

Notice of Special General Meeting

Notice is hereby given that a Special General Meeting of Members of Qudos Mutual Limited (Company) will be held at 12 noon on Thursday 28 July 2022 as a hybrid special general meeting (SGM). Members can participate, vote and ask questions in the meeting by attending in person at the Pullman Sydney Airport Hotel, 191 O’Riordan Street Mascot, New South Wales or by registering at web.lumiagm.com/339839675 (Lumi platform). Members can submit questions prior to the meeting by emailing sydreturningofficer@computershare.com.au or during the meeting by selecting the messaging tab at the top of the Lumi platform or pausing the broadcast on the Lumi platform and then clicking on the link under “Asking audio questions”.

Agenda

1. Opening and Apologies
2. Amendment to the Constitution

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

That the Constitution of the Company be amended as set out in the document tabled at the SGM signed by the Chair for identification purposes, as described in the Explanatory Notes, with effect from the conclusion of the 2022 Annual General Meeting.

3. Closure

Explanatory Statement

Members are referred to the Explanatory Statement accompanying and forming part of this notice.

By Order of the Board Dated: 13 June 2022

Cindy Hansen
Company Secretary



Information for Members on how to vote

#	Option	Details	Instructions
1	Cast your vote before the SGM	<p>You can vote before the SGM online or by completing and submitting the Voting Form provided with paper notices or available by calling 1300 747 747 or on our website qudosbank.com.au.</p> <p>If you wish to vote before the SGM, you are encouraged to do so online.</p> <p>If you wish to vote before the SGM using the Voting Form, please be aware of current postal time frames.</p>	<p>Online: You can cast your vote directly by using a unique link that will be sent to you via email prior to the meeting, or by entering your Member number and postcode at www.investorvote.com.au/qudos and following the instructions online.</p> <p>Voting Form: You can lodge your completed Voting Form:</p> <ul style="list-style-type: none"> » By email to the Returning Officer at sydreturningofficer@computershare.com.au or » By mail to the Returning Officer at Reply Paid 2062 Melbourne VIC 8060 or » By mail or delivery to the registered office at Level 8, 191 O’Riordan Street, Mascot NSW 2020 <p>Your vote must be submitted online by 12 noon on Tuesday 26 July 2022.</p>
2	Appoint a proxy before the SGM	<p>You may appoint a proxy to attend the SGM and vote on your behalf. A proxy may be an individual or a body corporate and need not be a Member of the Company.</p> <p>If you have specified how your proxy is to vote on an item of business, and your proxy votes on that item of business, your proxy must vote as you have directed.</p> <p>If you have specified how your proxy is to vote on an item of business and a poll has been called, but your proxy:</p> <ul style="list-style-type: none"> » does not attend the SGM; or » does not vote on that item, <p>then your proxy will default to the Chair and the Chair will vote as you have directed.</p> <p>If the Chair is appointed as a proxy or becomes a proxy by default, the Chair is expressly authorised to vote undirected proxies as he see fit. The Chair intends to vote all undirected proxies in favour of the resolution.</p> <p>If you wish to appoint a proxy using the Voting Form, please be aware of current postal time frames.</p>	<p>Voting Form: To appoint a proxy using the Voting Form, please complete the Voting Form by following the instructions on the form.</p> <p>You can lodge your completed Voting Form:</p> <ul style="list-style-type: none"> » By email to the Returning Officer at sydreturningofficer@computershare.com.au or » By mail to the Returning Officer at Reply Paid 2062 Melbourne VIC 8060 or » By mail or delivery to the registered office at Level 8, 191 O’Riordan Street, Mascot NSW 2020 <p>For your proxy appointment to be valid, it must be submitted online, or your completed Voting Form must be received by the Company, at least 48 hours prior to the Meeting, ie. by 12 noon on Tuesday 26 July 2022.</p> <p>The Voting Form is available by calling 1300 747 747 or on our website qudosbank.com.au</p> <p>Any enquiries regarding appointment of proxies should be directed to the Returning Officer, email sydreturningofficer@computershare.com.au</p>



#	Option	Details	Instructions
3	Vote online during the SGM	<p>If you attend the SGM virtually by logging into the online portal at web.lumiagm.com/339839675 you will be able to vote directly during the SGM.</p> <p>Voting on each item of business will be by poll. The Chair will open the poll shortly after the SGM commences and you will be able to vote at any time during the SGM until the Chair closes the poll. The Chair will prompt Members to vote before closing the poll.</p> <p>If you have lodged a direct vote before the SGM and then vote online during the SGM, your direct vote lodged before the SGM will be cancelled.</p>	<p>When you log into the online portal, you will be required to register as a Member or proxy holder and will be able to vote your shares or the shares you represent as proxy.</p> <p>If you are a Member, you will need to provide your Member number and the postcode for your membership to register to vote once you have logged in.</p> <p>If you are a proxy, you will need to contact the Returning Officer on +61 3 9415 4024 at least one hour prior to the meeting to obtain login details to participate online during the SGM.</p> <p>More detailed information on how to vote during the Meeting is provided in the 'Virtual Meeting Online Guide' available on our website qudosbank.com.au.</p>

Explanatory Statement

Agenda Item 2 – Amendment to the Constitution

The Board proposes to amend the Constitution of Qudos Bank (Qudos) to reduce the maximum number of Directors from 12 to 7, with effect from the end of the 2022 Annual General Meeting. The Board intends to reduce the size of the Board following a review of the composition and size of the Board and a comparison to the Board sizes of other customer owned banks.

The Corporations Act requires a special resolution of Members to amend the Constitution. For a special resolution to pass, at least 75% of the votes cast must be in favour. If the special resolution to amend the Constitution is passed, this will allow the 2022 Director Election to be conducted on the basis of a Board size of 7.

The Board believes that it should not be larger than necessary to carry out its corporate governance responsibilities properly and efficiently. Collectively, the Board must have the necessary skills, knowledge and experience to understand the risks of Qudos, including its legal and prudential obligations, and to ensure that Qudos is managed in an appropriate way taking into account these risks. It should not be so large as to be unwieldy. Qudos regularly reviews the need for various skills and experience against the current skills and experience represented on the Board.

Qudos has an experienced and skilled Board, with an appropriate mix of Directors including retail banking, governance, accounting, finance, strategy, management and technology functional competencies. However, a maximum Board size of 12 is relatively large, with the average Board size among Australian customer owned banks being 7 Directors.

The Board has assessed that if the number of Qudos Directors is reduced to 7 it will continue to have the necessary composition to fulfill its responsibilities and duties.

At the 2022 Annual General Meeting, Directors Colin Adams (Member Elected Director) and Dawson Petie (Board Appointed Director) will retire and will not seek re-appointment.

Your Directors unanimously support this resolution and recommend that you vote **FOR** it.



