Accounts and reports

To receive and consider the Company's financial report, directors' report and report by the auditor for the financial year ended 30 June 2014.

### 2. Re-election of Ms Jacqueline Hey as a director

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

“Ms Jacqueline Hey, who retires from office under Rule 72 of the Company's constitution, is re-elected as a director of the Company.”

### 3. Approval of securities issued

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

“That for the purposes of ASX Listing Rule 7.4, and all other purposes, the issue of ordinary shares by the Company under the institutional placement, as more fully described in the Explanatory Notes which accompany this Notice of Meeting, be approved.”

#### **Voting exclusion statement:**

*The Company will disregard any votes cast on item 3 by a person who participated in the issue of securities referred to in item 3 or their associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a member who is entitled to vote in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as proxy for a member who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

### 4. Remuneration report

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

“The remuneration report for the Company as set out in the annual financial report for the financial year ended 30 June 2014 be adopted.”

**Note:** The vote on this resolution is a non-binding, advisory vote only.

#### **Voting exclusion statement:**

*The Company will disregard any votes cast on item 4 by, or on behalf of,*

- ▶ *a member of Key Management Personnel or their associates, details of whose remuneration is included in the remuneration report; and*
- ▶ *their closely related parties*

*unless the vote is cast:*

- ▶ *as a proxy for a person entitled to vote in accordance with a direction on the Voting Form; or*
- ▶ *by the Chairman of the meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.*

### Explanatory Notes and Voting Information

For more information and voting information on the above resolutions please see Explanatory Notes and further information about the meeting in this Notice of Meeting.

#### **By Order of the Board**

**William Conlan  
Company Secretary  
2 September 2014**

#### **The Bendigo Centre**

PO Box 480  
Bendigo, Australia, 3552  
Telephone: (03) 5485 7911  
Facsimile: (03) 5485 7668  
[www.bendigoadelaide.com.au](http://www.bendigoadelaide.com.au)  
Bendigo and Adelaide Bank Limited  
ABN 11 068 049 178

# Explanatory Notes

This information has been included to assist you in making an informed decision about the resolutions to be proposed at the AGM.

## Financial report, directors' report, auditor's report

### 1. Accounts and reports

The Company's 2014 Annual Financial Report (which includes the financial report, the directors' report and the auditor's report) is available from the Company's website at [www.bendigoalelaide.com.au/annualreport](http://www.bendigoalelaide.com.au/annualreport).

The Annual Financial Report is presented to the AGM as required by the Corporations Act, but there is no requirement for shareholders to approve the Annual Financial Report. Accordingly, there is no vote on this item of business.

The Chairman will allow a reasonable opportunity for members at the AGM to ask questions about, or make comments on, the Annual Financial Report and management of the Company. The Chairman will also allow a reasonable opportunity for members at the AGM to ask the auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the Annual Financial Report and the independence of the auditor.

In addition to the opportunity to ask questions at the AGM, written questions to the Company's auditor about the content of the auditor's report and the conduct of the audit of the Annual Financial Report may be submitted up to five business days before the AGM using any of the methods set out in the voting information section below. The questions will be passed on to the auditor. The auditor will prepare a document setting out the questions received and give a copy of the question list to the Company. Copies of the questions will be made available at the registration desk for shareholders attending the AGM. In addition, a reasonable opportunity will be allowed at the AGM for the auditor or their representative to answer the questions that have been submitted.

### 2. Re-election of Ms Jacqueline Hey

Jacquie was appointed to the Board in July 2011 as a non-executive director. Jacquie chairs the Technology and Change Committee and is a member of the Audit and Risk Committees.

This year, under Rule 72 of the Company's Constitution, Ms Jacqueline Hey will retire at the AGM and, being eligible, offers herself for re-election.

The Board regularly reviews the skills, knowledge and experience represented on the Board necessary to contribute to the Board's effectiveness and the Company's success. This involves taking into account the Company's strategy,

which includes building a long term sustainable business focusing on the success of our customers, people, partners and communities.

