

Notice of Annual General Meeting

Here for good.



Notice is given that the Annual General Meeting (**AGM**) of Newcastle Permanent Building Society Limited ACN 087 651 992 (**Newcastle Permanent**) will be held:

Date: Wednesday 2 November 2022

Time: 1.30pm

Venues: Online at www.meetnow.global/M57KLWY (for members)

and at Newcastle City Hall, 290 King Street, Newcastle, NSW 2300

The purpose of the AGM is to consider:

1. the Financial Report, the Directors' Report and the Independent Auditor's Report of Newcastle Permanent for the financial year ended 30 June 2022 (Reports); and
2. the re-election of Ross Griffiths as a director.

A copy of the Reports are:

- if you have elected to receive paper documents from Newcastle Permanent - enclosed with this Notice;
- if you have elected to receive electronic documents from Newcastle Permanent - available by following the link in the email sent to you regarding this Notice; and
- available at www.newcastlepermanent.com.au/performance

Please note you may elect or change an existing election to receive documents (either generally or in respect of a particular document only) physically, electronically or, in the case of the Reports, not to be sent the Reports at any time by contacting Newcastle Permanent.

Newcastle Permanent continues to monitor the ongoing risks from the COVID-19 outbreak. In the interests of the health and safety of our Newcastle Permanent Members, staff and other potential attendees and given the uncertainty regarding the rules which may be in place at the time of the meeting relating to in-person gatherings, Newcastle Permanent has decided to hold this meeting as both a physical and an online meeting (i.e. a hybrid meeting). Those Newcastle Permanent Members who elect to participate virtually will be able to watch the AGM live online through a facility which will allow Newcastle Permanent Members to cast votes (if eligible to vote) and to ask questions or make comments online, either orally or in writing.

Information on how to participate physically or virtually is provided below.

If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, Newcastle Permanent will make further information available through our website at www.newcastlepermanent.com.au/agm

For further information or if you have any questions about the items of business, please contact the dedicated Member Information Line on **1300 255 218** between 8.00am and 6.00pm Monday to Friday, or Saturday between 9.00am and 2.00pm.

1. Consideration of Reports

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report of Newcastle Permanent for the financial year ended 30 June 2022.

Explanatory notes

The Corporations Act requires the Financial Report, the Directors' Report and the Independent Auditor's Report to be received and considered at the AGM.

Neither the Corporations Act nor the Constitution of Newcastle Permanent require members to vote on such Reports. However, members will be given a reasonable opportunity to raise questions or make comments on the Reports and on the business and operations of Newcastle Permanent at the AGM.

The Financial Report for consideration at the AGM will be the full financial report. Members who have requested a financial report will be sent a copy in the mail or by email. Any member wishing to receive a copy of the full financial report and the related reports should contact Newcastle Permanent's registered office and a copy will be sent without charge.

A copy of the full financial report is also available at www.newcastlepermanent.com.au/performance

2. Re-election of Director

To consider and, if thought fit, to pass the following as an Ordinary Resolution:

That Ross Griffiths, being a Director retiring pursuant to Articles 9.3 and 9.5 of the Constitution, be re-elected as a Director.

Explanatory notes

Article 9.3 of the Constitution requires that in the current circumstances, one of the Directors must retire from office at the 2022 AGM. Article 9.4 provides that the retiring Director is eligible for re-election. Article 9.5 provides that the retiring Director must be the Director who has been in office the longest period since they were last elected.

The Director that satisfies this criterion is Ross Griffiths.

Ross Griffiths has been a Director of Newcastle Permanent since January 2015. Ross is also the Chair of the Risk Committee, a member of the Audit Committee and Corporate Governance & Nominations Committee and a director of Newcastle Permanent Community Foundation Company Ltd, which is the Trustee of Newcastle Permanent Charitable Foundation.

Experience and qualifications

Ross is a chartered accountant with extensive retail banking, finance and risk management experience. Ross had 28 years' experience at one of Australia's major banks before retiring in 2014. His appointments at that bank included Group Chief Credit Officer and Head of Credit Management. Ross is a former Chair of Targus Australia Pty Ltd, and a former director of Mirabela Nickel Limited and Commonwealth Managed Investments Limited, which was the Responsible Entity for two ASX-listed Property Trusts.

Board assessment

Mr Griffiths has agreed to stand for re-election to the Board. The Directors have assessed that Mr Griffiths has a diverse range of skills and experience that contribute to the Board's collective skill requirements and it is in the interests of Newcastle Permanent to retain those skills on the Board.

