

Greater Bank Limited ABN 88 087 651 956 (**Greater Bank**) gives notice that its 2021 Annual General Meeting will be held in person at Hamilton Community Hive, Ground Floor, 150-152 Beaumont Street, Hamilton NSW and virtually at <http://web.lumiagm.com/331809872> on Tuesday, 23 November 2021 at 2:00 pm. Registration will commence at 1:30 pm.

Items of Business

1. Receive Minutes of Previous Annual General Meeting

To receive the minutes of the 2020 Annual General Meeting.

Note: No resolution is required for this item of business.

2. Receive Financial and Other Reports

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2021.

Note: No resolution is required for this item of business.

3. Directors' Remuneration

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That, in accordance with Article 16.7 of the Constitution, the aggregate amount of remuneration payable to Directors for their services as Directors for the year ending 30 June 2022 be \$592,075.10 plus superannuation in an amount equal to the applicable superannuation guarantee percentage (currently 10%) of the aggregate Directors' remuneration calculated in accordance with the statutory requirements of the Superannuation Guarantee Levy."

The Board encourages members to read the Voting Information and Explanatory Notes that accompany and form part of this Notice of Meeting.

By order of the Board

Gregory Nyman
Company Secretary

Hamilton, 28 September 2021

Chair's Voting Intention

The Chair of the meeting intends to vote undirected proxies *in favour* of Item 3.

Voting Information

This year, members are being given the opportunity to attend the meeting in person or virtually. There is a possibility that the meeting may be required to be held fully virtually due to the evolving COVID-19 situation. If this occurs, Greater Bank will ensure members are notified.

If you plan to attend the meeting in person, we ask that you arrive at the meeting venue at least 30 minutes prior to the time designated for the meeting so that we may check your name against our Register of Members, consider your entitlement to vote and note your attendance.

All members aged 18 years or over appearing on the Register of Members of Greater Bank and who had at least \$500 on deposit with Greater Bank continuously for a period of at least 6 months ending 30 June 2021 are entitled to vote at the meeting.

Each member entitled to vote on a resolution has one vote. In the case of joint members, the vote of the primary joint member (determined by the order in which the joint members' names appear in the Register of Members) if they tender a vote, whether in person or by proxy, attorney or corporate representative, must be accepted to the exclusion of the votes of the other joint members. If the primary joint member does not tender a vote, the vote of the next most senior joint member (with seniority determined by the order in which the joint members' names appear in the Register of Members) who tenders a vote, whether in person or by proxy, attorney or corporate representative, will be accepted to the exclusion of the votes of the other joint members.

Members must bring evidence to establish their rights to vote with them to the meeting. This can, without limitation, be in the form of a Greater Bank debit or credit card, interest advice or account statement.

Members wishing to attend the meeting virtually will be able to participate in our meeting by:

- joining the online meeting in real time via our online platform at <http://web.lumiagm.com/331809872>
- asking questions of the Directors or our external auditor before the meeting using the Question Form enclosed with the notice of meeting or by asking questions through the online platform during the meeting;
- voting on the resolutions to be considered at the meeting either by lodging the enclosed Voting Form before the meeting or by direct voting during the online meeting,

or by a combination of these steps. Further details of how to join the online meeting, how to ask questions and how to vote are set out below.

Members attending the meeting virtually will have the opportunity to:

- see and hear presentations to be given by the Chair and the CEO;
- ask questions online of the Chair, the CEO, and the external auditors;
- hear the responses to questions asked online during the meeting and before the meeting using the Question Form or online lodgment; and
- cast a direct vote on the resolutions to be considered at the meeting.

Further details of how to participate in the online meeting are set out in the Online Meeting Guide that accompanies this Notice. The Online Meeting Guide includes details of how to ensure your browser is compatible with the online platform, and a step-by-step guide to logging in, navigating the site and asking questions and voting at the meeting.

Individuals

An individual member entitled to vote may be present and vote in person or by proxy or by a duly authorised attorney under a validly executed Power of Attorney.

Attorneys must bring to the meeting the original or a duly certified copy of the Power of Attorney under which they are appointed including any authority under which it is signed.

Corporations

A corporate member entitled to vote may vote by proxy, by corporate representative appointed in accordance with section 250D of the Corporations Act or by a duly authorised attorney under a validly executed Power of Attorney.

