

# SERVICE ONE®

## Notice and Meeting Papers of the 23rd Annual General Meeting of SERVICE ONE Mutual Limited

SERVICE ONE® is a registered trade mark of  
SERVICE ONE Mutual Limited ACN 095 848 598.

NOTICE is hereby given that the 23rd Annual General Meeting (AGM) of SERVICE ONE Mutual Limited (the Company) will be held on Wednesday 15 November 2023 at the East Hotel, 69 Canberra Avenue, Kingston ACT at 6pm. Registration commences at 5.30pm.

The business of the meeting is as follows:

### Ordinary business

1. Apologies.
2. Chair's Report.
3. To receive and consider the Company's annual Financial Report, Directors' Report and Auditor's Report.
4. To consider and, if thought fit, pass the following ordinary resolution:

'That the proposal by the Board of SERVICE ONE Mutual Limited, in accordance with Rule 13.3(2) of the Constitution, to determine a limit of seven (7) on the total number of Directors appointed by the Members is approved.'

Refer to the Explanatory Statement on page 2.

5. To consider and, if thought fit, pass the following ordinary resolutions (Appointment of Directors):
  - a. that Bruce Papps be appointed as a Director of SERVICE ONE Mutual Limited
  - b. that Archie Tsirimokos be appointed as a Director of SERVICE ONE Mutual Limited
  - c. that Brian Brown be appointed as a Director of SERVICE ONE Mutual Limited

Refer to the Explanatory Statement on page 2.

There is no special business.

Members entitled to attend and vote at this meeting of the Company are entitled to appoint a Proxy to vote on their behalf. A Proxy need not be a Member of the Company.

Members who wish to receive personal notice of the meeting and/or obtain the business papers and appointment of Proxy forms in relation to the meeting can do so by calling 1300 361 761.

By order of the Board.

**Matthew Smith**  
SECRETARY

## AGENDA ITEM 4 (ORDINARY RESOLUTION) – BOARD LIMIT

### Explanatory Statement

The Board of SERVICE ONE Mutual Limited (the Company), in accordance with Rule 13.3(2) of the Constitution proposes to determine a limit of seven (7) on the total number of Directors appointed by the Members (the Limit).

The Corporations Act 2001 prohibits the Directors determining the Limit, unless a resolution (the Board Limit resolution) approving the proposal to determine the Limit has been passed by a general meeting of the Company.

Under the Constitution the maximum number of Directors that can be appointed by the Members is nine (9) and therefore to comply with the Corporations Act 2001 the Members are asked to consider and pass the resolution approving the Board Limit.

If the Board Limit resolution is passed, the Limit will continue until immediately before the start of the AGM held in 2024.

Members should note that in addition to the Directors appointed by the Members, the Constitution gives the Directors power to appoint one (1) Director. The Limit will not affect the Directors' power to appoint a Director.

The Board's reasons for proposing the Board Limit resolution are:

- The Board had been of the view for a number of years that a Limit of six (6) Directors was sufficient to allow for full and detailed discussions at Board meetings with adequate Director participation to ensure that the correct and preferable decisions are being made in the interests of SERVICE ONE, and its Members, as a whole.
- Following the transition to the Bendigo Community Bank franchise, the Board used its powers to appoint an additional Director resulting in an increase in the number of Directors to seven (7). The Board considers seven (7) Directors will be sufficient to allow them to adequately fill positions on the Board's governance and oversight Committees, which have been consolidated and reconfigured over recent years.
- The period over which the Board will likely only have seven (7) Directors is not considered to raise any particular concerns in relation to future succession planning where Directors are required to retire or vacate office under the tenure provisions of the Constitution. In addition, the Board may use its power to appoint a Director as part of succession planning when a Director is approaching the maximum term of office or is required to vacate office due to the maximum term of office limit.

## AGENDA ITEM 5 (ORDINARY RESOLUTIONS) – APPOINTMENT OF DIRECTORS

### Explanatory Statement

Two positions of Directors became vacant as a consequence of the retirement provisions in Clause 13.6 of the Company's Constitution. Two nominations were received to fill these appointments – Bruce Papps and Archie Tsirimokos.

A third position has become available after the Board used its powers to appoint an additional Director and now proposes to continue with seven (7) Directors on the Board. Brian Brown was originally selected to fill this role because of his previous experience as a Director with Molonglo Financial Services Limited which operated Bendigo Community Banks in the ACT and NSW region. Brian Brown has been nominated to continue as a Director with SERVICE ONE Mutual Limited.