VOTING RECOMMENDATION

The Board (Mr Griffiths abstaining) unanimously recommends to the members that they vote in favour of the resolution to re-elect Ross Griffiths as a Director of Newcastle Permanent.

By Order of the Board

Vera Corbett
Company Secretary

19 August 2022

Voting Information

1. How do you exercise your right to vote?

Voting entitlement

Members who are 18 years or over and who had a minimum of \$500 on deposit with Newcastle Permanent for a continuous period of at least 90 days immediately preceding 30 June 2022 are entitled to vote. Newcastle Permanent considers both deposit accounts and positive balances held by Members in loan accounts when determining whether a Member satisfies the voting qualification requirement.

Each Newcastle Permanent Member entitled to vote has one vote.

Attendance at physical venue

Newcastle Permanent Members may attend the meeting at Newcastle City Hall, 290 King Street, Newcastle NSW 2300. However, Newcastle Permanent Members are encouraged to participate in the AGM online, which will allow them to view a live webcast, ask questions or comment in writing or orally, and vote if they are eligible to do so.

Attendance online

To participate in Newcastle Permanent's AGM online, Newcastle Permanent Members can log in to the meeting from their computer or mobile device, by entering the following URL in their browser www.meetnow.global/M57KLWY. Newcastle Permanent Members should use the latest versions of Chrome, Safari, Edge or Firefox as their browser to log in to the AGM.

Once Newcastle Permanent Members have logged in using one of the options above, they will need the following information to participate in the AGM in real-time:

1. their Newcastle Permanent membership number (which is provided in your email or letter). If you need assistance locating your number, please call the dedicated Member Information Line on **1300 255 218**; and
2. their postcode registered to their membership if they are an Australian member. Overseas members should refer to the Online Meeting Guide (link below) for their country code details.

By participating in the meeting online Newcastle Permanent Members will be able to:

- watch and hear the proceedings of the meeting and view meeting slides;
- submit questions or comments in writing at the appropriate time whilst the meeting is in progress;
- if preferred, ask a question or make a comment verbally using the audio option; and
- vote during the meeting.

Please note that only Newcastle Permanent Members entitled to vote in accordance with the requirements under the Newcastle Permanent Constitution may vote online and only once they have been verified through the online log in process.

It may not be possible to respond to all questions raised during the meeting. Online registration will open 1 hour before the start of the meeting.

Further information regarding participating in the AGM online is detailed in the Online Meeting Guide and our Frequently Asked Questions available on Newcastle Permanent's website at www.newcastlepermanent.com.au/agm

All resolutions will be by poll

The Chair intends to call a poll on each resolution set out in this Notice of AGM.

Technical difficulties

Technical difficulties may arise during the course of the AGM. The Chair has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising their discretion, the Chair will have regard to the number of members impacted and the extent to which participation in the business of the meeting is affected.

Where they consider it appropriate, the Chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

For those Newcastle Permanent Members who are unable to attend this AGM, we are pleased to offer Newcastle Permanent Members with the opportunity to lodge a direct vote or appoint a proxy.

2. Voting and proxies

Corporations

In order to vote at the AGM (online or in person), a corporation which is a Newcastle Permanent Member must appoint a person to act as its corporate representative, or must appoint a proxy. The appointment of a corporate representative must comply with section 250D of the Corporations Act. The corporate representative must provide the original appointment or certified copy of it (and any power of attorney under which it was signed) to Computershare by 1.30pm on 31 October 2022, or have previously provided it to Newcastle Permanent.

Direct voting

Direct voting allows Newcastle Permanent Members to lodge their votes directly with Newcastle Permanent as an alternative to voting at the AGM.

A Newcastle Permanent Member entitled to attend and vote at the AGM is entitled to cast their vote directly with Newcastle Permanent by lodging a valid notice of their voting intention prior to the AGM.

A Voting Form is enclosed for those Newcastle Permanent Members who wish to exercise their right to vote by paper direct vote. Newcastle Permanent Members may also lodge a direct vote online by visiting www.investorvote.com.au/npbs and following the instructions. To lodge your direct vote online you will require your membership number (which is provided in your email or letter) and postcode. In submitting your direct vote online, your direct vote will be taken to have been signed or authorised by you.

Newcastle Permanent has rules to govern the form, method and timing of giving a direct vote for it to be valid.

