

ASX Announcement

9 September 2020

Australian Unity Limited – Notice of Meeting and Proxy Form

Please find **attached** Australian Unity Limited's Notice of Meeting and Proxy Form for its Annual General Meeting to be held on Wednesday, 28 October 2020.

-end-

This announcement has been authorised for distribution to the ASX by:

Melinda Honig

General Counsel and Company Secretary

T: + 61 3 8682 6819

If bondholders or other interested parties require further information please contact:

Michael Moore

General Manager – Public Affairs & Communications

T: 1300 408 776

E: media@australianunity.com.au

ASX code:
AYU

Securities on Issue:
AYUHB – 713,257
AYUHC – 1,150,192
AYUHD – 2,070,000

Issuer:
Australian Unity Limited
ACN 087 648 888

Enquiries:
Australian Unity Registry
1300 554 474

Contact details:
Australian Unity Limited
271 Spring Street
Melbourne VIC 3000
Tel: 13 29 39

The listing of Australian Unity Securities on the ASX does not affect Australian Unity Limited's status as a mutual organisation

Notice of Annual General Meeting Australian Unity Limited

ABN 23 087 648 888



We are pleased to give notice that the Annual General Meeting (AGM) of Australian Unity Limited (Company) will be held virtually online at <https://agmlive.link/AusUnity2020> (Online Platform) on Wednesday 28 October 2020 at 2:00pm Australian Eastern Daylight Savings Time (AEDST). If you have any trouble accessing or using the Online Platform during the AGM, please call 1800 990 363. The AGM will include the following three items of business:

1. Financial statements and reports

To consider, discuss and note the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2020.

For more information, see Item 1 of the Explanatory Notes in this document.

2. Remuneration Report

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

'That the Remuneration Report for the financial year ended 30 June 2020 be adopted.'

In accordance with the *Corporations Act 2001* (Cth) (Corporations Act), this vote will be advisory only – the decision will not be binding on the Directors or the Company.

For more information, see Item 2 of the Explanatory Notes in this document.

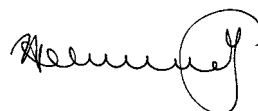
3. Electing Directors

To elect three Directors from the following candidates:

- (a) Ms Melinda Cilento – who will retire as a Director and, being eligible, offers herself for re-election.
- (b) Ms Lisa Chung – who will retire as a Director and, being eligible, offers herself for re-election.
- (c) Mr Julien Playoust – who will retire as a Director and, being eligible, offers himself for re-election.

In accordance with the Company's constitution, Melinda, Lisa and Julien will require the majority of Members to vote in their favour in order to be re-elected.

For more information, see Item 3 of the Explanatory Notes in this document.



Melinda Honig
Company Secretary
9 September 2020

Information for Members

1. How to attend the AGM

The AGM will be held via the Online Platform which can be accessed at: <https://agmlive.link/AusUnity2020>. You can find more information on how to use the Online Platform at australianunity.com.au/companyperformance.

2. How to vote prior to the AGM

- (a) Members may lodge a proxy online at <https://investorcentre.linkmarketservices.com.au/voting/aulu>
- (b) Members may submit a paper proxy form to our Registrar Link Market Services (Link).

3. How to vote at the AGM

You will be able to lodge a vote in real time and ask questions online. Members and Proxyholders can access the Online Platform at <https://agmlive.link/AusUnity2020> by doing the following:

- if you are a Member, entering your 'member number' as printed on the first page of your proxy form; and
- if you are a Proxyholder, entering your 'proxy code' that Link has provided you no later than 24 hours before the AGM.

More information on how to vote and ask questions online during the AGM is available in the Online Platform Guide available on australianunity.com.au/companyperformance.

4. Voting rights

Each Member of the Company is entitled to one vote, provided they're 'financial' at the close of business on 23 September 2020. To be deemed 'financial', Members must pay any and all contributions owing by that date. If you meet the criteria in this paragraph 4, you are an 'Eligible Member'.

If you are an Eligible Member, you can vote in the following ways:

- **Lodging a Proxy:** you can do this online at <https://investorcentre.linkmarketservices.com.au/voting/aulu> or by submitting a paper proxy form to Link;
- **Voting Online at the AGM:** participating virtually via the Online Platform. If you do this, we recommend that:
 - you logon to the AGM via the online platform at <https://agmlive.link/AusUnity2020> at least 15 minutes before the AGM starts;
 - you register to participate;
 - if you are an Eligible Member, please click on Member and enter your 'member number'; or
 - if you are a Proxyholder, please click on Proxy and enter your 'proxy code'.

Online voting will be open between the commencement of the AGM at 2.00pm AEDST on 28 October 2020 and the time that the Chair announces voting closure.

More information about online participation in AGMs is available in the Online Platform Guide available on australianunity.com.au/companyperformance.

