



Police & Nurses Limited
ACN 087 651 876

Notice of Annual General Meeting 2024

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Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of the members of Police & Nurses Limited (ACN 087 651 876) (**PNL** or **Company**) will be held at Fremantle Ballroom, Four Points Sheraton, 707 Wellington Street, Perth WA 6000 commencing at 12:00noon AWST (3:00pm AEDT) on Tuesday, 29 October 2024 (**Notice of Meeting** or **Notice**).

General Business

Discussion of the 2024 Annual Report

To receive and consider the Annual Report of the Company for the year ended 30 June 2024 which includes the Financial Report, the Directors' Report and the Auditor's Report.

Other Business

Other questions or comments

In accordance with section 250S(1) of the *Corporations Act 2001* (Cth), members are invited to ask questions about or make comments on the management of the Company.

Verran Fehlberg
Company Secretary
Police & Nurses Limited
26 September 2024

Information for members

Participating in the Meeting in person

The sole means of participating in the Meeting in live time is to attend the physical location for the Meeting. By attending the physical location of the Meeting, you will be able to:

- hear and see the addresses and presentations of the Chair and CEO; and
- speak and verbally ask questions in situations where a participant has a right to speak and ask questions while the Meeting is in progress.

Watching the webcast (please note that this does not form part of the formal Meeting)

An online webcast is offered for this Meeting, where members may watch the Meeting. To view the webcast, you will be required to register. Members who are P&N Bank customers should go to www.pnbank.com.au/agm and members who are BCU Bank customers should go to www.bcu.com.au/agm to register. This may be done in advance any time from Thursday 26 September 2024.

This webcast will not represent part of the formal Meeting and will not provide the ability to ask questions live, or otherwise participate in the formal Meeting.

Voting

There are no resolutions in the Notice of Meeting requiring a member vote at this Meeting.

Attending in person

A shareholding member may attend the AGM in person.

Appointment of corporate representative

A shareholding member that is a company may appoint an individual to attend on behalf of the company. A corporate representative does not need to be a member of the Company. Any shareholding member that is a company and wishes to appoint a corporate representative should contact the Company by calling P&N Bank on 13 25 77 or BCU Bank on 1300 228 228 and request a copy of the form required for this purpose.

Meeting registration and participation

If you will be attending the Meeting in person or are planning to send a representative in your place, please RSVP online at www.pnbank.com.au/agm or www.bcu.com.au/agm by 12:00noon AWST (3:00pm AEDT) on Tuesday 15 October 2024, to assist us to cater for the event.

Explanatory Notes

These explanatory notes are designed to give members important information known to the Company, relevant to consideration of the items of business of the Meeting.

Explanatory Notes - General Business

1. Explanatory Note 1 - Discussion of the 2024 Annual Report

The Directors will present the 2024 Annual Report comprising the 2024 Financial Report, Directors' Report and the Auditor's Report at the Meeting. These can be viewed on the Company's websites at www.pnbank.com.au/agm, and www.bcu.com.au/agm from 19 September 2024.

To support our focus on sustainability and help our members understand the financial performance and position of PNL, we have this year created a full and a concise version of our Financial Report.

The concise Financial Report is an extract from the full Financial Report for the year ended 30 June 2024. The financial statements and specific disclosures included in the concise Financial Report have been derived from the full Financial Report. Further financial information can be obtained from the full Financial Report.

Digital versions of both the full and concise reports are available on our websites at www.pnbank.com.au/agm, and www.bcu.com.au/agm

As a member you are not required to approve these reports; however, the Chair will allow a reasonable opportunity for members to ask questions or make comments in relation to the reports and the management of the Company.

2. Explanatory Note 2 – No election required at 2024 AGM

No election of Directors is required because there is no Member Elected Director vacancy to be filled this year.

The Company, like many peers in the community banking sector, has two types of Directors, being Member Elected Directors and Board Appointed Directors. Member Elected Directors must always remain a majority to Board Appointed Directors under the Constitution. Board Appointed Directors are a stabilising mechanism that supports and promotes the retention by the Board of valued skills, experience and characteristics within the composition of the Board, for the benefit of members.

The Company currently has two Board Appointed Directors, and three Member Elected Directors. None of the current terms of the three Member Elected Directors expire at the conclusion of the 2024 AGM, and therefore there is no Member Elected Director vacancy to be filled this year, and no public nomination process has been needed.

Julie Elliott will be retiring as a Board Appointed Director at the conclusion of the 2024 AGM, being the end of her current term of appointment.

Kellie Properjohn will commence as a Board Appointed Director at the conclusion of the 2024 AGM.

Ms Properjohn is a former Director of the Board who has served just over four years previously on the Board. The Board looks forward to Ms Properjohn's return to the Board, as a Board Appointed Director. While no election is required, a statement from Ms Properjohn has been included below to assist with the re-introduction of Ms Properjohn to members:

"As a pragmatic and influential senior executive, I have a successful background in the achievement of cultural change and long-term results through the development, implementation and management of robust board-level strategic interventions, policies, and practices. I have demonstrated the proven ability to innovate and transform services in senior roles in government and private industry. My previous and current board roles exhibit my diligence and commitment to shaping the strategy and managing the risk, compliance, and governance of the organisation. My previous role as an Assistant Commissioner in the WA Police Force is highlighted by 35 years of ethical service. My broad career has given me experience and skills in strategic planning, governance, project management, change management, information technology, business transformation stakeholder engagement and crisis management positioning me strongly to make a genuine contribution to the role as Director.

I am committed to delivering strong leadership and governance in my role as Director at Police and Nurses Limited, enabling us to achieve growth and deliver quality services to our members. As a loyal member of the bank since 1986, I have trust in a bank that has the members at the core of its decisions. Collaborating across industry and staying contemporary in a competitive market is key to delivering the spectrum of services to meet the current and future needs of members. Police & Nurses Limited is now a complex business, it is essential there are competent Directors on the Board to ensure responsible and ethical business decisions continue to be made in the best interests of all members. I value the bank's heritage and the voice of its members and support the conscious and social commitment the bank has made as a strong corporate community leader in helping community groups, not for profits and those in financial hardship so they may prosper."

3. Explanatory Note 3 – Directors' Remuneration: No resolution this year, and rationale

No resolution in respect of the Directors' remuneration fee pool has been proposed this year. This is for a number of reasons, including that the Board is currently operating with a lower number of Directors than it has at times in the past - and for an interim period can operate satisfactorily within the existing pool. There are also no other resolutions contained within the Notice of Meeting; and not proposing a resolution for the Directors' remuneration pool will result in cost and administrative savings this year around voting. This is because there will be no need to produce and process voting forms, no need to maintain a voting website, and meeting administration will be simplified.

In the previous few years, resolutions have been supported by members that have increased the Directors' remuneration pool by increments aligned with the Enterprise Bargaining Agreement (EBA) of the Company; being 3% at the 2022 AGM, and 4% at the 2023 AGM. The Company has sought to maintain reasonable market equivalence through modest annual increments to the Directors' remuneration pool, with the aim of maintaining the pool at around the 50th percentile of the market for comparable organisations. While market data indicates the current pool remains below this level, no resolution is proposed for an increment at the 2024 AGM; including for the reasons set out above.

It is likely therefore that in a future AGM a resolution may be proposed that seeks to address this. This may entail a resolution for an increment linked to multiple years of EBA-aligned increments, or by a different amount, for consideration by members at that time. This would have the aim of maintaining the remuneration pool at an appropriate level to enable the Board to continue to attract and retain Directors with the necessary level of skills and capability relevant to the needs of the Company, for the ongoing benefit of members.