

Notice of 2024 Annual General Meeting

Regional Australia Bank Ltd (ACN 21 087 650 360)

The 2024 Regional Australia Bank Annual General Meeting (AGM) of members will be held as a face-to-face meeting as follows:

Date: Thursday, 21 November 2024.
Time: 5:00pm.
Meeting Venue: Tattersalls Hotel Meeting Room (Level 1), 174 Beardy Street, Armidale, NSW, 2350.

Items of Business

Graham Olrich, as Board Chair, will Chair the AGM for Agenda Item 1 & 2. The Board Deputy Chair, Mike Fenech, will Chair Agenda Item 3 as Graham Olrich is standing for re-election at this AGM.

1. Chair and Chief Executive Officer Address

2. Financial Report

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of Regional Australia Bank for the financial year ended 30 June 2024.

3. Re-election of Directors

To consider and, if thought fit, approve the following separate ordinary resolutions.

- (a) *"That Sally Mackenzie, who retires by rotation in accordance with the Constitution of Regional Australia Bank and who is eligible for election, be re-elected as a Director".*
- (b) *"That Graham Olrich, who retires by rotation in accordance with the Constitution of Regional Australia Bank and who is eligible for election, be re-elected as a Director".*

4. Close of Meeting

Explanatory Notes

The Explanatory Notes to this notice of meeting provide additional information on matters to be considered at the Annual General Meeting. The Explanatory Notes form part of this notice of meeting.

By approval of the Board

David Munday
Company Secretary
27 September 2024

Explanatory Notes

Item 1 Chair and Chief Executive Officer Address

The Chair and Chief Executive Officer will address the meeting via a presentation on Regional Australia Bank's performance.

Item 2 Financial Report

As required by section 317 of the *Corporations Act 2001* (Cth) (Corporations Act), the Financial Report, Director's Report and Auditors Report of Regional Australia Bank Ltd for the year ended 30 June 2024, will be provided at the Annual General Meeting.

There is no requirement for a resolution to be put before the meeting on this agenda item.

The Annual Report, including the Financial Report and the Auditor's Report, will be tabled at the Annual General Meeting.

Questions from Members

There will be opportunity to ask questions or raise comments on the management of Regional Australia Bank and to ask questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, and the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Annual General Meeting, written questions to the external auditor (KPMG) about the content of the Auditor's Report or the conduct of the audit of the Financial Report to be considered at the Annual General Meeting, must be submitted no later than 5:00pm on Monday 18 November 2024 by emailing your question to the Company Secretary at companysecretary@regionalaustaliabank.com.au.

Copies of any questions received will be made available at the Annual General Meeting. The Chair of the Annual General Meeting will allow the external auditor to answer written questions submitted to the auditor before the Annual General Meeting.

Further Information

The Regional Australia Bank 2024 Annual Report, including the Financial Report and the Auditor's Report, is available at www.regionalaustaliabank.com.au.

Item 3 Re-election of Director

Currently, the Board of Regional Australia Bank has a total of eight (8) directors. It has been determined by the Board that the number of directors will remain at a maximum of seven (7) for the period commencing from the 2024 AGM until the 2025 AGM.

Pursuant to the constitution, Alison Sheridan, Sally Mackenzie and Graham Olrich, as current directors, are due to retire by rotation. As Alison Sheridan is not re-standing, there will be two (2) vacant director positions available at the 2024 AGM, with Sally Mackenzie and Graham Olrich offering themselves for re-election.

Nominations were called to fill the two (2) vacant positions. There were two (2) candidates who nominated in accordance with Rule 13.2 of the Constitution.

The Board Director Nominations Committee, which included one appropriately qualified independent person, determined that there were two (2) fit and proper candidates when assessed against the Board's required skills mix and other requirements.

The Board has reviewed the performance of Sally Mackenzie and Graham Olrich and their contributions made to the Board. The Board has also considered the skills, knowledge and competency that these directors bring to the Board and recommends that the members vote in favour of each director standing for re-election.

As there are two (2) candidates meeting the required skills mix, the election process is discontinued, and members will vote on the re-appointment of Sally Mackenzie and Graham Olrich.

The profile of the Director Nominations Committee successful candidates are as follows:

Sally Mackenzie

Sally Mackenzie has been a Director on the Regional Australia Bank Board for 2.5 years, having also served on the Audit, Government and Risk Committees during that time.

Sally has extensive experience in corporate governance, strategic leadership, and risk management, gained through senior roles at Australia Post, Telstra, and the Customer Owned Banking Association. As the Founder and Managing Director of Delta Advisory and a graduate of the AICD Company Directors Course, Sally brings a deep understanding of effective board governance and a commitment to ethical conduct and transparency.

Sally's expertise and passion for supporting regional communities aligns with the values and purpose of Regional Australia Bank.

Graham Olrich

Graham Olrich has served on the Regional Australia Bank Board since 2011. Following a short settling in period Graham Chaired the Board's Risk Committee until 2014, when he became Chair of the Board of Regional Australia Bank a position he still holds.

Graham has over 40 years' experience in the Banking Sector including the last 30 years in the 'customer owned banking sector'. Graham held the role of CEO at Credit Union Australia (now Great Southern Bank) for 14 years from 1994 – 2008, and since then has consulted widely to the customer owned banking sector.

Graham has extensive Director experience and is a Fellow of the Australian Institute of Company Directors.

Appointment of Proxies

A form of proxy for use at the Annual General Meeting is available with this Notice of Annual General Meeting. A member submitting a proxy may appoint one proxy as the member is only entitled to one vote.

A proxy need not be a member of Regional Australia Bank. A proxy may be an individual or a body corporate. A member may appoint the Chair as a proxy by marking the appropriate box provided or an alternative person by inserting the full name of the desired person in the blank space provided.

A proxy will not be valid for the Annual General Meeting unless it is signed by the member or the member's attorney duly authorised in writing or, if the member is a corporation, executed by a duly authorised officer or officers in accordance with the instructions on the enclosed form of proxy.

Your form of proxy will not apply if you personally attend the Annual General Meeting. If your appointed proxy fails to attend the Annual General Meeting, that form of proxy will not be valid.

The proxy must be completed in accordance with the instructions on the form and lodged with MUFG Corporate Markets via the details provided on the Proxy Form no later than 5:00pm Tuesday 19 November 2024.

Item 4 Close of Meeting

Regional Australia Bank Ltd
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