

Police & Nurses Ltd

Minutes of the 32nd Annual General Meeting Held C.ex Coffs. 2-6 Vernon Street, Coffs Harbour NSW on Wednesday, 26 October 2022

Attendees: Stephen Targett (Chair)
Julie Elliott (Director)
Trevor Hunt (Director)
Gary Humphreys (Director)
Louise Clarke (Director)
Monish Paul (Director)
Andrew Hadley (Managing Director & CEO)
Verran Fehlberg (Company Secretary)
44 total Members (as per Computershare attendance record)
4 guests (as per Computershare attendance record)

Apologies: Members' apologies acknowledged

1. Welcome

The Chair called the meeting to order at 3:00pm AEDT and welcomed all to the 32nd Annual General Meeting of Police & Nurses Ltd (PNL).

The Chair stated that in the spirit of reconciliation, P&N Group acknowledges the Traditional Custodians on the land on which we gather, the Gumbaynggirr people, and their connections to land, sea and community. We also acknowledge the traditional custodians on the lands Members might be joining from, and pay our respect to their Elders past and present, and extend that respect to all Aboriginal and Torres Strait Islander peoples today.

The Chair stated that as a national organisation, it is pleasing we are able to host our AGM in Coffs Harbour this year, giving our East Coast Members the opportunity to attend in person and participate in the Meeting. This was the first AGM being held in Coffs Harbour following the merger, after plans to do so last year were impacted by pandemic lockdowns and travel restrictions. We will continue to carefully assess the best format and location for our AGM each year, to determine the most equitable and convenient Member experience for the majority, while complying with any regulatory advice.

The Chair acknowledged the 50th anniversary in September 2020 of the bcu brand; being a milestone Members and staff should all be proud of. The Chair reported that in the three years following the merger, bcu brand Members have benefited from a number of improvements including the removal of several fees, an improved product offering and a range of enhancements to our digital offerings, such as our online banking and mobile app platforms. The Chair detailed the benefits of scale, including through merger, and that in multi-brand organisations like ours, a larger organisation has a better ongoing opportunity to maintain its heritage.

The Chair welcomed all Directors, including the CEO. The attendance of representatives from PNL's auditors; Darren Scammell from Grant Thornton, and the Company Secretary were acknowledged, and internal and external legal advisors were also on call to answer any relevant questions as necessary.

2. Quorum

The Chair advised that a quorum of Members (25) was present, and that the

meeting was declared open.

3. Notice of Meeting

A link to the Notice of Meeting was sent to all shareholders on or from 23 September 2022 and a copy of that Notice of Meeting was available on the website.

The Chair requested that the Notice of Meeting be taken as read.

4. Minutes of Previous Annual General Meeting – 27 October 2021

The Chair advised a copy of the minutes of the 31st Annual General Meeting of Police & Nurses Ltd was made available to all those present and gave the meeting an opportunity to peruse those minutes.

As there were no comments on the minutes, the Chair accepted them as a true and correct record of the Annual General Meeting of 27 October 2021.

Carried

5. Chair's Address

The Chair reported on the achievements and milestones of PNL during the year.

The Chair thanked ex-Director Kellie Properjohn, who retired during the period, for her longstanding commitment and contributions to PNL.

The Chair handed the meeting over to the CEO, to provide an overview of PNL's operational highlights.

6. CEO's Operational Review

The CEO presented the CEO's Operational Review, including a summary of the financial results and highlights of the PNL business for the year ended 30 June 2022.

7. Points of Procedure

The Chair then outlined the points of procedure for the meeting, including that all resolutions put to the meeting will be by way of poll rather than a show of hands.

The Chair advised that Lisa Ahwan from Computershare was appointed to act as Returning Officer to conduct the poll and conclude the count, to finalise the poll results.

The Chair encouraged Members to ask questions about, and to comment on, the management of PNL, and stated that questions relevant to the conduct of the audited financial statements, the accounting policies adopted, and the independence of the auditor were questions he would likely direct to Grant Thornton or the CFO. The Chair stated that other questions may be directed to the appropriate Director, executive or officer.

A Member asked a question about whether there is any distinction between the bcu Board and the P&N Board. The Chair detailed the composition of the Board and explained that all Directors of the parent Company Board were present today, and that since the merger this is the single Board having responsibility and oversight for both the bcu and P&N brands. While the parent Company is named Police & Nurses Limited, the parent name and branding remains under review.

8. Annual Financial Report, Directors' Report and Auditor's Reports

The Chair referred to the tabled Annual Report for the year ended 30 June 2022 including the Financial Report, the Directors' Report and the Auditors' Report.

