

2023

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 at Level 1, 271 Spring Street, Melbourne VIC 3000, on Wednesday 25 October 2023, at 2:00pm Australian Eastern Daylight Time (**AEDT**).

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 2023.

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 year ended 30 June 2023 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 consider and, if thought fit, pass the following resolutions as ordinary resolutions:

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

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

4. Non-executive director remuneration cap

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

'That, with effect from 1 January 2024, the aggregate amount of remuneration payable by the Company to non-executive directors in any financial year for their service as non-executive directors shall total no more than \$2,200,000 per financial year (inclusive of any superannuation contributions payable by the Company on behalf of non-executive directors), divided between the non-executive directors in such appropriate manner as determined by the directors.'

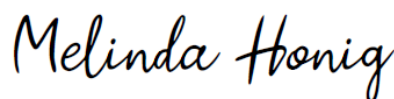
For more information, see Item 4 of the Explanatory Notes in this document.

5. Appointment of auditor

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

'To appoint KPMG as auditor of the Company with effect from the conclusion of the AGM.'

For more information, see Item 5 of the Explanatory Notes in this document.



Melinda Honig
Company Secretary
31 August 2023

Information for Members

1. How to attend the AGM

The AGM will be held in-person at Level 1, 271 Spring Street, Melbourne VIC 3000, on Wednesday 25 October 2023, at 2:00pm AEDT.

The AGM will also be broadcast live online at australianunity.com.au/agm (Live Stream); however, members will not be able to formally participate (for example, vote and ask questions) in the AGM by viewing the Live Stream.

2. Registration

Registration will open at 1:00pm AEDT on the day of the AGM. You may be asked for proof of identity, so please bring this along with you.

3. Participation rights

Guardian Members and Australian Unity Members that are deemed 'financial' on 20 September 2023 can attend and speak at the AGM. To be deemed 'financial', the Member must pay any and all contributions owing by that date or be a registered holder of a mutual capital instrument (MCI).

Guardian Members and Australian Unity Members that meet the 'financial' requirements above are entitled to attend and speak at the AGM.

4. Voting rights for Eligible Guardian Members

Each Guardian Member of the Company is entitled to one vote on each resolution, provided they are deemed 'financial' on 20 September 2023. If you meet the criteria in this paragraph, you are an 'Eligible Guardian Member'.

If you are the holder of an MCI and an Australian Unity product or service that confers membership and you receive two communications about voting at the AGM, please ensure you only vote once on each resolution.

5. How to find out what category of member you are

If you are unsure as to whether you are a 'Guardian Member' or an 'Australian Unity Member', please login to your member portal account at members.australianunity.com.au and click on the 'My details' tab at the top. Once in this tab, scroll down to the bottom of the page and refer to the information under 'Membership details' to determine if you are a Guardian Member or an Australian Unity Member. To create an account to access the member portal, please go to australianunity.com.au/benefits.

6. How to vote

Eligible Guardian Members can vote at the AGM in the following ways:

- **Direct voting prior to the AGM:** you can do this online at voteagm.australianunity.com.au or by submitting a paper voting / proxy form to Link Market Services (Link) (if you have received one). Direct votes must be received no later than 2:00pm (AEDT) on Monday 23 October. Members who cast direct votes will be deemed 'present' at the AGM for the purposes of quorum and voting;
- **Appointing a Proxy:** you can do this online at voteagm.australianunity.com.au or by submitting a paper voting /proxy form to Link (if you have received one). More information about appointing a proxy can be found on this page; or
- **Attending the AGM:** by attending the AGM and submitting your vote in person at the AGM.

7. Proxies

Eligible Guardian Members have the right to appoint a single proxy who does not need to be a member of the Company. If an Eligible Guardian Member appoints the Chair as their proxy and does not specify how they are to vote on an item of business, the Chair will vote in favour of the resolution. All proxies must be lodged 48 hours before the AGM, being no later than 2:00pm AEDT on 23 October 2023.

Online proxy appointment

Eligible Guardian Members may appoint a proxy online via voteagm.australianunity.com.au. 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

If an Eligible Guardian Member has received a hard copy voting / proxy form, it can be delivered to Link as follows:

- by hand during business hours (Monday to Friday, 9:00am – 5:00pm AEDT) to C/- Link Market Services Limited at either:
 - Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150; or
 - Level 12, 680 George Street, Sydney NSW 2000; or
- Faxed to (02) 9287 0309; or
- Mailed to C/- Link Market Services Limited, Reply Paid 1509, Sydney South NSW 1234.