The Board considers that Jacquie complements the existing skills and experience of the Board by bringing a distinctive background and perspective, particularly with her strong experience in technology, telecommunications, sales and marketing - all areas that are expected to be important drivers in the future success of the Company. Jacquie was CEO of Ericsson in the UK and in Australia and worked with Ericsson for more than 20 years in finance, marketing and sales and in leadership roles in Australia, Sweden, the UK and the Middle East.

Jacquie also has gained extensive experience as a non-executive director. She is a current board member of Qantas Airways Limited, Australian Foundation Investment Company Limited, Melbourne Business School, the Special Broadcasting Service (SBS), Cricket Australia and Honorary Consul of Sweden for Victoria.

The Board has completed an assessment of Ms Hey's nomination for re-election as a director and is recommending her re-election.

The Board has assessed Ms Hey as independent.

**Recommendation:** The directors (excluding Ms Hey because of her interest) recommend the election of Ms Hey as a director.

### 3. Approval of securities issued

The purpose of item 3 is to retrospectively approve the issue of 21,198,157 fully paid ordinary shares under the institutional placement completed by the Company and announced to the ASX Market Announcements Platform on 12 May 2014 ("the Placement") for the purposes of the ASX Listing Rules that govern limits on the number of shares and other securities that can be issued without shareholder approval. The approval would provide the Company with the maximum flexibility to be able to undertake any future equity raisings before needing shareholder approval.

#### Introduction

The Placement involved an offer to institutional investors in Australia and overseas to apply for fully paid ordinary shares in the Company. Under the Placement the Bank issued 21,198,157 fully paid ordinary shares ("the Placement Shares") to 61 institutional investors selected by the Company. Macquarie Capital (Australia) Limited acted as underwriter for the Placement. The Placement Shares were issued on 12 May 2014 at a price of A\$10.85 per share and rank equally in all respects with other ordinary shares in the Company. A total of A\$230 million was raised under the



Placement. The Placement Shares qualify as common equity tier one capital under applicable prudential standards issued by Australian Prudential Regulation Authority (APRA). The capital raised from the issue of the Placement Shares was used to fund the acquisition by the Company of Rural Finance Corporation of Victoria (RFC). The details of the Company's acquisition of RFC were announced to the ASX Market Announcements Platform on 5 May 2014.

ASX Listing Rule 7.1 imposes a limit on the number of equity securities that the Company can issue or agree to issue without shareholder approval – for these purposes, 'equity securities' includes ordinary shares and other prescribed securities (such as preference shares). The purpose of this rule is to protect shareholders from dilution and it effectively provides that, without shareholder approval, the Company cannot issue a number of equity securities which is more than 15 per cent of the number of ordinary shares on issue 12 months before the issue (unless the issue fits within an exemption).

In certain circumstances, ASX Listing Rule 7.4 allows the Company to seek retrospective approval for these purposes rather than before the securities are issued.

Equity securities that are issued with shareholder approval or under other exemptions in the ASX Listing Rules (e.g. under a share purchase plan or dividend reinvestment plan) do not dilute this 15 per cent capacity.

The Board has decided to seek shareholder approval under ASX Listing Rule 7.4 in respect of the Company's issue of the Placement Shares for the reasons set out below.

#### **Why are we seeking shareholder approval?**

The Company's capital base is critical to its ability to manage its business. The Company funds itself from various sources, including deposits, borrowings in the debt capital markets and equity capital. It is important that the Company has access to all available forms of capital.

The approval of shareholders is being sought to provide the Company with the maximum flexibility to undertake equity raisings without the need for further shareholder approval. The requirement to obtain shareholder approval for an issue, at the time of issue, could limit the Company's ability to take advantage of opportunities that may arise to raise equity capital.

The Company confirms that the issue of the Placement Shares has not resulted in a breach of ASX Listing Rule 7.1. If shareholders approve item 3, any future equity raisings will remain subject to the 15 per cent limit set out in ASX Listing Rule 7.1.