In accordance with the appropriate legislation, copies of the annual Financial Report, the Directors' Report and Auditors' Report for the year ending 30 June 2022 had been made available to the Members online from around 19 September 2022 and were included in the 2022 Annual Report tabled for the meeting. The *Corporations Act 2001* (Cth) (**Corporations Act**) requires the Financial Report, the

Directors' Report and Auditors' Report to be made available to the AGM, but does not require that a vote of Members be taken on them.

The Chair asked if there were any questions of the Auditor, Mr Darren Scammell, in respect of the Auditors' Report or the conduct of the audit.

There were no questions.

9. Resolution 1 – Election of Directors

Resolution 1(a) - Election of Director; re-election of Mr Trevor Hunt

The Chair advised that the current term of appointment of Mr Trevor Hunt ends at the conclusion of this AGM, and that Mr Hunt was eligible for re-election, and had been nominated for re-election. The Chair advised that following a call for nominations from Members, no further nominations had been received other than from Mr Hunt and Mr Paul.

The Chair referred to the Notice of Meeting, which details this resolution as follows:

"That Mr Trevor Hunt, being eligible, be re-elected as a Director of Police & Nurses Limited."

As per the Notice of Meeting, this is an ordinary resolution, and for it to be passed, at least 50% of the votes cast by Members entitled to vote must be in favour.

In accordance with rule 12.1 of the Constitution the following direct voting and proxy results as at the close of proxies were shown on-screen to the meeting:

852	Direct votes FOR
141	Direct votes AGAINST
842	Proxy documents have been received
436	Proxy documents directing the proxy how to vote
414	Proxies FOR
22	Proxies AGAINST
371	Votes to the Chair or other proxy to vote at their discretion
134	Abstain

The Chair asked if there were any questions on the resolution. There were none.

The Chair invited Members to complete their voting card for this resolution.

Resolution 1(b) - Election of Director; Election of Mr Monish Paul

The Chair advised that Mr Monish Paul had been appointed since the last AGM to fill a casual vacancy on the Board and was eligible for election, and had been nominated for re-election. The Chair advised that following a call for nominations from Members, no further nominations had been received other than from Mr Hunt and Mr Paul.

The Chair referred to the Notice of Meeting, which details this resolution as follows:

"That Mr Monish Paul, being eligible, be elected as a Director of Police & Nurses Limited."

As per the Notice of Meeting, this is an ordinary resolution, and for it to be passed, at least 50% of the votes cast by Members entitled to vote must be in favour.

In accordance with rule 12.1 of the Constitution the following direct voting and proxy results as at the close of proxies were shown on-screen to the meeting:

757	Direct votes FOR
200	Direct votes AGAINST
842	Proxy documents have been received
397	Proxy documents directing the proxy how to vote

346	Proxies FOR
51	Proxies AGAINST
390	Votes to the Chair or other proxy to vote at their discretion
189	Abstain

The Chair asked if there were any questions on the resolution. There were none.

The Chair invited Members to complete their voting card for this resolution.

10. Resolution 2 – Constitution amendments

Resolution 2(a) – Constitutional amendments: Governance updates

The Chair referred to the Notice of Meeting, which details this resolution as follows:

"That, in accordance with section 136(2) of the Corporations Act 2001 (Cth), the Constitution be amended with effect from the conclusion of the 2022 AGM of the Company by making those amendments set out as "Resolution 2(a) – Constitutional amendments: Governance updates" within the explanatory notes to this resolution, as are contained in the document tabled at the AGM and signed by the Chairman for the purposes of identification."

As per the Notice of Meeting, this is a special resolution, and for it to be passed, at least 75% of the votes cast by Members entitled to vote must be in favour.

In accordance with rule 12.1 of the Constitution the following direct voting and proxy results as at the close of proxies were shown on-screen to the meeting:

870	Direct votes FOR
121	Direct votes AGAINST
842	Proxy documents have been received
408	Proxy documents directing the proxy how to vote
396	Proxies FOR
12	Proxies AGAINST
379	Votes to the Chair or other proxy to vote at their discretion
157	Abstain

The Chair asked if there were any questions on the resolution.

A question was asked regarding item 5 in this resolution, which provides that the Board may set a quorum for meetings, and whether there was any minimum for this quorum. The Company Secretary responded that there was no minimum, and that he would take this point on notice; but the table of Director attendance at Board and Committee meetings in the Directors' Report shows diligent attendance by Directors at all meetings they are able to attend; and that care is taken to schedule meetings to maximise attendance.

The Chair invited Members to complete their voting card for this resolution.

