

# Proxy form



ACN 087 650 557  
GENERAL MEETING  
PROXY FORM

The Returning Officer  
Qudos Bank  
GPO Box 2062, MELBOURNE VIC 8060

**Please complete in black ink**

I/We \_\_\_\_\_ of \_\_\_\_\_  
(please print) (please print)

being a Member of Qudos Mutual Limited ACN 087 650 557

appoint \_\_\_\_\_ of \_\_\_\_\_  
(name of proxy) (address of proxy)

OR  **Chairman of the meeting**  
Mark box (X) if you wish to appoint the Chairman of the meeting to act as your proxy.

**failing whom, or if no person is named above, the Chairman of the Meeting**, as my/our proxy to vote for me/on my/our behalf in accordance with the directions on this form or, if no directions have been given, as he or she sees fit at the Annual General Meeting to be held on 25 November 2020 and at any adjournment thereof.

You should direct your proxy how to vote for any matter listed below by inserting an (x) in the appropriate box. If you do not direct your proxy how to vote, your proxy may vote as he or she sees fit. **If you appoint the Chairman as your proxy and do not direct him or her how to vote you authorise the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of Director(s) for the Company.**

## Resolutions

### Item 5. Special Business:

**(a) Resolution 1 – Amendments to Qudos Bank’s Constitution to enable Qudos Bank to meet the definition of “mutual entity” under the Corporations Act**

For  Against  Abstain

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

**THAT** in accordance with section 136(2) of the Corporation Act, Qudos Bank’s Constitution be modified to enable Qudos Bank to satisfy the definition of “mutual entity” under the Corporations Act, by making the amendments to articles 10.14(a)(ii)(A), 10.14(a)(ii)(B), 10.14(a)(ii)(C), 10.18(b), 10.18(b)(i)(A) and 10.18(b)(i)(B), contained in a copy of Qudos Bank’s Constitution marked to show the proposed changes which has been tabled at the Annual General Meeting and signed by the Chairman for the purposes of identification.

**(b) Resolution 2 (Contingent Resolution) – Amendments to Qudos Bank’s Constitution to permit issuance of mutual capital instruments (MCIs)**

For  Against  Abstain

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

**THAT** Qudos Bank’s Constitution be modified to allow Qudos Bank to issue mutual capital instruments (MCIs) in accordance with the Corporations Act, by making the amendments, other than the amendments noted in Item 5(a), contained in the copy of Qudos Bank’s Constitution marked to show the proposed changes which has been tabled at the Annual General Meeting and signed by the Chairman for the purposes of identification.

A copy of Qudos Bank’s Constitution marked to show the proposed changes to it is available from Qudos Bank’s website at [qudosbank.com.au/AGM](http://qudosbank.com.au/AGM).

Resolution 2 (Contingent Resolution) is subject to and contingent on Resolution 1 being passed by the required 75% of votes cast by Members. If Resolution 1 is not passed, the Contingent Resolution will not be put to the meeting

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**Signature of Member(s)**

This proxy must be signed by each appointing Member or the Member's attorney. Proxies given by companies must be executed in accordance with section 127 of the Corporations Act or signed by an authorised officer or attorney

**Name of Member**

**Signature**

Dated:

Telephone no.

RIM/Staff/Member Number:

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**Only for use by Members which are companies**

**Name and ACN Company**

**Director Signature**

**Secretary / Director Signature**

Company Seal if applicable

Dated:

Telephone no.

RIM/Staff/Member Number:

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**Notes:**

1. A Member who is entitled to vote at the meeting may appoint a proxy
2. A Member may appoint the Chairman of the meeting as their proxy
3. A proxy need not be a member of the Company
4. If you mark the abstain box for a particular item of business you are directing your proxy not to vote on your behalf for a show of hands or on a poll and your vote will not be counted when determining the required majority on a poll.
5. This proxy and any power of attorney or other authority under which it is signed (or a certified copy) must be produced in the manner set out in the Notice of Annual General Meeting no later than 48 hours before the Annual General Meeting
6. For resolution 1, a Member who is entitled to cast 2 or more votes may appoint 2 (but no more than 2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
7. For the avoidance of doubt, for resolution 2, a Member is entitled to 1 vote for each capacity in which the person is a Member. A Member who is entitled to cast 2 or more votes (i.e. 1 vote for each capacity in which the person is a Member) may appoint 2 (but no more than 2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. A Member may be entitled to a greater number of votes under Resolution 1, than they are entitled to under Resolution 2. The Company has the right to exclude any vote which is cast on behalf of a Member who is (for whatever reason) not entitled to cast that particular vote.