8. Annual Report

The Company's Annual Report is available electronically at australianunity.com.au/agm from mid-late September. Hard copies will be sent by mail to those members who elect to receive one in that manner and will be available at the AGM.

Additionally, electronic or hard copies may be requested by email to memberrelations@australianunity.com.au.

9. Questions

The Chair will endeavour to answer as many questions as possible during the AGM and will address the most commonly pre-asked questions in the Chair's address. If you are a 'financial' Guardian Member or Australian Unity Member and you have a question or a comment, you can do the following:

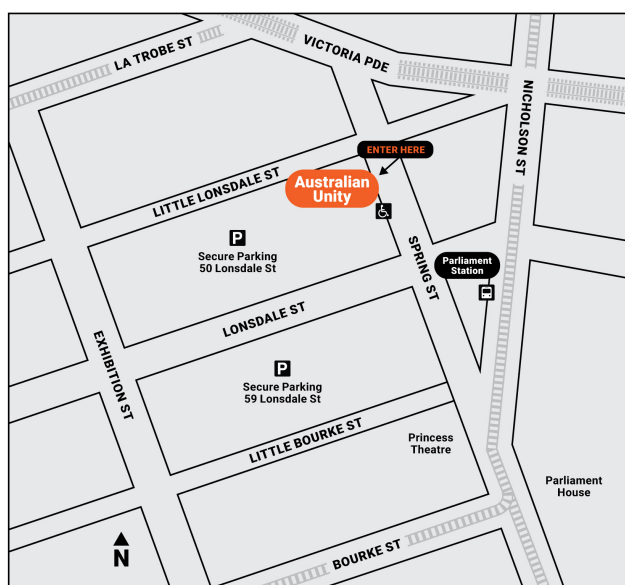
- email your question to memberrelations@australianunity.com.au by 5:00pm AEDT on 18 October 2023; or
- attend the AGM, register your attendance and raise your questions and/or comments in person.

10. Getting there

The AGM will be held at Australian Unity, Level 1, 271 Spring Street, Melbourne, on Wednesday 25 October 2023, at 2:00pm AEDT. You can enter the venue via Spring Street, which is wheelchair accessible.

Attendees may park at Secure Parking, 50 Lonsdale Street, Melbourne VIC 3000, or 59 Lonsdale Street, Melbourne VIC 3000 (for a fee).

The nearest train station is Parliament Station, and the nearest tram stop is Stop 10 on Nicholson Street; both are wheelchair accessible.



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 2023 will be presented at the meeting (as required by section 317 of the Corporations Act).

While the Board of the Company (**Board**) will have already approved these reports (meaning they will not require 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 2023 is set out in the Annual Report 2023 as part of the Directors' Report. This report will be available at 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 section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company. 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 Eligible Guardian Members vote in favour of the resolution in Item 2.

Note: this resolution is proposed as an ordinary resolution. This resolution will only be passed if at least 50 percent of the votes cast by or on behalf of Eligible Guardian Members who are present at the AGM (including those who have appointed proxies to be present at the meeting) and who are entitled to vote—are cast in favour of the resolution.

Item 3 – Electing Directors

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

Lisa Chung has served as a Director for the past three years without re-election. She will retire at the end of the AGM and will offer herself for re-election. Her profile is set out on this page. Lisa has served as a Director of the Company for 6 years (10 months as Chair), and the Directors of the Company consider Lisa to be 'independent' as defined in the Australian Unity Board Charter (**Independent**).

Melinda Cilento has served as a Director for the past three years without re-election. She will retire at the end of the AGM and will offer herself for re-election. Her profile is set out on this and the following page. Melinda has served as a Director of the Company for 9 years (10 months as Deputy Chair), and the Directors of the Company consider Melinda to be Independent.

Julien Playoust has served as a Director for the past three years without re-election. He will retire at the end of the AGM and will offer himself for re-election. His profile is set out on the following page. Julien has served as a Director of the Company for 3 years, and the Directors of the Company consider Julien to be Independent.

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

- the first vote, to re-elect Lisa Chung as a Director;
- the second vote, to re-elect Melinda Cilento 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 each vote) support the re-election of Lisa Chung, Melinda Cilento and Julien Playoust.

Note: these resolutions are proposed as ordinary resolutions. These resolutions will only be passed if at least 50 percent of the votes cast by or on behalf of Eligible Guardian Members who are present at the AGM (including those who have appointed proxies to be present at the meeting) and who are entitled to vote—are cast in favour of the resolution.

