



Annual General Meeting 2022 Fact Sheet

Proposed updates to our Constitution

These updates to the Constitution are supported by the Members Committee for Teachers Mutual Bank Limited.

When did we become a Certified B Corporation?

We proudly became a Certified B Corporation (B Corp) in January 2022, joining 500 other organisations in Australia.³

What is a Certified B Corporation?

Certified B Corporations are for-profit companies dedicated to using business as a force for good. B Corps must meet the highest standards of verified social and environmental performance, public transparency and legal accountability to balance profit and purpose.

Unlike traditional corporations, B Corps are legally required to consider the social and environmental impacts of their decisions on all stakeholders, which includes customers, workers and communities.

How did we become a B Corp?

Our entire Bank was measured and verified by a third party in order to become a B Corp. This involved a rigorous, verified performance assessment across the five key areas of governance, workers, customers, community and the environment. The process took over 12 months to complete, featuring 300+ scored questions, multiple verification rounds and a series of interviews.

Why is B Corp Certification important?

The combination of third-party verification, public transparency and legal accountability makes B Corp Certification unique, credible and significant. It is unique in that it measures a company's entire social and environmental impact across all operations.

Being a Certified B Corporation builds on our socially responsible banking credentials. It affirms our commitment to being a force for good for our members and the planet. It reinforces our obligation to live and breathe our core value of sustainability and to make sure we invest our Members' money responsibly and ethically. As our purpose is to provide 'banking for good for those who do good', our status as a B Corp is proof of our credentials and underlines our dedication to running our bank for people, planet and profit.

Why do we need to update the Constitution?

All B Corp institutions must amend their Constitution, in the manner required by B Corporation, to reflect their commitment. We are required to submit an updated Constitution ahead of our re-certification date to maintain our status as a B Corp.

What's being updated?

The following two provisions of the Constitution are proposed to be amended:

Additional words to the Company's Objects in Appendix 1

Whilst pursuing the above Objects, the Company's purpose is to have an overall positive impact on society and the environment.

A new Rule 10.4 to impose a duty on the Board to consider, and require management to consider, the impacts of their decisions on Members, staff, society and the environment

1. In discharging their duties under this Constitution, the Corporations Act and the general law, the directors of the Company:
 - (a) must consider, and cause the other officers of the Company to consider:
 - (i) the likely consequences of any decision or act of the company in the long term;
 - (ii) the interests of the Members of the Company;
 - (iii) the interests of the Company's employees;
 - (iv) the need to foster the Company's business relationships with suppliers, customers and others;
 - (v) the impact of the Company's operations on the community and the environment;
 - (vi) the desirability of the Company maintaining a reputation for high standards of business conduct; and
 - (vii) the ability of the Company to create an overall positive impact on society and the environment.

(b) Need not give priority to a particular matter referred to in paragraph (a) over any other matter, unless the Company has stated in this Constitution that the directors of the Company must give priority to certain matters related to the pursuit or creation of any objects listed in this Constitution.

These changes reflect our mission to be a force for good and demonstrates our commitment to act in the best interests of all stakeholders – including the community, our workers and the environment.

What do I need to do?

We're asking our Members to vote in favour of this special resolution at the upcoming AGM on Saturday 19 November 2022 so we comply with this requirement in a timely way.

By doing so, you'll help our Bank remain a global leader in using business as a force for good, investing and lending responsibly and running our bank for people, planet and profit.

Who do I speak to for more information?

If you have specific questions about B Corp or these proposed updates to the Constitution, please contact us at agm@tmbl.com.au.

More details on the AGM are available at: tmbl.com.au/agm.

TEACHERS MUTUAL BANK LIMITED



³ B Lab, About B Corp certification, accessed 11 July 2022.