As three nominations have been received for three positions, no election is necessary.

Nevertheless, in such circumstances, Clause A5-3(2) of the Company's Constitution requires ordinary resolutions of Members to pass to appoint these candidates as Directors.

The Director Nominations Committee has assessed these candidates and considers that each satisfies the Company's 'Fit and Proper' requirements.

SERVICE ONE MUTUAL LIMITED

ACN 095 848 598

## APPOINTMENT OF PROXY (please complete both sides of the Proxy form)

### YOUR VOTE IS IMPORTANT

You can appoint a Proxy to vote on your behalf at the AGM of Members to be held at the East Hotel, Canberra on **Wednesday 15 November 2023 at 6.00pm** by completing and signing this form. This form only applies to this AGM. For your appointment to be effective the Appointment of Proxy must reach the Company's registered office by 6.00pm Monday 13 November 2023.

Please read all instructions carefully before completing this Appointment of Proxy form.

### A. WHO DO YOU WANT TO APPOINT AS YOUR PROXY?

If you want the Chair of the AGM to be your Proxy, mark the box opposite. The Chair has been instructed by the Board to vote **in favour** of all resolutions.

If you appoint the Chair as your Proxy and direct the Chair how to vote, the Chair must vote on a poll and must vote in the way you direct.

I appoint the Chair of the AGM as my Proxy.

PLEASE MARK HERE

OR

If you want to appoint someone else to be your Proxy, print their name and address in the space opposite.

Please note that if your Proxy does not attend the meeting, your vote will not be counted. Therefore, if you appoint someone other than the Chair of the AGM, you should make sure that they will attend the meeting.

I appoint as my Proxy:

.....  
Name

.....  
Address

.....  
.....

### B. HOW DO YOU WANT YOUR PROXY TO VOTE?

You can direct your Proxy how to exercise your vote at the AGM by completing the directions below. If you do not direct the Proxy on how to vote on a resolution the Proxy can exercise your vote at the Proxy's discretion.

#### Direction

Ordinary business		(place a mark in the appropriate box below)		
Ordinary resolution (agenda item 4)	Board limit resolution	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Ordinary resolution (agenda item 5a)	Appoint Bruce Papps as a Director	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Ordinary resolution (agenda item 5b)	Appoint Archie Tsimokos as a Director	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Ordinary resolution (agenda item 5c)	Appoint Brian Brown as a Director	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain

Note: If you mark the Abstain box, you are directing your Proxy not to vote and your vote will not be counted when calculating whether the required majority of Members has passed the resolution.

### C. YOUR DETAILS AND SIGNATURE

**Members who are **NOT** bodies corporate**

.....  
Member number

For your Appointment of Proxy to be valid, **you must sign** below and print your name and address.

.....  
Signature (or your Attorney's signature)

.....  
Date

.....  
Print name

.....  
Member's address

If you have appointed someone else as your Attorney, your Attorney can sign this Appointment of Proxy on your behalf.

If you are a joint Member, only the first named Member on the Register can sign. You are the first named Member if the notice of meeting sent with this form was addressed to you.

**Members that are bodies corporate**

.....  
Member number

For the Appointment of Proxy to be valid, the name, ACN/ABN, and the address of the registered office of the body corporate must be printed. A body corporate Member must sign this Appointment of Proxy form in accordance with its Constitution.

.....  
Body corporate name

.....  
Signature of Director\*/Sole Director/ Secretary\*/  
Authorised person

.....  
Signature of Second Director\*/Secretary\*/  
Authorised person  
(\*Delete whichever is not applicable)

.....  
ACN/ABN

.....  
Address of Registered Office

.....  
Date

### D. WHAT DO I DO NEXT?

Once you have completed this Appointment of Proxy you may give it to the Company by:

- hand delivering it to 75 Denison Street, DEAKIN ACT 2600 (registered office)
- posting it to the Company at Locked Bag 1, DEAKIN ACT 2600, or
- e-mailing a scanned copy to the Company at: [admin@serviceone.com.au](mailto:admin@serviceone.com.au)

**This completed form must reach the Company by 6:00pm Monday 13 November 2023.**

If your Attorney signed this form, you must also send us the original or a certified copy of the Power of Attorney. If an authorised person signed this form for a body corporate Member, the original or a certified copy of the authorisation must also be sent to the Company.