

18 October 2024

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NOTICE OF ANNUAL GENERAL MEETING 2024

We are pleased to invite you to attend the Annual General Meeting (AGM) for Reserve Bank Health Society Ltd (ABN 91 087 648 735). The 2024 Notice of AGM can be accessed at myrbhs.com.au/agm. This year's AGM will be a virtual event.

Date: Friday 15 November 2024
Time: 11:30am
Location: The meeting will be held virtually using our online portal

VIRTUAL ATTENDANCE

Reserve Bank Health Society (RBHS) is partnering with Vero Voting, an Australian Company. Vero complies with the Australian Privacy Principles. Their Privacy Policy is available at myrbhs.com.au/agm or via the online portal at rbhs.verovoting.com.au. During the lead up to the AGM, members may receive confirmation and reminder emails directly from Vero Voting on behalf Reserve Bank Health Society.

JOIN THE AGM

To join the 2024 Reserve Bank Health Society AGM, members must register via the online portal at rbhs.verovoting.com.au. Registration opens at **9.00am (AEDT) on Friday, 18 October 2024** and closes at **11.30am (AEDT) on Wednesday, 13 November 2024**.

For more information about how to join via the online portal, including how to ask questions, please refer to the AGM FAQs at myrbhs.com.au/agm.

VOTING

To vote in the 2024 RBHS AGM, members may either join the AGM or appoint a proxy to vote on their behalf. Members can appoint a proxy via the online portal at rbhs.verovoting.com.au **using your member number and surname as credentials**. The appointment of a proxy must be received no later than **11.30am (AEDT) on Wednesday, 13 November 2024**.

There are four resolutions for members to vote on at this year's AGM.

1. Ordinary Resolution – Appointment of External Auditor.
To consider and, if thought fit, to pass the following Resolution as an **ordinary resolution**:

“That, subject to receiving ASIC’s consent, and being qualified and Ernst and Young consenting to act as auditor of the Company, Ernst and Young be appointed as the Company’s auditor in accordance with the Corporations Act, effective from the satisfaction of the conditions of this Resolution and the Directors be authorised to agree the remuneration”.

Please visit myrbhs.com.au/changeofauditor to read the Explanatory Memorandum.

2. Special Resolution ¹- Adoption of Constitution.
To consider and, if thought fit, to pass the following Resolution as a **special resolution**:

“That, under section 137 of the Corporations Act 2001, the Constitution for Reserve Bank Health Society Ltd (RBHS) in the form presented to the Annual General Meeting be adopted as the Constitution of RBHS in substitution for and to the exclusion of the existing RBHS Constitution.”

Please visit myrbhs.com.au/constitution to read the Constitution and Explanatory Memorandum.

3. Ordinary Resolution – Approval to Increase Non-Executive Directors’ Remuneration Pool.
To consider and, if thought fit, to pass the following Resolution as an **ordinary resolution**:

“That, for the purposes of Clause 11.2 of the Constitution, members approve the increase of the maximum total aggregate amount of fees payable to non-executive Directors from \$32,548 to \$80,000 per annum on the terms and conditions set out in the Explanatory Memorandum”.

Please visit myrbhs.com.au/remuneration to read the Explanatory Memorandum.

4. Ordinary Resolution - Director Election - Election of two Directors for three-year terms.
To consider and, if thought fit, to pass the following Resolution as an **ordinary resolution**:

In accordance with the Clause 4.5 of the Constitution, two Director vacancies must be filled by member vote at the forthcoming AGM. The Company sought expressions of interest from members in August 2024 and this process has brought forward nominations from 3 members seeking appointment to the Board.

Please visit myrbhs.com.au/directorelections to read each candidate’s supporting statement.

QUESTIONS FROM MEMBERS IN ADVANCE

To ask a question in advance of the AGM, please submit your question via the online portal at rbhs.verovoting.com.au using your member number and surname as credentials. Questions in advance must be received by **5:00pm (AEDT) Thursday, 14 November 2024**.

¹ A special resolution must be passed by at least 75% of the votes cast by members

QUESTIONS AT THE AGM

Members will also be able to ask questions during the meeting through the Q&A tab via the online portal.

AGENDA

The following will be agenda items for the 2024 AGM:

- 1. Welcome to Members and Acknowledgment of Country**
- 2. Financial Statements and Reports**
To receive the financial report of the Company and the reports of the Directors and Auditor for the year ended 30 June 2024.
- 3. Resignation External Auditor**
- 4. Chair's address**
- 5. CEO's address**
- 6. Resolution 1: Appointment of External Auditor**
- 7. Resolution 2: Adoption of Constitution**
- 8. Resolution 3: Director Remuneration**
Approval to Increase Non-Executive Directors' Remuneration Pool
- 9. Resolution 4: Director Elections**
Election of two Directors for three-year terms.
- 10. General Business**
To consider any other business brought forward in accordance with the Company's Constitution or the law.

AGM ENQUIRIES

Should members have any questions, please contact:

1. Vero Voting for questions regarding access to and navigating the online portal via email: support@verovoting.com.au.
2. RBHS for questions regarding access to AGM material via email: companysecretary@myrbhs.com.au.

FURTHER INFORMATION ON THE AGM

Information on the AGM, including access to the 2024 Annual Report, is also available at myrbhs.com.au/agm.

Want to make the switch to electronic communication? Please email your name and member number to info@myrbhs.com.au and write 'I consent to electronic communication'.

Yours sincerely,



Louise Leaver
Chief Executive Officer