By submitting a direct vote Newcastle Permanent Members agree to be bound by Newcastle Permanent's direct voting rules. The direct voting rules are available from www.newcastlepermanent.com.au/agm

If you need help with submitting your direct vote online, please contact the dedicated Member Information Line by calling **1300 255 218**.

Proxy voting

A Newcastle Permanent Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on their behalf.

A proxy need not be a Newcastle Permanent Member.

A person who is a Newcastle Permanent Member in more than one capacity may appoint a proxy for each capacity in which they are a Newcastle Permanent Member.

A Newcastle Permanent Member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

A Voting Form is enclosed for those Newcastle Permanent Members who wish to exercise their right to vote by proxy.

Newcastle Permanent Members may also appoint a proxy online by visiting www.investorvote.com.au/npbs and following the instructions. To appoint a proxy online you will require your membership number (which is provided in your email or letter) and postcode. In appointing your proxy online, your appointment will be taken to have been signed or authorised by you.

Appointed proxies can receive their online meeting login details by contacting Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting. Further details are available in the Online Meeting Guide and our Frequently Asked Questions available at www.newcastlepermanent.com.au/agm

You can direct your proxy how to vote using the Voting Form. If you do not give any directions, your proxy can decide how to vote. If you have directed your proxy how to vote using the Voting Form or online, the proxy need not vote on a show of hands. However, any vote your proxy exercises on your behalf must be as you have directed.

If your proxy has two or more appointments that specify different ways to vote and your proxy is not a Newcastle Permanent Member, the proxy is not allowed to vote on a show of hands, but may vote on a poll.

If your proxy is the Chair and you do not give any direction on how to vote, the Chair intends to exercise your vote in favour of the resolution. If you do not want this to occur, you must place a tick in those boxes on the Voting Form or online indicating how you wish to vote on the resolution.

Signing

The Voting Form must be signed by the Newcastle Permanent Member or on the Newcastle Permanent Member's behalf under an appropriate authority (such as Power of Attorney). It need not be witnessed.

If the Newcastle Permanent Member is a corporation, the Voting Form must be signed under the common seal of the company, or by two directors, or one director and the company secretary, or by a sole director/secretary, or by a corporate representative or attorney. If the corporation has a sole director/secretary, or has appointed a corporate representative or attorney, it must state this fact on the Voting Form.

If signed by an attorney or corporate representative, the authority under which the Voting Form is signed (or a certified copy of it) must (if you are appointing a proxy on the Voting Form) or may (if you are lodging a direct vote) be provided to Newcastle Permanent or Computershare with the Voting Form, unless this has been previously provided to Newcastle Permanent. If you are lodging a direct vote on the Voting Form, and the authority is not provided, then the person signing the form warrants to Newcastle Permanent that they have been appointed as an attorney or corporate representative of the Member to act on its behalf.

Joint Members

If more than one joint Member lodges a Voting Form, the Voting Form of the joint Member whose name appears first in the register of Members prevails.

Counting of direct votes and proxies

If you have lodged a direct vote, and then you attend the AGM (either physically or online), your attendance will not cancel your direct vote unless you vote at the meeting.

Similarly, if you appoint a proxy and then attend the AGM, the proxy's authority to speak and vote on your behalf is suspended while you are present at the meeting.

A direct vote will take priority over the appointment of a proxy.

Direct votes and proxy votes will be counted on a poll.

The Chair's decision as to the validity of a direct vote or proxy is conclusive.

Timing

For the direct vote or proxy to be valid, your Voting Form (and any necessary original authority or certified copy of it or warranty of authority) must be received by Newcastle Permanent in accordance with the instructions on the Voting Form, or you must complete the online voting process, before 1.30pm on Monday 31 October 2022.

All references to time in this Notice and the Voting Form are to Australian Eastern Daylight Time (AEDT).

Please see the Voting Form for details of the ways in which you may lodge your Voting Form, which include online, by mail or by fax.

Lost Voting Form

If your Voting Form which accompanied this Notice of Meeting has been misplaced, please contact us.

NEED ASSISTANCE?

Please call the dedicated Member Information Line on

1300 255 218

Monday to Friday from 8am – 6pm or Saturday from 9am – 2pm

NEED ASSISTANCE?
Member Information Line 1300 255 218
 Mon–Fri 8.00am to 6.00pm
 Sat 9.00am to 2.00pm

YOUR VOTE IS IMPORTANT
 For your vote to be valid it must be received
 by 1.30pm on 31 October 2022.

