



IMB Ltd trading as IMB Bank  
ABN 92 087 651 974  
AFSL/Australian Credit Licence 237391



**SUBMIT YOUR VOTE ONLINE BEFORE  
10:30am (AEDT) on 7 November 2020**

Rather than completing this form, you can submit your proxy vote for the 2020 AGM online – it is the simplest and quickest way for members to do so.

From your desktop or mobile device, in your web browser, type:

<https://investorcentre.linkmarketservices.com.au/voting/imb>

Upon providing your member information, you will be taken to IMB's 2020 virtual AGM meeting site and provided instructions on how to submit your vote ahead of the meeting.

## PROXY FORM FOR ANNUAL GENERAL MEETING

### 1 MEMBER DETAILS *[please complete in blue or black ink]*

Name:

Address:

Postcode:

Telephone number:

Member or Account number\*:

Account name:

*\*Located on your periodic statement, passbook, share certificate, or notice of dividend*

### 2 APPOINTMENT OF PROXY Please mark to indicate your directions

I appoint the person named below, or in the absence of that person, the **Chair of the Meeting**, as my proxy to vote in accordance with the following directions (or, if no directions are given, as the proxy sees fit) with discretion as to any business not referred to below, to the extent that I am eligible to vote, at the virtual Annual General Meeting of IMB Ltd ABN 92 087 651 974 (**IMB Bank**) which is to be held at **10.30am (AEDT) on Monday, 9 November 2020** and at any adjournment of that meeting:

the **Chair of the Meeting**

OR

Proxy name:

Proxy email:

*An email will be sent to your appointed proxy with details on how they can access the virtual meeting.*

### 3 VOTE ON RESOLUTIONS

- 1 Re-appoint Ms. Jan Margaret Swinhoe as a director
- 2 Re-appoint Mr. Peter Fitzgerald as a director
- 3 Re-appoint Dr. Harry Wendt as a director

For

Against

Abstain

### 4 SIGNATURE(S) - Please refer to the signing instructions over the page.

Individual

Director/Secretary

Director/Secretary

## Instructions for Completion of this Proxy Form

**If you have submitted your proxy vote online at <https://investorcentre.linkmarketservices.com.au/voting/imb> there is no need to return this form to IMB Bank.** If you are unable to submit your proxy vote online, please complete your details, sign this form, and return it using one of the methods outlined below.

For your proxy to be entitled to vote at the Annual General Meeting, you must either submit your vote online, or lodge your completed proxy form with IMB **not later than 10.30am on Saturday, 7 November 2020**. Any proxy vote received after this time will be treated as invalid. If you are completing this form rather than voting online:

### 1 Complete your Member Details

Insert the details of the Member who wishes to appoint another person as their proxy. Please provide a contact telephone number so that we can contact you if there are any problems with your proxy form.

### 2 Appoint your Proxy

Insert the name and email address of the person you wish to appoint as your proxy at the virtual AGM. If you leave this box blank, the Chair of the meeting will be your proxy to vote. A proxy need not be a Member of IMB.

### 3 Vote on the Resolutions

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite the resolution(s) you wish to direct your proxy to vote on. If you do so, the manner in which your vote will be cast will be determined in accordance with the points below. Please ensure you clearly mark the relevant box in blue or black ink.


### 4 Sign the Proxy Form


A valid proxy appointment requires this form to be signed by the appropriate Member.

- (i) For individual Members, please sign in the first box only. For individuals (non-body corporate) who have joint accounts, the primary account holder (the first named on the account) must sign the proxy form. For joint shareholding Members, the primary account holder is the shareholder first named on the share account.
- (ii) For body corporate Members, only duly authorised officer(s) of the body corporate may sign the proxy form. Please sign in the relevant boxes and indicate below the box the position held with the body corporate Member (e.g. Director, Secretary, Attorney).
- (iii) If you are signing under Power of Attorney, proof of such appointment must be lodged with the completed form.

### 5 Lodge the Proxy Form

**If you are unable to submit your proxy vote online at <https://investorcentre.linkmarketservices.com.au/voting/imb> please return this form by 10:30am (AEDT) on Saturday, 7 November 2020.**

 **By Mail:**  
IMB Bank  
PO Box 2077  
Wollongong NSW 2500

 **By Hand delivery:**  
To any IMB Bank Branch or  
IMB Bank's registered office at  
Level 6, 253-259 Crown Street  
Wollongong NSW

 **By fax:**  
(within Australia) 02 4298 0277  
(outside Australia) +61 2 4298 0277

**For all inquiries and assistance, contact IMB Bank on 133 462 or visit your local branch.**

## NOTES:

### Virtual Annual General Meeting

IMB Bank takes the health and safety of our members, employees and the broader community seriously. Given the continuing risks and uncertainty faced as a result of COVID-19 and having regard to the guidance from the Government and regulators, the 2020 Annual General Meeting (AGM) of the Company will be conducted as a **virtual** meeting.

Members can participate online at <https://agmlive.link/IMB20> (refer to details in the Virtual Annual General Meeting Online Guide) at [www.imb.com.au/agm](http://www.imb.com.au/agm).

