

Police Financial Services Limited

ACN 087 651 661

('Company' or 'BankVic')

Notice of Virtual Annual General Meeting 2024

Notice is given that that the 2024 BankVic Annual General Meeting (**AGM**) will be held in a virtual format commencing at **3pm on Tuesday 12 November 2024 (AEDT)**.

An invitation is extended to members of BankVic to attend the 2024 Virtual AGM.

HOW MEMBERS CAN PARTICIPATE

1. Members can participate in the meeting by joining online.
2. The online platform can be accessed at: meetings.linkgroup.com/BankVic24 or via the link on our website at bankvic.com.au/our-story/news/bankvic-agm-2024

BUSINESS OF THE MEETING

1. Address by the Chair and CEO

Lucinda Nolan (Chair) and Anthony De Fazio (CEO) of BankVic will provide Members with an update on BankVic's performance and prospects.

2. Consideration of Financial Statements and Reports

The Company will table the Financial Report, Directors' Report and Auditors' Report of the Company for the financial year ended 30 June 2024 (as set out in the BankVic 2024 Annual Report) and will provide members with the opportunity to raise any issues or ask questions generally concerning those reports.

While there are no resolutions required on this item of business, members will have reasonable opportunity to:

- Ask questions or make comments of the operations and management of BankVic the financial statements, and the 2024 Annual Report; and



- Ask the external auditor questions in relation to the conduct of the audit, the preparation of the Auditors' Report, and the independence of the auditor in relation to the conduct of the audit.

3. Change to Constitution – Special Resolution

To consider and if thought fit to pass the following resolution as a special resolution:

'That in accordance with section 136(2) of the Corporations Act 2001 (Cth) and clause 25 of the Company Constitution, members approve the modification of the Company Constitution tabled at the meeting and signed by the Chair for the purposes of identification.'

Please refer to the attached **Explanatory Statement** below which sets out the basis for the proposed resolution and provides all additional information.

ANNUAL REPORT – AVAILABLE ONLINE

A copy of the Annual Report can be downloaded from our website bankvic.com.au/our-story/news/bankvic-agm-2024. If you would like a hard copy, please request a copy from the Company Secretary at cosec@bankvic.com.au or by phoning 0455 020 585.

HOW TO PARTICIPATE IN THE AGM

To attend the virtual AGM, you will need a computer or mobile device with internet access.

To participate you will need to go to: meetings.linkgroup.com/BankVic24 or the link on our website at: meetings.linkgroup.com/BankVic24

- Registration and login will be available from 2.30pm on Tuesday 12 November 2024.
- You will need to enter your Member Number and post code.
- The Chair will provide instructions on how to ask questions or make comments during the meeting.

How to vote¹

- **Before the meeting:** To vote before the meeting, please go to investorcentre.linkgroup.com/Voting/BVIC and enter your member number and post code.
- **At the meeting:** You will need your member number and postcode to join the virtual meeting and cast your vote. Please go to meetings.linkgroup.com/BankVic24 or via the link on our website at bankvic.com.au/our-story/news/bankvic-agm-2024

¹ Members are eligible to vote if: all their shares are fully paid; they are over 18 years of age; and have held their shares for at least 12 months before the day that precedes the close of nominations for election of directors.



- **Voting by proxy**

If you wish to submit a proxy, the proxy form and instructions are enclosed and can also be located at bankvic.com.au/our-story/news/bankvic-agm-2024

Appointment of Proxies

A member entitled to attend the AGM has the right to appoint a proxy to attend on their behalf. A proxy need not be a member of BankVic.

If you are unable to attend the meeting and would like to appoint a proxy to attend the virtual meeting and vote online on your behalf, please download the proxy form from bankvic.com.au/our-story/news/bankvic-agm-2024

Submitting questions in advance of the meeting

Members who are unable to attend the virtual AGM, or who prefer to register questions concerning the matters being considered at the AGM in advance of the meeting, may submit questions on the RSVP Form by 5.00pm (AEST) on Friday 1 November 2024. We encourage members to submit questions in advance of the meeting so we can provide members with a detailed response.

Technical difficulties

If technical difficulties arise during the AGM, the Chair of the meeting has discretion as to whether and how the meeting should proceed. In exercising that discretion, the Chair will have regard to the number of members impacted and the extent to which participation in the business of the meeting is affected. Where the Chair considers it appropriate, the meeting may continue.

If you have any technical queries during the meeting, please phone +61 1800 990 363.

DATED 30 July 2024

BY ORDER OF THE BOARD.



EXPLANATORY STATEMENT

INTRODUCTION

The purpose of this Explanatory Statement is to provide members with an explanation of the business of the meeting and the resolutions proposed to be considered at the meeting of the Company on 12 November 2024.

This Explanatory Statement should be read in conjunction with the notice and forms part of the notice.

SPECIAL RESOLUTION - MODIFICATION OF COMPANY CONSTITUTION

This Special Resolution seeks member approval for the modification of clause 2.1 of the Company Constitution as set out below:

2.1 Objects

The company's purpose is to have an overall positive impact on society and the environment whilst pursuing the following objects:

- (a) to raise funds from Members by subscription, deposit or otherwise, as authorised by the Corporations Act and the Banking Act;
- (b) to apply the funds in providing Financial Accommodation to Member Share Holders, subject to the Corporations Act and the Banking Act;
- (c) to encourage savings amongst Member Share Holders;
- (d) to promote co-operative enterprise;
- (e) to provide programs and services to Member Share Holders to assist them to meet their financial, economic and social needs;
- (f) to promote, encourage and bring about human and social development among individual Member Share Holders and within the larger community within which Member Share Holders work and reside; and
- (g) to further the interests of Member Share Holders and the communities within which they work and live through co-operation with:
 - (i) other mutual organisations; and
 - (ii) associations of mutual organisations.



The only proposed change is the addition of the sentence: *“The company’s purpose is to have an overall positive impact on society and the environment whilst pursuing the following objects:”*

BankVic became a certified B Corporation in 2020 (BCorp). Certified BCorps are businesses that meet the highest standards of verified social and environmental performance, public transparency, and legal accountability to balance profit and purpose.

The addition of the sentence in clause 2.1 gives full effect to BankVic’s certification as a B Corp and is aligned with BankVic’s purpose and values.

Directors' recommendation

The Directors recommend that the members approve this Special Resolution.