On 2 September 2014, the Board approved the issue of a prospectus for a new issue of Convertible Preference Shares (called "CPS2"), which fall within the definition of 'equity securities' for the purposes of ASX Listing Rule 7.1. It is expected that the prospectus will be lodged with the Australian Securities and Investments Commission (ASIC) and announced to the ASX Market Announcements Platform on or about 3 September 2014. The details of the new issue of CPS2 is set out in the prospectus.

The Board will only decide to issue further equity securities if it considers it is in the best interests of the Company to do so. This may depend, among other things, on the capital position of the Company, conditions in domestic and international capital markets and changes in the prudential rules impacting the Company.

**Recommendation:** The directors consider that the approval of the issue of the Placement Shares described above is in the interests of the Company as it provides the Company with the flexibility to issue up to the maximum number of equity securities permitted under ASX Listing Rule 7.1 in the next 12 months (without further shareholder approval), should it be required. Accordingly, the Board recommends that shareholders eligible to do so vote in favour of item 3.

#### **4. Remuneration report**

The Annual Financial Report for the financial year ended 30 June 2014 contains a remuneration report which sets out the remuneration policies for the Group and reports the remuneration arrangements that were in place for the directors and executives identified in the remuneration report.

A copy of the report is set out in the 2014 Annual Financial Report and is also available from the Company's website at [www.bendigoadelaide.com.au/annualreport](http://www.bendigoadelaide.com.au/annualreport). A reasonable opportunity will be provided for discussion of the remuneration report at the AGM before members are asked to vote to adopt the remuneration report.

The vote on this resolution is advisory only and does not bind the Company or its directors. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company. In addition, a company that receives 'no' votes of 25 per cent or more against the remuneration report at two successive AGMs must then put a "board spill" resolution to the vote.

**Recommendation:** The directors recommend that shareholders vote in favour of this resolution.

# Voting information

## Who can vote and attend the AGM

**Entitlement to vote:** For the purpose of voting at the AGM, shares will be taken to be held by the persons who are the registered holders of the ordinary shares of the Company at **11am on Saturday 25 October 2014** (Australian Eastern Daylight Saving Time). The entitlement of shareholders to vote at the AGM will be decided by reference to that time.

**Types of shareholders:** Ordinary shareholders are eligible to attend the AGM and vote on all the items of business to be considered at the AGM. Preference shareholders may attend the AGM but are not entitled to vote on any of the items of business.

**Joint shareholders:** In the case of joint shareholders of ordinary shares, all holders may attend the AGM in person or by proxy. If more than one joint holder is present (personally or by corporate representative, proxy or attorney), only the joint holder whose name appears first in the register in respect of the relevant shares is entitled to vote.

**Bodies corporate:** A body corporate shareholder or proxy will need to make sure that it appoints one or more individuals to act as its corporate representative under section 250D of the Corporations Act. Where more than one representative is appointed, only one representative may exercise the body corporate's powers at any one time. The Company requires satisfactory written evidence of a representative's appointment to be lodged with, or presented to, the Company's Share Registry before the AGM (the evidence may be given to the Company by mail, in person or by facsimile, at the addresses set out in Step 4.1 of the following table).

## Information for shareholders using direct voting or appointing proxy

Please read these instructions before completing the Voting Form.

## How to vote if not attending the AGM

Type of voting: If you are **not** attending the meeting, you can choose to vote in one of two ways, by following the instructions below and completing the enclosed Voting Form.