Resolution 2(b) – Constitutional amendments: Board composition

The Chair referred to the Notice of Meeting, which details this resolution as follows:

"That, in accordance with section 136(2) of the Corporations Act 2001 (Cth), the Constitution be amended with effect from the conclusion of the 2022 AGM of the Company by making those amendments set out as "Resolution 2(b) – Constitutional amendments: Board composition" within the explanatory notes to this resolution, as are contained in the document tabled at the AGM and signed by the Chairman for the purposes of identification."

As per the Notice of Meeting, this is a special resolution, and for it to be passed, at least 75% of the votes cast by Members entitled to vote must be in favour.

In accordance with rule 12.1 of the Constitution the following direct voting and proxy results as at the close of proxies were shown on-screen to the meeting:

808	Direct votes FOR
162	Direct votes AGAINST
842	Proxy documents have been received
401	Proxy documents directing the proxy how to vote
380	Proxies FOR
21	Proxies AGAINST
379	Votes to the Chair or other proxy to vote at their discretion
185	Abstain

The Chair asked if there were any questions on the resolution. There were none.

The Chair invited Members to complete their voting card for this resolution.

Resolution 2(c) – Constitutional amendments: 3 month membership eligibility requirement for Member Elected Directors

The Chair referred to the Notice of Meeting, which details this resolution as follows:

"That, in accordance with section 136(2) of the Corporations Act 2001 (Cth), the Constitution be amended with effect from the conclusion of the 2022 AGM of the Company by making those amendments set out as "Resolution 2(c) – Constitutional amendments: 3 month membership eligibility requirement for Member Elected Directors" within the explanatory notes to this resolution, as are contained in the document tabled at the AGM and signed by the Chairman for the purposes of identification."

As per the Notice of Meeting, this is a special resolution, and for it to be passed, at least 75% of the votes cast by Members entitled to vote must be in favour.

In accordance with rule 12.1 of the Constitution the following direct voting and proxy results as at the close of proxies were shown on-screen to the meeting:

864	Direct votes FOR
146	Direct votes AGAINST
842	Proxy documents have been received
414	Proxy documents directing the proxy how to vote
389	Proxies FOR
25	Proxies AGAINST
379	Votes to the Chair or other proxy to vote at their discretion
131	Abstain

The Chair asked if there were any questions on the resolution. There were none.

The Chair invited Members to complete their voting card for this resolution.

Resolution 2(d) – Constitutional amendments: Cancellation of Membership for cause

The Chair referred to the Notice of Meeting, which details this resolution as follows:

"That, in accordance with section 136(2) of the Corporations Act 2001 (Cth), the Constitution be amended with effect from the conclusion of the 2022 AGM of the Company by making those amendments set out as "Resolution 2(d) – Constitutional amendments: Cancellation of membership for cause" within the explanatory notes to this resolution, as are contained in the document tabled at the AGM and signed by the Chairman for the purposes of identification."

As per the Notice of Meeting, this is a special resolution, and for it to be passed, at least 75% of the votes cast by Members entitled to vote must be in favour.

In accordance with rule 12.1 of the Constitution the following direct voting and proxy results as at the close of proxies were shown on-screen to the meeting:

795	Direct votes FOR
163	Direct votes AGAINST
842	Proxy documents have been received
391	Proxy documents directing the proxy how to vote
367	Proxies FOR
24	Proxies AGAINST
380	Votes to the Chair or other proxy to vote at their discretion
206	Abstain

The Chair asked if there were any questions on the resolution.

A Member asked a question as to how the clause would be applied in practice, and the CEO explained the operation of the clause, consistent with the information provided in the Notice of Meeting.

The Chair invited Members to complete their voting card for this resolution.

11. Resolution 3 – Directors Remuneration: Increase of 3% to Director remuneration pool

The Chair referred to the Notice of Meeting, which details this resolution as follows:

"That for the purposes of Rule 17.1 of the Constitution, the members approve that an amount of \$770,000 (per annum) inclusive of superannuation be fixed for the Directors' combined remuneration, for the period commencing 27 October 2022 until such time as a different amount is approved by members. The amount is to be divided amongst the Directors in line with market practice and in such a manner as they determine."

As per the Notice of Meeting, this is an ordinary resolution, and for it to be passed, at least 50% of the votes cast by Members entitled to vote must be in favour.

In accordance with rule 12.1 of the Constitution the following direct voting and proxy results as at the close of proxies were shown on-screen to the meeting:

423	Direct votes FOR
567	Direct votes AGAINST
842	Proxy documents have been received
405	Proxy documents directing the proxy how to vote
236	Proxies FOR
169	Proxies AGAINST
369	Votes to the Chair or other proxy to vote at their discretion
169	Abstain

The Chair asked if there were any further questions.