### Access your Notice of Annual General Meeting

To view or download the full Notice of Meeting and Explanatory Memorandum which sets out the Agenda (including details of all resolutions being put to the meeting) please visit [www.imb.com.au/agm](http://www.imb.com.au/agm). In accordance with modifications to the Corporations Act 2001 and the Corporations Regulations 2001 under Corporations (Coronavirus Economic Response) Determination (no.1) 2020 (the "Determination") no hard copy Notice of Meeting and Explanatory Memorandum has been included in this mailing. The Notice of Meeting for the purposes of this meeting has been given to those entitled to receive it by use of one or more technologies.

### All resolutions are to be determined by a poll

As Members are asked to participate virtually in the meeting, each resolution considered at the meeting will be conducted by a poll. The Board considers voting by poll to be in the interests of members as a whole as it ensures the views of as many members as possible are represented at the meeting. This approach is also in line with legislative requirements which permit the holding of virtual meetings as a result of COVID-19. Therefore:

- if your proxy is the Chair of the meeting, the Chair must vote on a poll with respect to a resolution in the way specified by you.
- if your proxy is not the Chair of the meeting, they need not vote on a poll, but if they do vote on the resolution they must vote as specified by you.
- if you specify the way your proxy is to vote on the resolution and the person appointed as your proxy is not the Chair of the meeting and if either:
  - a record of online attendance is made for the meeting and your proxy is not recorded as attending online; or
  - your proxy holder does not vote on the poll on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as your proxy for the purposes of the voting on that resolution and the Chair must vote on a poll with respect to a resolution in the way you have specified.

If you do not direct your proxy how to vote, your proxy may choose to vote as they see fit. If the Chair of the meeting is your proxy and you do not specify how your proxy is to vote, the Chair will vote **for** the resolutions that you are eligible to vote on. If you mark the 'abstain' box for any resolution, you are directing your proxy not to vote on a poll, and your vote will not be counted in calculating the required majority.

### Corporate representatives attending the Virtual AGM

If a representative of a body corporate that is a member is to attend the virtual meeting, the appropriate "Body Corporate Representative Form" available from [www.imb.com.au/agm](http://www.imb.com.au/agm) must be received by the Company Secretary by not later than 10:30am (AEDT) on Saturday, 7 November 2020.

## **ABOUT THE DIRECTORS SEEKING RE-APPOINTMENT TO THE BOARD OF IMB BANK**

### ***Resolution 1 of the Annual General Meeting: Re-appointment of Jan Margaret Swinhoe as a director***

#### **Jan Margaret Swinhoe - BSC (HONS) AIAA GAICD**

Ms. Swinhoe, aged 63, has been a non-executive director of IMB since 2014. Ms Swinhoe has over thirty years' experience in the financial services sector in a career that spanned corporate superannuation, derivatives trading, capital markets origination and institutional relationship banking. Ms Swinhoe is Chairperson of the IMB Community Foundation Committee, and is a member of the Risk Committee and People & Culture Committee. Ms Swinhoe is currently Chair of Mercer Superannuation Australia Limited, and is a director of Swiss Re Life & Health Australia Limited and the Advisory Board of Swiss Reinsurance Company Limited, Australia Branch. She is also Deputy Chair of Athletics Australia and is a director of Australian Philanthropic Services and was formerly a director of Suncorp Portfolio Services Limited. As well as being a director of IMB Ltd, Ms Swinhoe is also a director of all entities wholly owned by IMB Ltd.

### ***Resolution 2 of the Annual General Meeting: Re-appointment of Peter John Fitzgerald as a director***

#### **Peter John Fitzgerald - B.Com FCA GAICD**

Mr. Fitzgerald, aged 62, has been a non-executive director since September 2017. Mr. Fitzgerald is a chartered accountant and accomplished Illawarra-based businessman whose experience was gained as a tax and audit partner of KPMG, where he served as Managing Partner of the Wollongong office for over 20 years. Throughout his career he has been responsible for providing business advisory and taxation services to clients, as well as business structuring and commercial business advice. He has been the lead partner on a number of large engagements conducted by KPMG Wollongong, with industry specialisations in professional services, aged care, property and construction and manufacturing. Mr. Fitzgerald is a director of Illawarra businesses Peoplecare Health Insurance and IRT, and was formerly a member of the Council of the University of Wollongong where he chaired the Risk, Audit and Compliance Committee. As well as being a director of IMB Ltd, Mr. Fitzgerald is also a director of all entities wholly owned by IMB Ltd.

### ***Resolution 3 of the Annual General Meeting: Re-appointment of Harry Walter Wendt as a director***

#### **Harry Walter Wendt - BSc (CompSc), MSc (Astronomy), PhD, GAICD**

Dr. Wendt, aged 58, has been a non-executive director of IMB since July 2020. He has over 28 years' of financial services industry experience, with extensive expertise in using technology to revolutionise customer experiences and transform business. Dr. Wendt is currently a member of the Risk Committee and the People and Culture Committee. Dr. Wendt's previous roles include executive positions with Westpac Banking Corporation and he was formerly a non-executive director of Assembly Payments where he was Chair of the Audit, Risk and Compliance Committee. Dr. Wendt is an adjunct research fellow of the University of Southern Queensland. As well as being a director of IMB Ltd, Dr. Wendt is also a director of all entities wholly owned by IMB Ltd.