► **Option A:** If you choose to use direct voting – mark the box under Option A on the Voting Form. If you use direct voting you agree to be bound by the direct voting regulations adopted by the Board. To obtain a copy of the direct voting regulations adopted by the Board, please contact the Share Registry on 1800 646 042.

or

► **Option B:** If you choose to appoint a proxy – mark the box under Option B on the Voting Form or write the name of the person or body corporate that you are appointing. If you do not want to appoint a named person as proxy, you may choose to appoint the Chairman of the meeting by ticking the box under Option B. *If you appoint the Chairman of the meeting as your proxy, please note that the Chairman intends to use any undirected proxies the Chairman holds to vote in favour of all of the resolutions.*

If you have any questions about how to complete the Voting Form, please contact the Share Registry on 1800 646 042.

### Option A - direct voting

### Option B - voting by proxy

## Step 1: Choose how to vote

	Mark box A to cast a direct vote	Mark box B to vote by proxy
<b>1.1 Mark box A or B</b>	If you do not mark either box A or box B or you mark both boxes, you will be taken to have elected to vote by proxy and to have appointed the person named in the Voting Form as proxy (or, if no person is named as your proxy, the Chairman of the meeting), to vote on your behalf.	
<b>1.2 Appointing a proxy</b>	You do not need to appoint a proxy if you elect to vote by direct voting, as you are treated as voting yourself.	An ordinary shareholder entitled to attend and vote at the meeting may appoint a proxy to attend and vote on their behalf. A proxy need not be a shareholder of the Company and can be an individual or a body corporate.
<b>1.3 Appointing two proxies</b>	This is not relevant for direct voting.	You may appoint up to two proxies to attend the meeting and vote on your behalf. If you want to appoint a second proxy: (a) Either obtain an additional Voting Form from the Company's Share Registry on 1800 646 042 or copy the Voting Form (if you use the online facility to appoint a proxy, follow the prompts for appointing two proxies); (b) On each of the Voting Forms, state the percentage of your voting rights or number of shares applying for that Proxy Form. If the appointment does not state the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and (c) Return both Voting Forms together in the same envelope or, if you use the online facility to appoint a proxy, follow the prompts for appointing two proxies.

	Option A - direct voting	Option B - voting by proxy
1.4 Choosing your proxy	This is not relevant for direct voting.	<p>Choose who you want to appoint as your proxy by marking or completing the appropriate box under Option B.</p> <ul style="list-style-type: none"> <li>▶ If you wish to appoint the Chairman of the meeting as your proxy, mark the box under Option B;</li> <li>▶ If you wish to appoint someone other than the Chairman, write the name of that person or body corporate in the space provided. <i>Do not write the name of the Company or your own name in this space.</i></li> </ul> <p>See the voting exclusion statements in resolutions 3 and 4 about the restrictions that apply if you appoint a proxy.</p> <p>If you leave this section blank or your named proxy does not attend the meeting, the Chairman of the meeting will act as your proxy.</p>

## Step 2: Complete your voting instructions

2.1 Voting instructions	Completing the voting instructions is the same for direct voting and voting by proxy. You may vote yourself (ie, make a direct vote) or tell your proxy how to vote by placing a mark in one of the boxes opposite each item of business.	<p>Where you provide voting instructions to your proxy:</p> <ul style="list-style-type: none"> <li>▶ If the Chairman of the meeting is your proxy, then the Chairman must cast your vote on a poll in accordance with your instructions;</li> <li>▶ If you appoint someone other than the Chairman of the meeting as your proxy, your proxy does not have to vote but, if they do vote, they must follow your instructions. If a poll is called and your proxy does not cast your vote as per your instruction, your proxy will pass to the Chairman and the Chairman must cast your vote on the poll in accordance with your instructions.</li> </ul>
2.2 All or a portion of votes	On a poll, all your securities will be voted in the way directed unless you indicate only a portion of votes are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. Fractions of votes will be disregarded.	
2.3 Marking more than one box	If you mark more than one box (ie, for, against, abstain) for an item but the relevant portion is not specified for each box, for that item your shares will not be counted in calculating the required majority on a poll and your proxy may not vote on a show of hands or poll.	
2.4 Marking abstain box	If you mark the abstain box for an item, your shares will not be counted in calculating the required majority on a poll and your proxy may not vote on a show of hands or poll for that item.	
2.5 Not marking any box	If you do not mark any box for an item, this has the same effect as abstaining (explained above).	<p>If you do not mark any box for an item, your proxy may vote as they choose on that item. However, if you have appointed a member of the key management personnel (other than the Chairman), or one of their closely related parties, and you do not direct them how to vote on item 4, your vote will not be counted in calculating the required majority on that item.</p> <p><i>The Chairman of the meeting will vote undirected proxies held by the Chairman in favour of all resolutions.</i></p>
2.6 Show of hands	On a show of hands your votes are not counted.	On a show of hands, your proxy has one vote. However, if you mark more than one box (ie for, against, abstain) for an item, your proxy must not vote on a show of hands.

