



Notice of Annual General Meeting

Notice is given that the Annual General Meeting (AGM) of members of **Regional Australia Bank Ltd** will be held at:

Regional Australia Bank Head Office,
Technology Park, Madgwick Drive,
Armidale NSW 2350.

on

**Thursday, 29 November 2018 at
5.00pm (Meeting)**

The Explanatory Notes to this Notice provide additional information on matters to be considered at the Meeting. The Explanatory Notes and Proxy Form together form part of this notice of meeting.

Items of Business

1. Financial Report

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2018.

2. Re-election of Directors

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

- (a) *"That Alison Sheridan, who retires by rotation in accordance with the Constitution of Regional Australia Bank Ltd and who is eligible for election, be re-elected as a Director of Regional Australia Bank Ltd".*
- (b) *"That Brian Goodall, who retires by rotation in accordance with the Constitution of Regional Australia Bank Ltd and who is eligible for election, be re-elected as a Director of Regional Australia Bank Ltd".*

By Order of the Board



David Munday
Company Secretary

28 September 2018

Appointment of Proxies

You can appoint a proxy to attend and vote at the meeting on your behalf. Your proxy does not have to be a member of Regional Australia Bank Ltd. An Appointment of Proxy form is enclosed with this Notice. It includes instructions on how to vote using a proxy. Please read these instructions carefully. To be valid, your Appointment of Proxy form must reach Regional Australia Bank no later than 48 hours before the start of the Annual General Meeting.

Explanatory Notes

Item 1 Financial Report

The *Corporations Act 2001* (Cth) ("Corporations Act") requires the reports of the directors and auditors; and the annual financial report, including the financial statements of Regional Australia Bank Ltd for the year ended 30 June 2018, to be laid before the Annual General Meeting.

There is no requirement for a formal resolution on this agenda item.

Members can view a digital copy of the Annual Report at www.regionalaustaliabank.com.au. The Annual Report, including the full financial report and the auditor's report, will be tabled at the Annual General Meeting.

There will be opportunity to ask questions or raise comments on the management of Regional Australia Bank Ltd 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 annual financial report to be considered at the Annual General Meeting must be submitted not less than five business days before the Annual General Meeting to:

The Company Secretary
Regional Australia Bank
PO Box U631, University of New England
Armidale, NSW, 2351
Email: companysecretary@regionalaustaliabank.com.au

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

Item 2 Re-election of Directors

Currently, the Board of Regional Australia Bank Ltd has a total of six (6) directors, with that number remaining at six (6) for the current financial year.

Rule 13.5(2) of Regional Australia Bank's Constitution provides that member elected Directors are appointed for a term of three (3) years. Dr Alison Sheridan and Mr Brian Goodall, having served as Directors for the past three (3) years, will have their term expiring at the 2018 Annual General Meeting. Therefore, there will be two (2) vacant Director positions available.

Nominations were called to fill the two (2) vacant positions. There were three (3) candidates who nominated in accordance with Rule 13.2 of the Constitution. Dr Sheridan and Mr Goodall, as current directors, offered themselves for re-election.

The Board Director Nominations Committee, which included one appropriately qualified independent person, interviewed all three (3) candidates. Following the interviews, one candidate withdrew their nomination. The Board Director Nominations Committee determined that there were two (2) fit and proper candidates against the Board's desired skills mix.

As there are two (2) candidates meeting the desired skills mix, the members will vote on the re-election of Alison Sheridan and Brian Goodall.

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

Dr Alison Sheridan

Alison Sheridan (PhD, GAICD, PFHEA) has been a member of Regional Australia Bank since 2003 and is an experienced director. Alison is currently chair of Regional Australia Bank's Risk committee and a director of Instil and Homes North. Alison is a professor of management with extensive experience in delivering business education.

In her time on the Regional Australia Bank board, Alison has chaired the Audit and Corporate Governance Committees. Having lived and worked in regional NSW for 30 years, Alison understands the valuable contributions mutuals make to regional communities, and endeavours to support the mutuals sector wherever she can.

Mr Brian Goodall.

Brian Goodall (B.Ec; LL.B; GAICD) began his career in the mutual banking sector as a Director of Orana Credit Union, which subsequently merged into what is now Regional Australia Bank. Brian is an experienced Director and has furthered his education by completing the Institute of Company Directors Graduate Diploma. He holds Economics and Law degrees from the University of Sydney and practised as a commercial lawyer for in excess of 40 years initially in Sydney and then Dubbo.

Brian brings these specialised skills to the Board particularly in his current role as Chairman of the Corporate Governance Committee. Brian espouses the values and behaviours that are vital for Regional Australia Bank and for the sound culture the organisation has as a Mutual for the benefit of all members in Regional Australia and the communities in which it now operates and supports

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. 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.

The proxy must be completed in accordance with the instructions on the form and lodged no later than 48 hours before the start of the Annual General Meeting.

Further Information

Copies of the Regional Australia Bank Ltd 2018 Annual Report and the 2018 Notice of Annual General Meeting and Proxy Form are available at www.regionalaustraliabank.com.au.