

**This form must be lodged by:**

**10:30am (Sydney time),**

**on Monday, 21 October 2019**

**By Mail:**

IMB Bank

PO Box 2077

Wollongong NSW 2500

**By Hand delivery:**

IMB Bank registered office  
Level 6, 253-259 Crown St, Wollongong NSW

**By fax:**

(within Australia) 02 4298 0277  
(outside Australia) +61 2 4298 0277

For assistance telephone the Company Secretary on (02) 4298 0211

Image result for envelope image

IMB Ltd trading as IMB Bank

ABN 92 087 651 974

Image result for hand imageAFSL/Australian Credit Licence 237391

**PROXY FORM**

**FOR ANNUAL GENERAL MEETING**



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

|  |  |  |  |
| --- | --- | --- | --- |
| **Name:** |  |  |  |
|  |  |  |  |
| **Address:** |  |  |  |
|  |  |  | **Postcode:** |
|  |  |  |  |
| **Telephone number**: |  |  |  |
|  |  |  |  |
| **Account or Member number\***: |  |  |  |
|  |  |  |  |
| **Account name**: |  |  |  |
|  |  |  |  |
| *\*Located on your periodic statement, passbook, share certificate, or notice of dividend* | | | |

🗶

1. **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 Annual General Meeting of IMB Ltd ABN 92 087 651 974 trading as IMB Bank (**IMB**) which is to be held at **10.30am** (Sydney time) on **Wednesday,   
23 October** **2019** and at any adjournment of that meeting:

|  |  |  |  |
| --- | --- | --- | --- |
| the **Chair of the Meeting** | **OR Proxy name:** |  |  |

1. **VOTE ON RESOLUTIONS** **For** **Against**   **Abstain**

1 Re-appoint Mr Noel Harold Cornish as a director

2 Re-appoint Ms Gai Marie McGrath as a director

3 Re-appoint Ms Catherine Ann Aston as a director

4 Increase the maximum aggregate remuneration  
payable to directors from $760,000 to $960,000

Members are encouraged to read the Explanatory Memorandum that accompanies the Notice of Meeting which explains the rationale for the proposed increase to the maximum aggregate remuneration of directors and the way in which the remuneration is proposed to be divided between the Board.

1. **SIGNATURE(S) - Please refer to the signing instructions over the page.**

##### Individual Director/Secretary Director/Secretary

#### Instructions for Completion of the Proxy Form

For your proxy to be entitled to vote at the Annual General Meeting, your completed proxy form must be lodged with IMB **not later than 10.30am on Monday, 21 October 2019**. Any proxy form received after this time will be treated as invalid. See below for lodgement details.

**A. 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.

**B. Appointment of Proxy**

Insert the name of the person you wish to appoint as your proxy. 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.

**C. Vote on 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.

**On a show of hands**

* if you specify which way your proxy is to vote on a resolution they need not vote on a show of hands.
* if your proxy does vote on a show of hands they must vote in the manner you have specified. This is read subject to the next point.
* if your proxy has 2 or more appointments as proxy that specify different ways to vote on a resolution they must not vote on a show of hands with respect to that resolution.

**On a poll**

* 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 a poll is duly demanded with respect to a resolution and 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 attendance is made for the meeting and your proxy is not recorded as attending; 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 show of hands or on a poll, and your vote will not be counted in calculating the required majority.

**D. Signature(s)**

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. The primary account holder should sign in the first box only.

(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). If you are signing under Power of Attorney, proof of such appointment must be lodged with the completed form.