Attorneys must bring to the meeting the original or a duly certified copy of the Power of Attorney under which they are appointed including any authority under which it is signed.

Corporate representatives must bring to the meeting evidence of their appointment (this can, without limitation, be in the form of a letter or certificate authorising him or her as the corporation's representative (executed in accordance with section 127 of the Corporations Act or the corporation's Constitution) or a copy of the resolution appointing the representative, certified by a secretary or director of the corporation) including any authority under which it is signed.

Proxies

If you cannot attend you may appoint a proxy to attend and vote for you. Every member entitled to vote has a right to appoint a proxy. The proxy does not need to be a member of Greater Bank. Voting entitlement and proxy appointment are discussed above and in the accompanying Explanatory Notes.

To ensure that members can exercise their right to vote, a Voting Form is available on the Greater Bank website at www.greater.com.au/legal/regulatory-disclosures. Members may also obtain a Voting Form from Greater Bank's registered office at 103 Tudor Street, Hamilton, NSW, by calling the Greater Bank Contact Centre on 13 13 86, or by contacting any Greater Bank branch. The Voting Form tells you what you need to do to validly appoint a proxy to attend and vote for you.

A member (if any) who is entitled to cast 2 votes or more may appoint 2 proxies and may specify the proportion or number of votes which each proxy is appointed to exercise.

Direct voting before the meeting

Members who wish to exercise a direct vote before the meeting should lodge a Voting Form by no later than 48 hours before the start of the AGM.

Members who do not lodge a valid Voting Form by this time will only be able to vote at the meeting by appointing a proxy, attending and voting at the meeting in person or lodging a direct vote at the meeting in the manner described below.

Members who wish to exercise a direct vote before the meeting should ensure that they tick the box in Part 2 on the Voting Form. If you tick the box in Part 2 to lodge a direct vote, you are voting directly on each Resolution and are not appointing a proxy to vote on your behalf. If you wish to appoint a proxy, please tick the box in Part 1 of the Voting Form and follow the instructions.

Members who cast a vote on a resolution before the meeting by lodging a valid Voting Form will not be entitled to lodge a further direct vote on that Resolution at the meeting if they attend through the online platform.

Direct voting at the meeting

Members who wish to vote during the meeting using the online platform will have the opportunity to lodge a direct vote on the Resolutions to be considered at the meeting at any time between the commencement of the meeting and the close of voting at the meeting as announced by the Chair during the meeting.

More information about how to use the online platform for direct voting is provided in the Online Meeting Guide. If you intend to use the online platform to submit a direct vote during the meeting, we suggest that you check that the online platform works on your device well in advance of the meeting. Further instructions are provided in the Online Meeting Guide.

Explanatory Notes on Items of Business

Item 2 - Financial Statements and Reports

As required by the Corporations Act, the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2021 will be laid before the meeting. Members are not required to pass resolutions to approve or adopt the reports, however, members will have the opportunity to ask questions in relation to the reports at the meeting.

Copies of the Financial Report, Directors' Report and Auditor's Report are available on the Greater Bank website at www.greater.com.au/legal/regulatory-disclosures. Members may also obtain copies of the reports from Greater Bank's registered office at 103 Tudor Street, Hamilton, NSW or by contacting any Greater Bank branch.

Copies of the Financial Report, Directors' Report and Auditor's Report have been sent to those members who have elected to receive a paper copy of the reports.

Item 3 - Directors' Remuneration

In accordance with Article 16.7 of the Constitution, it is proposed that the aggregate amount of remuneration payable to Directors for their services as Directors for the year ending 30 June 2022 be \$592,075.10 plus superannuation in an amount equal to the applicable superannuation guarantee percentage (currently 10%) of the aggregate Directors' remuneration calculated in accordance with the statutory requirements of the Superannuation Guarantee Levy.

Although this aggregate amount is less than the amount (\$845,596.84) approved by members at the 2020 Annual General Meeting, this reflects a reduction in the number of Directors from 8 to 5. The proposed amount of \$592,075.10 represents an increase of 2.0% on an individual Director basis.

If approved by members at the Annual General Meeting, the aggregate amount of Directors' remuneration will be divided among the Directors as the Directors determine.

Directors do not receive any form of bonus or incentive payment.