## Step 3: Authorise your voting instructions

3.1 Authentication or signing the Voting Form	<p>If you follow the instructions for online lodgement, you do not need to sign the Voting Form, as following the instructions will enable electronic authentication.</p> <p>If you lodge by mail, in person or by facsimile, the Voting Form must be signed in the spaces provided.</p> <ul style="list-style-type: none"> <li>▶ Individual: If the holding is in one name, the holder must sign.</li> <li>▶ Joint holding: If the holding is in more than one name, any one holder may sign.</li> <li>▶ Companies: If the company has a sole director who is also the sole company secretary, the Voting Form must be signed by that person. If the company is a proprietary company and does not have a company secretary, and has only one director, the sole director can sign alone. Otherwise the Voting 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.</li> </ul>
3.2 Using a power of attorney	To sign under power of attorney, you must have already lodged the power of attorney with the registry or give a certified copy of the power of attorney to the Company with the Voting Form. You cannot give the power of attorney to the Company by electronic means.

## Step 4: Give the Company your Voting Form

### 4.1 Receipt of Voting Form

The Voting Form must be received by the Company's Share Registry not later than 48 hours before the start of the meeting ie, by 11am (Australian Eastern Daylight Saving Time) on Saturday 25 October 2014. Any Voting Form received after that time will not be valid for the meeting.

The Voting Form may be given to the Company in any of the following ways.

- ▶ **By mail:** Use the reply paid envelope (Computershare Investor Services P/L); or send in your envelope to Share Registry, Level 4, The Bendigo Centre, Bendigo, Victoria, 3550.
- ▶ **In person:** Company's Share Registry at Level 4, The Bendigo Centre, Bendigo, Victoria.
- ▶ **By facsimile:** Within Australia: 1800 783 447 Outside Australia: 61 3 9473 2555
- ▶ **Online:** Follow the instructions on the website [www.investorvote.com.au](http://www.investorvote.com.au). You will need the information shown on the front of the Voting Form to register your direct vote or proxy online.

## Questions from shareholders

Shareholders are invited to ask questions of the Board. We will endeavour to address questions of general interest to shareholders at the AGM. A summary of the responses to commonly asked questions will be posted on the Company's website.

Shareholders are also invited to ask written questions of the auditor about the content of the Auditor's Report or the conduct of the audit of the financial report to be considered at the AGM. These questions will be passed on to the auditor and a reasonable opportunity will be allowed at the AGM for the auditor or their representative to respond.

To ask a question, please complete the form below and return it by 5pm on Tuesday 21 October 2014 using the envelope provided or fax it to the Company Secretary on (03) 5485 7668.