5. Proxies

Members have the right to appoint a single proxy who does not need to be a member of the Company. If a Member appoints the Chair or Company Secretary and does not specify how they are to vote on an item of business, he or she will vote in favour of the resolution. All proxies must be lodged 48 hours before the AGM, being no later than 2.00pm AEDST on 26 October 2020.

Online Proxy Appointment

You may appoint your proxy online via <https://investorcentre.linkmarketservices.com.au/voting/aulu>. If you are exercising a proxy as an attorney you must electronically declare that you are exercising your power as an attorney in accordance with the relevant Power of Attorney.

Paper Proxy Appointment

Proxy forms can be:

- a) Delivered in person to C/-Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000; or
- b) Faxed to (02) 9287 0309; or
- c) Mailed to C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235.

All hard copy proxy forms must be received by Link no later than 48 hours before the AGM, being no later than 2.00pm AEDST on 26 October 2020. If you are exercising your proxy as an attorney, then you must provide Link with a certified copy of the Power of Attorney or other relevant authority alongside the proxy form.

A Member cannot appoint more than one proxy.

Documents and Questions

The Company's Annual Report – including the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2020 – will be available at the AGM or members can request to be emailed or mailed a copy of the Report from memberrelations@australianunity.com.au. The Annual Report will be available on australianunity.com.au/companyperformance from mid-late September.

You are entitled to speak at the AGM if you are an Eligible Member. The Chair will endeavour to answer as many questions as possible during the AGM and will address the most commonly asked questions in the Chair's address. If you are an Eligible Member and you have a question or comment, you can do any one of the following:

- email your question to memberrelations@australianunity.com.au by 5:00pm on 21 October 2020; or
- if you are joining us online via the Online Platform:
 - log-on to <https://agmlive.link/AusUnity2020> as per the above instructions; and
 - click-on – 'Ask a Question'.

Explanatory Notes

Item 1—Financial statements and reports

The Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2020 will be presented at the AGM (as required by section 317 of the Corporations Act).

While these reports will already have Board approval (meaning they won't require formal Member approval), Members will be invited to ask questions, make comments and note these reports at the AGM.

Item 2—Remuneration Report

The Remuneration Report for the financial year ended 30 June 2020 is set out in the Annual Report 2020, as part of the Directors' Report. This report will be available on australianunity.com.au/companyperformance from mid-late September.

The Remuneration Report includes:

- an explanation of the Company's policy for determining the remuneration of Directors and Executives;
- a discussion of the relationship between that policy and the Company's performance; and
- details of the performance conditions associated with the remuneration of Directors and Executives.

As outlined in the Corporations Act, the vote on this resolution is advisory only – the result will not be binding on the Directors or the Company. However, Members will be given a reasonable opportunity to ask questions and make comments on the report, and the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

Directors' recommendation

The Directors unanimously recommend that Members vote in favour of the resolution in Item 2.

Item 3—Electing Directors

Rule 4.3(a) of the Company's constitution states that Directors are elected for a term of three years.

Melinda has served as a Director for the past three years without re-election. She will retire at the end of the AGM and offer herself for re-election. Her profile is set out following this section.

Lisa has also served as a Director for the past three years without re-election. She will retire at the end of the AGM and offer herself for re-election. Her profile is set out following this section.

Julien was appointed to the Board on 1 February 2020. His appointment followed a considered search by the Board, reflecting its plans to sustain and broaden the mix of skills and experience on the Board. His profile is set out following this section.

Rule 4.5(b) of the Company's constitution states that any Director appointed in addition to the existing Directors will only hold office until the next AGM.

This resolution will involve three separate votes, each recorded as a separate item in the minutes:

- the first vote, to re-elect Melinda Cilento as a Director;
- the second vote, to re-elect Lisa Chung as a Director; and
- the third vote, to re-elect Julien Playoust as a Director.

Directors' recommendation

The remaining Directors (who are not up for re-election as part of this item) support these elections and recommend that Members vote in favour of re-electing Melinda, Lisa and Julien.

Directors' Profiles



Ms Melinda Cilento

BA, BEc (Hons), MEC, GAICD
Melinda was appointed to the Board of Australian Unity Limited on 1 May 2014. She is a director of a number of Australian Unity Limited subsidiaries, Chair of the Investment Committee and a

member of the People, Culture & Remuneration Committee and the Risk & Compliance Committee. She is also Co-Chair of Reconciliation Australia, and until 1 May 2019 was a director of Woodside Petroleum. In addition to her directorships, Melinda is the Chief Executive Officer of the Committee for Economic Development of Australia and a member of Chief Executive Women. Melinda has previously been a Commissioner with the Productivity Commission, worked for eight years with Australia's leading CEOs at the Business Council of Australia, including four years as Deputy Chief Executive. Prior to joining the Business Council she was Head of Economics at Invesco Australia. Melinda has also worked with the Federal Treasury and International Monetary Fund in Washington D.C. Melinda was a director of Wesfarmers General Insurance until June 2014.

Melinda has not held any directorships of listed entities in addition to those set out above during the last three years.



