

# NOTICE OF ANNUAL GENERAL MEETING

## IMB Ltd ABN 92 087 651 974



NOTICE is hereby given that the 132nd Annual General Meeting of members of IMB Ltd will be held at the Hoskins Room, Novotel Northbeach Hotel, 2-14 Cliff Road, North Wollongong on Tuesday, 30 October 2012 at 10.00 am (Sydney time).

### GENERAL BUSINESS

#### Receipt of Annual Financial Report

Receipt of the Company's Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2012.

#### Resolution 1: Appointment of Director

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

That Mr James Randolph Coleman be re-appointed as a director with immediate effect.

Mr James Randolph Coleman was appointed to fill a casual vacancy on IMB's board in July 2012, in accordance with Article 13.2 of the Constitution. Under Article 13.20, Mr Coleman's casual appointment ends at the start of the next Annual General Meeting after his appointment. Being eligible, Mr Coleman offers himself for re-appointment as a director.

#### **The Board encourages Members to read the Notes and Explanatory Memorandum that accompany this Notice of Meeting.**

A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote in their place, and that proxy need not be a Member of IMB. Explanatory notes to this Notice, a Proxy Form and Question Form can be obtained from any IMB branch or by calling 133 462.

---

### NOTES

#### 1. *Availability of Report*

The audited profit and loss accounts and balance sheets and the Directors' and Auditor's reports may be inspected at any office of the company 21 days prior to the annual general meeting.

A full copy of IMB's Annual Financial Report is available for all members to view and print from IMB's website at the following internet address:

<http://www.imb.com.au/about-us-investor-centre-financial-reports.html>

#### 2. *Voting Eligibility*

Members are qualified to vote if they have held a minimum deposit of \$250 with the company continuously for a period of at least 90 days immediately preceding the meeting or if they are the holder of at least 100 fully paid shares of the company.

#### 3. *Body Corporate Members*

A person attending the meeting as the representative of a body corporate must be appointed in accordance with the Constitution, and may not act for more than 3 Members, unless that person is the Chairman of the meeting. A form for such appointment may be obtained from the Company Secretary.

Such representative shall be entitled to attend the meeting and vote if the appointor is entitled to vote, the form of appointment (and any power of attorney under which the appointment is signed, or in the case of an unregistered power, a copy of that power or authority certified as a true copy) has been lodged with the Company Secretary not less than 48 hours before the meeting and the appointment has not been withdrawn.

#### **4. Proxy Appointments**

A proxy need not be a Member of IMB. A person appointed as proxy may not act for more than 3 Members unless that person is the Chairman of the meeting. A Member (if any) who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise (N.B. this sentence is included as it is required to be included under IMB's Constitution, however, no Member is entitled to cast two or more votes on a resolution that is the subject of this meeting and therefore this statement is not applicable).

If a Member appoints the Chairman of the meeting as the Member's proxy and does not indicate how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that Member, in favour of that item.

A proxy shall be entitled to attend the meeting and vote if the appointor is entitled to vote, the form of appointment (and any power of attorney under which the appointment is signed, or in the case of an unregistered power, a copy of that power or authority certified as a true copy) has been lodged with the Company Secretary not less than 48 hours before the meeting and the appointment has not been withdrawn.

#### **5. Voting**

For a vote taken on a show of hands, each Member present in person who is entitled to vote, and each other person present as proxy or representative, has one vote only.

For a vote taken on a poll, each Member present who is entitled to vote has one vote, and each person present as the proxy or representative of another Member has one vote for each Member who is entitled to vote that they represent.

#### **6. Registration**

For registration purposes and to ascertain eligibility to attend and vote, Members attending the general meeting are required to bring proof of identity bearing their signature (for example, a passbook, Cashcard, Visa card or driver's licence bearing the Member's signature is acceptable). Some other form of supplementary identification may also be required.

Registration will commence at **9.00am**. Please allow sufficient time to register prior to the meeting.

Explanatory notes and a proxy form and a question form are enclosed with this Notice of Meeting. These documents form an integral part of this notice and all documents should be read together.

**BY ORDER OF THE BOARD**

27 September 2012

LB Wise, Company Secretary

# EXPLANATORY MEMORANDUM TO NOTICE OF MEETING



This explanatory memorandum sets out further information regarding certain of the proposed resolutions to be considered at the Annual General Meeting of IMB Ltd (IMB), to be held on 30 October 2012 at 10.00 am.

All capitalised terms in this explanatory memorandum and the notice of meeting have the same meanings given to those terms in the Constitution of IMB.

## ***Resolution 1 of the Annual General Meeting: Appointment of Director – James Randolph Coleman***

Mr Coleman is seeking re-appointment as a director of IMB.

### **James Randolph Coleman**

BA MBA

Mr Coleman, aged 66, is a career banker with extensive experience in risk management, commercial and corporate banking. Mr Coleman was appointed as a non executive director to fill a casual vacancy on 1 July 2012. Mr Coleman was formerly Group Chief Credit Officer of Westpac Banking Corporation where he had previously held the roles of General Manager Risk Management, General Manager Corporate Finance and General Manager Corporate Banking in the Westpac Institutional Bank. Mr Coleman has previously been a director of Delhi Petroleum and has acted as an expert witness in relation to credit and banking related matters. Mr Coleman is a member of the Audit and Risk Management Committee and Land Development Committee. As well as being a director of IMB Ltd, Mr Coleman is also a director of all entities wholly owned by IMB Ltd.