A Member asked how the pool was divided among Directors, and the Chair provided context of how fees were allocated, depending on the roles and responsibilities of individual Directors, including Committee Chair responsibilities.

A Member observed that the proposal for a 3% pool increase seemed within what was reasonable, in the context of an inflation rate of 7%.

A question was asked about the presentation of voting information to the meeting, and whether this could be done in a format more helpful to Members, showing percentages in favour and against, for each resolutions, as at the close of proxy

voting. The Company Secretary confirmed that the information is presented as set out in the Constitution, but that it would be possible to include a further row showing the percentage in favour. The Company Secretary reported that the meeting materials indicated that the Chair would direct open proxies in favour of each resolution, and that including directing those open proxies in this way, the approximate percentages of votes in favour of each resolution as at the close of proxies would be:

- Election/Re-election of Directors: Between circa 85-90%;
- Constitutional Amendments: Each resolution around circa 90%; and
- Director Remuneration Pool: Circa 58%.

The Chair invited Members to complete their voting cards, and advised that the cards would then be collected, after which time voting would close.

After a pause to allow Members to complete their voting cards and for the cards to be collected, the Chair declared the voting to be closed.

12. Other Business

The Chair indicated that no notice of further general business for the meeting had been received.

13. Question Time

The Chair stated that all member questions prior to the AGM had been responded to, and gave details of two questions that had arisen during this process, in respect of AGM costs, and the process for issuing the Capital Notes of the Company during the period.

The Chair invited questions from the meeting from the floor.

Further questions were asked and addressed, including as follows:

- A Member asked a question about the growth of the Company, in the context of population growth in Australia; and discussion followed on the benefits of growth, and the current growth trajectory of the Company.
- A Member requested that the website information for the bcu Brand Advisory Council, and the Bill Ussher scholarship be reviewed for completeness; and it was confirmed that this will be done.
- A Member remarked that previous bcu AGMs had been held at a later time of the day, which enabled more Members to attend. It was confirmed that the appropriate place and time for holding the AGM will continue to be held under close review.
- A Member observed that it was great to see growth again. Pre-merger growth had gone backwards, and it was clear something had to happen. Something did happen by way of the merger, and it has had the desired result; and we should now get on with it.

14. Announcement of results of resolutions

The Chair advised that the counting of the votes was currently being finalised and the final results would be released via the website shortly.

The Chair advised that the information provided by the Company Secretary indicated it was highly likely that all resolutions would be carried, as follows:

- Resolution 1(a) – Election of Director: Re-election of Mr Trevor Hunt.
- Resolution 1 – Election of Director: Election of Mr Monish Paul.
- Resolution 2(a) – Constitutional amendments: Governance updates.
- Resolution 2(b) – Constitutional amendments: Board composition.
- Resolution 2(c) – Constitutional amendments: 3 month membership eligibility requirements for Member Elected Directors.
- Resolution 2(d) – Constitutional amendments: Cancellation of membership for cause.

- Resolution 3 - Directors Remuneration: Increase of 3% to Directors Remuneration pool.

Pending release of the final results, the Chair congratulated Mr Hunt and Mr Paul on their election by Members.

15. Meeting Close

The Chair asked if there were any further questions or comments from Members. There were none.

The Chair advised that concluded the business for this meeting and thanked everyone who had participated online or watched the webcast. He thanked all for their attendance and declared the meeting closed at 4:16pm AEDT.

SIGNED: _____

DATE: _____

Final results of each poll released via the website following the meeting:

Resolution 1(a) – Election of Director: Re-election of Mr Trevor Hunt

There were 1,826 votes cast on the poll and 91.07% were in favour.

Carried

Resolution 1(b) – Election of Director: Election of Mr Monish Paul

There were 1,770 votes cast on the poll and 85.82% were in favour.

Carried

Resolution 2(a) – Constitutional amendments: Governance updates

There were 1,804 votes cast on the poll and 92.52% were in favour.

Carried

Resolution 2(b) – Constitutional amendments: Board composition

There were 1,776 votes cast on the poll and 89.64% were in favour.

Carried

Resolution 2(c) – Constitutional amendments: 3 month membership eligibility requirements for Member Elected Directors

There were 1,829 votes cast on the poll and 90.60% were in favour.

Carried

Resolution 2(d) – Constitutional amendments: Cancellation of membership for cause

There were 1,755 votes cast on the poll and 89.29% were in favour.

Carried

Resolution 3 - Directors Remuneration: Increase of 3% to Directors Remuneration pool

There were 1,790 votes cast on the poll and 58.77% were in favour.

Carried