Ms Lisa Chung

AM LLB FIML FAICD

Lisa was appointed to the Board of Australian Unity Limited on 30 June 2017. She is a director of a number of Australian Unity Limited subsidiaries, Chair of the People, Culture &

Remuneration Committee and a member of the Audit Committee, Investment Committee and Risk & Compliance Committee. Lisa is currently Chair of The Front Project and a non-executive director of Artspace/Visual Arts Centre Limited.

Prior to this, Lisa was a partner specialising in commercial property and infrastructure at Maddocks Lawyers and at Blake Dawson (now Ashurst) where she also held various senior management roles, including Sydney Managing Partner, and was an elected member of the firm's board. Lisa completed the Advanced Management Program at INSEAD in France in 2004. She was previously the chairman of Urbis Pty Limited and The Benevolent Society, a non-executive director of APN Outdoor Group Limited and Deputy President of Trustees of the Museum of Applied Arts and Sciences.

Lisa is a member of Chief Executive Women and was appointed a Member of the Order of Australia in 2020 for significant service to the community through charitable and cultural organisations.

Lisa has not held any directorships of listed entities in addition to those set out above during the last three years.



Mr Julien Playoust

BSc (Arch), BArch (Hons),
MBA, FAICD

Julien has more than 25 years' experience as a director in public and private companies, including ASX-100, SME and not-for-profit organisations.

He is passionate about sustainable business models for economic and social good, and Art. He is a proponent of design thinking, diversity and cross-disciplinary skills.

He has worked across multiple sectors including property, professional and financial services, media, agriculture, consumer discretionary, energy, technology and The Arts, focusing on business transformation, M&A, capital raising and portfolio management.

He has been CEO and Managing Director of AEH Group since 2003. Past appointments include non-executive director of ASX-listed Tatts Group Limited, MCM Entertainment Group Limited and Australian Renewable Fuels Limited; Director of Time Out Australia and Ventura Health; and member of UNSW Art & Design Advisory Board and the National Gallery of Australia Foundation Board. He has worked with AMP, NAB and Accenture.

He is currently Deputy Chairman Art Gallery NSW Foundation and Chairman Finance Committee, Chairman of the Investment Committee of The Nature Conservancy, and member of the Alumni Leaders Group UNSW Business School.

He is a Fellow of the Australian Institute of Company Directors and Member Australian Institute of Managers and Leaders. He holds a Master of Business Administration UNSW (AGSM), Bachelor of Architecture (First Class Honours) and Bachelor of Science Sydney University, and Company Director Course Diploma AICD.

Julien and his family live in Manly, by the sea and the bush. Julien travels frequently to central western NSW where he oversees a merino sheep property.

Julien has not held any directorships of listed entities in addition to those set out above during the last three years.

Further Information

Australian Unity's 2020 Annual Report will be available on the Company's website, australianunity.com.au/companyperformance, from mid-late September.

Contact us

13 29 39

australianunity.com.au

memberrelations@australianunity.com.au

 facebook.com/AustralianUnity

 [@australianunity](https://twitter.com/australianunity)

 [@australianunity](https://instagram.com/australianunity)

Australian Unity Limited
ABN 23 087 648 888

LODGE YOUR VOTE

ONLINE
<https://investorcentre.linkmarketservices.com.au/voting/AULU>

BY MAIL
 Australian Unity Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

BY FAX
 +61 2 9287 0309

BY HAND
 Link Market Services Limited
 Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
 Telephone: 13 29 39



X99999999999

PROXY FORM

I/We being a member(s) of Australian Unity Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm (AEDST) on Wednesday, 28 October 2020** (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting. You can participate by logging in online at <https://agmlive.link/AusUnity2020> (refer to details in the Annual General Meeting Online Guide).

Important for Item 2: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Item 2, even though the Item is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

Items

	For	Against	Abstain*		For	Against	Abstain*
1 Noting of the Company's financial statements and reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3(c) Re-election of Mr Julien Playoust as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3(a) Re-election of Ms Melinda Cilento as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3(b) Re-election of Ms Lisa Chung as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF MEMBERS – THIS MUST BE COMPLETED

Member 1 (Individual)

Sole Director and Sole Company Secretary

Joint Member 2 (Individual)

Director/Company Secretary (Delete one)

Joint Member 3 (Individual)

Director

This form should be signed by the member. If a joint membership, either member may sign. If signed by the member's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



YOUR NAME AND ADDRESS

This is your name and address as it appears on the member register of Australian Unity Limited. If this information is incorrect, please make the correction on the form.

APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a member of the Company.

DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Item is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the membership is in one name, the member must sign.

Joint Membership: where the membership is in more than one name, either member may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (AEDST) on Monday, 26 October 2020**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



ONLINE

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

Login to the Link website using your Member number and postcode as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your proxy.

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Voting Form. At 'Issuer Name' enter 'AULU' or 'Australian Unity Limited – Members'. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, members will need their "Holder Identifier" (Member Reference Number as shown on the front of the Voting Form).



BY MAIL

Australian Unity Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)