

Advance notice of Annual General Meeting and call for nominations for candidates for the office of Director and Members Committee member

**TEACHERS MUTUAL
BANK LIMITED**

The Annual General Meeting (AGM) of Teachers Mutual Bank Limited will be held on Saturday, 20 November 2021.

Due to the ongoing unpredictability of COVID-19, the event will be held as a hybrid AGM.

2021 election of Directors

In accordance with the company's Constitution two (2) Director positions will become vacant when the terms of office for Maree O'Halloran and Linda Green expire at the end of the 2021 Annual General Meeting. If there are more than two (2) candidates, an election is required for these two (2) positions.

Director candidates

Nominations are invited from eligible Members of the company to stand as candidates at the election.

Criteria for Nomination

An individual is eligible to be a Director if the person:

- (a) is a Member;
- (b) is not disqualified or prevented by law from being a Director;
- (c) has not had a personal representative or trustee appointed to administer the person's estate or property because of their mental incapacity;
- (d) is not an employee of the company;
- (e) provides the Nominations Committee with information and consents to the Nominations Committee determining if the person is of appropriate fitness and propriety to be and act as a Director by reference to the Fit and Proper Policy or whether they are disqualified or prevented by law from being a Director;
- (f) is of appropriate fitness and propriety to be and act as a Director, by reference to the Fit and Proper Policy.

You cannot be a Director of the company if you are a disqualified person under section 20 of the Banking Act 1959.

Each person seeking nomination will be required to provide the Nominations Committee with consent to conduct the necessary checks.

In order to be nominated a Member must:

- (a) be eligible as per the criteria above;
- (b) be nominated by two (2) Members;
- (c) consent to the nomination and to an assessment under the Fit and Proper Policy in the terms required by the company; and
- (d) give the Returning Officer a notice of nomination and a declaration complying with the Constitution before nominations close.

A candidate may submit for circulation to Members a statement not exceeding 120 words and a minimum passport size photo taken not more than 12 months prior to the date of closure of nominations.

Nominations Committee for Director candidates

In accordance with the Constitution of the company, the Board has established a Nominations Committee. The responsibility of the Committee is to determine which persons are of appropriate fitness and propriety to be and act as a Director, by reference to the Board's Fit and Proper Policy and advise the Returning Officer accordingly.

Each person who seeks nomination and each retiring Director who stands for re-election will be required to attend an interview with the Nominations Committee to determine the suitability of the nominee for election as a Director.

Each nominee is responsible for meeting their costs associated with attending an interview with the Nominations Committee.

Each nominee must provide the Nominations Committee with all information and documentation that the Nominations Committee reasonably requests to determine if the person is of appropriate fitness and propriety to be and act as a Director by reference to the Fit and Proper Policy. Any candidate who fails to make themselves available for interview will have their nomination rejected.

2021 election of Members Committee members

In accordance with the company's Constitution four (4) Members Committee positions will become vacant when the terms of office for Graeme Green, Gina Leone, Judy MacGraw and Bernard Williams expire at the end of the 2021 Annual General Meeting. If there are more than four (4) candidates, an election is required for the four (4) positions.

Members Committee member candidates

Nominations are invited from eligible Members of the company to stand as candidates at the election.

Criteria for Nomination

Members of the Members Committee are neither Directors nor officers of the company but must meet the standards and propriety expected of a person who is a Director of the company.

Under the Constitution, an individual is eligible to be a member of the Members Committee if the person:

- (a) is a Member; and
- (b) is not a Director or employee of the company.

Additionally, the individual must:

- (c) not be disqualified or prevented by law from being a director of or being involved in the management of a company;
- (d) not be a disqualified person under s20 of the Banking Act 1959;
- (e) not have had a personal representative or trustee appointed to administer the person's estate or property because of their mental incapacity;
- (f) provide the company with information as requested and consent to the company determining whether the person is of appropriate fitness and propriety as if the individual were seeking appointment as a Director of the company.

You cannot be a member of the Members Committee if you are a disqualified person under section 20 of the Banking Act 1959.

In order to be nominated a Member must:

- (a) be eligible as per the criteria above;
- (b) be nominated by two (2) Members;
- (c) consent to the nomination and to an assessment of appropriate fitness in the terms required by the company; and
- (d) give the Returning Officer a notice of nomination and a declaration complying with the Constitution before nominations close.

A candidate may submit for circulation to Members a statement not exceeding 120 words and a minimum passport size photo taken no more than 12 months prior to the date of closure of nominations.

Returning Officer

In respect of the election process, Mr Justin Robinson, of Computershare Investor Services Pty Limited, has been appointed Returning Officer for the election of Directors and the election of Members Committee members.

Nomination closing date

Nominations are to be in accordance with the company's Constitution available on our website tmbl.com.au and must be received by the Returning Officer no later than 5pm on Friday, 3 September 2021. Nominations received after this time cannot be accepted.

Additional information is available on our website regarding becoming a Director tmbl.com.au/becomeadirector or Members Committee member tmbl.com.au/memberscommittee

Nomination Packs

Nomination Packs for election to the Board or Members Committee are available from Veronica Davis by emailing vdavis@tmbl.com.au or calling **02 9735 9101** weekdays.

By order of the Board,

Fred Taweel
Company Secretary