Director profiles



Lisa Chung
AM, LLB, FIML, FAICD

Ms Chung was appointed to the board of Australian Unity Limited on 30 June 2017 and appointed Chair on 26 October 2022. She is a director of a number of Australian Unity Limited subsidiaries and a member of the Audit Committee, member of the Investment Committee, member of the People, Culture & Remuneration Committee and member of the Risk & Compliance Committee. Ms Chung is currently chair of The Front Project, a director of AV Jennings Limited, Warren and Mahoney Limited, Artspace/Visual Arts Centre, Sydney Community Foundation and the Committee for Sydney and a trustee of the Art Gallery of NSW Foundation.

Prior to this, Ms Chung 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 and was an elected member of the firm's board. Ms Chung completed the Advanced Management Program at INSEAD in France in 2004. She was previously the chairman of The Benevolent Society and Urbis and a non-executive director of APN Outdoor Limited.

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



Melinda Cilento
BA, BEc (Hons), MEc, GAICD

Ms Cilento was appointed to the board of Australian Unity Limited on 1 May 2014 and appointed Deputy Chair on 26 October 2022. She is a director of a number of Australian Unity Limited subsidiaries, Chair of the People, Culture & Remuneration Committee, a member of the Investment Committee and member of 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, Ms Cilento is the Chief Executive Officer of the Committee for Economic Development of Australia. She is a member of the Parliamentary Budget Office panel of expert advisors, a member of the Australian Statistical Advisory Council and a member of the Ministerial Advisory Committee and Skilled Migration. She has previously been a Commissioner with the Productivity Commission and 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 of Australia, Ms Cilento was Head of Economics at Invesco Australia.

Ms Cilento has also worked with the Federal Treasury and International Monetary Fund in Washington DC. She was a director of Wesfarmers General Insurance until June 2014.

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



Julien Playoust

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

Mr Playoust was appointed to the Board of Australian Unity Limited on 1 February 2020. He is chair of the Investment Committee and a member of the Audit, Risk & Compliance Committee and member of the People, Culture & Remuneration Committees.

He has more than 25 years' experience as a director in public and private companies, including ASX-100, SME and social enterprises. He is passionate about sustainable business models for economic and community good and the arts. He is a proponent of design thinking and cross-disciplinary skills.

Mr Playoust has worked across multiple sectors including property, professional and financial services, media, agriculture, consumer discretionary, energy, technology and the arts, focusing on business strategy, transformation, mergers and acquisitions, and capital and asset management.

He is a Director of AEH Group; Deputy Chairman of the Art Gallery of NSW Foundation and Chairman of the Finance Committee; Member of the Advisory Board and Chairman of the Investment Committee of The Nature Conservancy, and a member of the Alumni Leaders Group of the UNSW Business School.

Past appointments include: non-executive director of ASX-listed Tatts Group Limited, MCM Entertainment Group Limited and Australian Renewable Fuels Limited; director of TimeOut Group Australia and Venutra Health; and member of the UNSW Art & Advisory Board and the National Gallery of

Australia Foundation Board. He has worked with AMP, NAB and Accenture.

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

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

Item 4 – Non-executive director remuneration cap

At the 2021 AGM of the Company, the Company's members approved a resolution setting an aggregate limit of non-executive director remuneration at \$1,900,000 per financial year, regardless of the number of directors, with the Board to decide how that aggregate remuneration is to be apportioned between directors. Since the approval of the resolution at the 2021 AGM of the Company, the total annual remuneration paid to non-executive directors has remained within the \$1,900,000 aggregate limit.

Since the 2021 resolution, the Australian Unity Group (**Group**) has experienced significant growth and increasing complexity in the environment in which it operates. Notably, the Board has overseen the successful and ongoing development and execution of important social infrastructure projects, including the Herston Quarter development in Brisbane, the sale of our Dental and Disability Services businesses, the merger of a property fund, the acquisition of IOOF Limited, the broader consideration of risk culture at the Group and the implementation of significant regulatory change in the aged care and financial services sectors. These projects have demanded substantial and increasing time commitments from our directors.

Additionally, the overall policy settings and landscape of regulatory compliance has been continuously evolving and expanding, requiring appreciably more time and effort from our directors to stay informed. Their dedication of an appropriate level of time to supporting Australian Unity's overall governance settings and upholding its commitment to community and social outcomes remains critical to the Group's continued success.