VOTING FORM

Online Vote

Lodge your vote online at
www.investorvote.com.au/npbs

To lodge your vote online you will need your membership number (which is provided in your email or letter) and postcode.

If you need assistance, please call the dedicated Member Information Line on 1300 255 218.

Paper Vote

Fill out this form and return (if you vote online you do not need to do this).

By mail in the Reply Paid envelope provided, or to:

Computershare Investor Services Pty Limited
 GPO Box 242, Melbourne VIC 3001 Australia

By fax to:

1800 783 447 within Australia or
 +61 3 9473 2555 outside Australia

HOW TO VOTE ON ITEMS OF BUSINESS

VOTE DIRECTLY

Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

APPOINTMENT OF PROXY

Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose. If you mark more than one box on an item your vote will be invalid on that item.

A proxy need not be a Newcastle Permanent Member.

SIGNING INSTRUCTIONS FOR PAPER VOTING FORMS

The Member must sign. If the Member is a corporation, the Voting Form must be signed under the common seal of the company, or by two directors, or one director and the company

secretary, or by a sole director/secretary, or by a corporate representative or attorney. If the corporation has a sole director/secretary, or has appointed a corporate representative or attorney, it must state this fact on the Voting Form.

If signed by an attorney or corporate representative, the authority under which the Voting Form is signed (or a certified copy of it) must (if you are appointing a proxy on the Voting Form) or may (if you are lodging a direct vote) be provided with the Voting Form, unless this has previously been provided to Newcastle Permanent. If you are lodging a direct vote on the Voting Form, and the authority is not provided, then the person signing this form warrants that they have been appointed as an attorney or corporate representative of the Member to act on its behalf.

If more than one joint Member lodges a Voting Form, the Voting Form of the joint Member whose name appears first in the register of Members prevails.

STEP 1: INDICATE HOW YOUR VOTE WILL BE CAST

At the Annual General Meeting of Newcastle Permanent Building Society Limited to be held virtually at www.meetnow.global/M57KLWY or in person at Newcastle City Hall, 290 King Street, Newcastle NSW 2300 at 1.30pm on Wednesday 2 November 2022 and at any adjournment or postponement of that meeting, I being a Member of Newcastle Permanent Building Society Limited, direct the following:

Please mark to indicate your directions

Select one option only.

A Vote directly

Record my vote strictly in accordance with the directions in Step 2.

PLEASE NOTE: A direct vote will take priority over the appointment of a proxy. For a valid direct vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

OR

B Appoint a proxy to vote on your behalf

I hereby appoint:

The Chair of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the person named, or if no person is named, the Chair of the Meeting, as my proxy to vote in accordance with the directions in Step 2 (or if no directions have been given, as the proxy or the Chair sees fit).

I **acknowledge** and **agree** that, if I nominate the Chair as my proxy and do not give a direction to vote on a resolution, the Chair will exercise my vote in favour of that resolution.

PLEASE NOTE: Your proxy need not be a Member; if your proxy is not the Chair, then he or she can only act as proxy for three Members. The Chair may act as proxy for an unlimited number of Members.

STEP 2: ITEMS OF BUSINESS

Mark the box corresponding to your direct vote, or how you want to direct your proxy to vote.

PLEASE NOTE: If you have appointed a proxy and you mark the ABSTAIN box for an item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority. If you are directly voting and you mark the ABSTAIN box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

ORDINARY RESOLUTIONS	BOARD OF DIRECTORS' RECOMMENDATION	FOR	AGAINST	ABSTAIN
2 That Ross Griffiths, being a Director retiring pursuant to Articles 9.3 and 9.5 of the Constitution, be re-elected as a Director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3: SIGNATURE OF MEMBER, ATTORNEY, OR CORPORATE REPRESENTATIVE

This section must be completed.

Individual or Joint Member or Sole Director/Company Secretary

Director

Director/Company Secretary

If signing as corporate representative or attorney of the Member, please sign here and state the name of the corporate representative or attorney:

Signature of Attorney/
Corporate Representative

Name of Attorney/
Corporate Representative

Date / /

Membership number

Member name

Member address

For further information, including assistance to obtain your membership number, or if you need help to complete and submit your Voting Form, please contact the dedicated Member Information Line on **1300 255 218** between 8.00am and 6.00pm Monday to Friday, or Saturday between 9.00am and 2.00pm.

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