Question 1 is for ☐ Chairman or ☐ Auditor

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Question 2 is for ☐ Chairman or ☐ Auditor

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Name:

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Address:

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**Bendigo and Adelaide Bank Limited**  
ABN 11 068 049 178 AFSL No. 237879

**For all enquiries please contact:**

Bendigo and Adelaide Bank Limited  
The Bendigo Centre  
Bendigo VIC 3550  
Telephone: (within Australia) 1800 646 042  
(outside Australia) 61 3 5485 6393  
Facsimile (03) 9473 2555

Email: [share.register@bendigoadelaide.com.au](mailto:share.register@bendigoadelaide.com.au)  
Website: [www.bendigoadelaide.com.au](http://www.bendigoadelaide.com.au)

000001  
000  
SAM  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Voting Form

This is your Voting Form for the 2014 Annual General Meeting of Bendigo and Adelaide Bank Limited

**For your vote to be effective, this Voting Form must be received by 11.00am (AEDST) on Saturday 25 October 2014**

**Voting instructions:** For instructions on how to complete this Voting Form please see the Notice of Annual General Meeting - "Voting Information"

You can provide your Voting Form by any of the following means:

- By mail:** Use the reply paid envelope addressed to Computershare Investor Services *or* send in your envelope to:  
Share Registry, Level 4, The Bendigo Centre, Bendigo, Victoria 3550
- In person:** Company's Share Registry, Level 4, The Bendigo Centre, Bendigo, Victoria
- By facsimile:** Within Australia: 1800 783 447  
Outside Australia: 61 3 9473 2555



Or you can comply your voting instructions **Online** 24 hours a day, 7 days a week [www.investorvote.com.au](http://www.investorvote.com.au)

**Control Number for Issuer Sponsored Holders is: xxxxxx**

**Control Number for Broker Sponsored Holders is: xxxxxx**

**IMPORTANT NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You can also

- ☒ **Access the annual report online**
- ☒ **Access the Notice of AGM online**

**If you attend the meeting, please bring this form with you to assist with registration**

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.



I 1234567890

I N D

## Voting Form

Please mark ☒ to indicate your directions

### STEP 1 Choose how to vote - select one option only

XX

At the Annual General Meeting of Bendigo and Adelaide Bank Limited to be held on Monday 27 October 2014 in Bendigo (11.00am AEDST) at The Capital Theatre, 50 View Street, Bendigo, Victoria and at any adjournment of that meeting, I/we being member/s of Bendigo and Adelaide Bank Limited give the following instructions:

#### Option A: Cast your direct vote

☐

**Box A:** Record my/our votes in accordance with the directions in Step 2 below

OR

#### Option B: Appoint a proxy to vote on your behalf

☐

**Box B:** I/We appoint the Chairman of the meeting as my/our proxy

OR

**Write the name of your proxy in this box**

**Please note:** Leave this box blank if you have selected the Chairman of the meeting as your proxy. Do not insert your own name(s).

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the directions below (or if no directions are given, and to the extent permitted by law, as my/our proxy sees fit) at the 2014 Annual General Meeting and at any adjournment of the meeting.

**Chairman authorised to exercise proxies on remuneration related resolutions (Item 4)** Where I/we have appointed the Chairman of the meeting as my/our proxy (or the Chairman of the meeting becomes my/our proxy by default), and I/we have not instructed the Chairman how to vote, I/we expressly authorise the Chairman to exercise my/our proxy on Item 4 even though Item 4 is connected directly or indirectly with the remuneration of key management personnel.

### STEP 2 Complete your voting instructions - for each item of business

- Please mark FOR, AGAINST, or ABSTAIN on each item
- If you mark the **Abstain** box for an item: (a) If you are using direct voting, it will be treated as though no vote has been cast on that item and no vote will be counted in working out the majority. (b) If you have appointed a proxy, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in working out the majority.
- The Chairman of the meeting intends to vote undirected proxies in favour of all items of business

		For	Against	Abstain
Item 2	Re-election of Jacqueline Hey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Approval of securities issued	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 Authorise your voting instructions by signing here - this section must be completed.

If this form is being signed under power of attorney, by signing this form I/we declare that I/we have not received any notice of revocation of appointment.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact

Name \_\_\_\_\_

Contact

Daytime

Telephone \_\_\_\_\_

Date \_\_\_\_ / \_\_\_\_ / \_\_\_\_

### STEP 4 Give the Company this Voting Form - (please see over-page)

B E N

1 8 2 5 7 1 A