To address the challenges and opportunities that have arisen over the years, an increase to the non-executive director remuneration cap to \$2,200,000 per financial year (inclusive of any superannuation contributions payable by the Company on behalf of non-executive directors) is proposed to:

- enable the Board to have added flexibility to appoint an additional director as permitted under the Company's Constitution, allowing the Group to further enhance its 'best practice' governance models;
- ensure the Board maintains the right levels of diversity, skill and experience appropriate for the breadth and depth of the Company;
- position the Board adequately to review and respond to emerging risks that may arise for the Group; and
- align with industry standards, enabling Australian Unity to attract and retain high-quality talent on the Board.

Under Rule 4.14(a) of the Company's constitution, this aggregate limit may only be raised with the approval of members at a general meeting.

Note: this resolution is proposed as an ordinary resolution. This resolution will only be passed if at least 50 percent of the votes—cast by or on behalf of Eligible Guardian Members who are present at the AGM (including those who have appointed proxies who are present at the meeting) and who are entitled to vote—are cast in favour of the resolution.

Directors' recommendation

The Directors unanimously recommend that Eligible Guardian Members vote in favour of the resolution in Item 4.

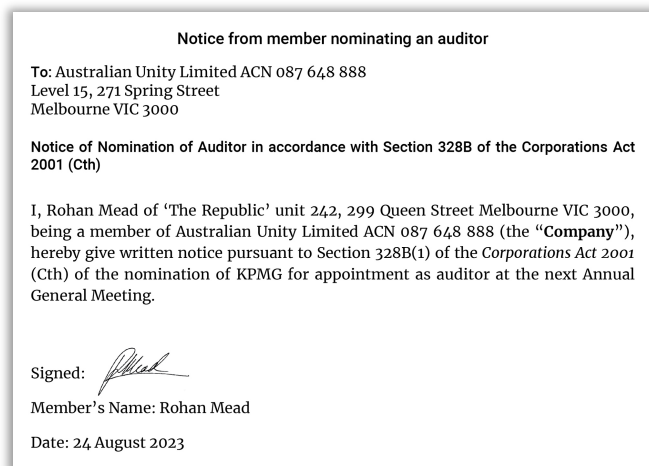
Item 5 – Appointment of auditor

PricewaterhouseCoopers (**PwC**) has been the auditor of the Company since 2016.

It is accepted good governance practice to undertake a formal review and tender process from time to time in order to benchmark the incumbent auditor against other firms and to ensure that ongoing independence is maintained. To this end, in late 2022, the Company initiated an evaluation of its external audit requirements, taking into account PwC's tenure and the increasing complexities of the Company's business, leading to a competitive tender process. Through that process, KPMG emerged as the preferred firm. As a consequence, the Company and PwC agreed that PwC would submit its resignation as the Company's auditor.

Accordingly, PwC has sought the Australian Security and Investments Commission's (**ASIC**) consent to resign as auditor of the Company with effect from the end of the AGM. Once ASIC notifies PwC and the Company that it consents to PwC's resignation, PwC will give its notice of resignation to the Company with effect from the end of the AGM.

The Company has received notice from Rohan Mead, being a member, nominating KPMG as the new auditor of the Company. In accordance with section 328B of the Corporations Act, a copy of the notice of nomination of KPMG received by the Company from Rohan Mead is below.



KPMG have provided their consent to be appointed as auditor.

The Audit Committee also noted that KPMG is a well-regarded firm with the breadth and depth of knowledge required to meet the Company's audit requirements.

The Corporations Act requires that the Company's members approve the appointment of a new auditor.

Note: this resolution is proposed as an ordinary resolution. This resolution will only be passed if at least 50 percent of the votes—cast by or on behalf of Eligible Guardian Members who are present at the AGM (including those who have appointed proxies who are present at the meeting) and who are entitled to vote—are cast in favour of the resolution.

If ASIC does not consent to PwC's resignation as the Company's auditor, PwC will continue to act as the Company's auditor.

Directors' recommendation

Subject to receipt of ASIC's consent of PwC's resignation as the Company's auditor, the Board recommends that Eligible Guardian Members vote in favour of the resolution in Item 5.

For Real Wellbeing Since 1840

T 13 29 39

E memberrelations@australianunity.com.au

W australianunity.com.au

271 Spring Street
Melbourne VIC 3000

Australian Unity Limited ABN 23 087 648 888