

# Notice of Annual General Meeting



The Annual General Meeting (AGM) of Gateway Bank Ltd (Gateway) will be held on Thursday 25 November 2021 at 5:30pm.

Due to the uncertainty and potential health risks of the ongoing Covid-19 pandemic, the AGM will be held as a virtual event.

Members who wish to register for the virtual AGM can do so online at [www.gatewaybank.com.au/2021AGM](http://www.gatewaybank.com.au/2021AGM). Here you will also find additional resources to assist you in attending the virtual AGM, including directions on how to access the webcast, on how to vote and on how to ask questions.

## AGENDA

- 1. Welcome and opening by the Chair of the Board**
- 2. Apologies**
- 3. Confirmation of the minutes of the Annual General Meeting held on Thursday, 26 November 2020**
- 4. Financial Reports**

To receive and consider the Financial Report of the Bank and the Reports of the Directors and the Auditor for the financial year ending 30 June 2021.

- 5. Appointment of Directors**

There being three vacancies and three nominations, a postal ballot for the election of Directors was not held. In accordance with the Constitution a separate ordinary resolution is required to appoint each candidate. Members are asked to consider and if thought fit pass the following ordinary resolutions:

**Resolution 1**

“That Mr P. Schiller is appointed as a Director of Gateway Bank Ltd for a period of three (3) years.”

**Resolution 2**

“That Dr H. Maimbo is appointed as a Director of Gateway Bank Ltd for a period of three (3) years.”

**Resolution 3**

“That Mr B. White is appointed as a Director of Gateway Bank Ltd for a period of three (3) years.”

- 6. Remuneration of Directors**

**Resolution 4**

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

“That the total remuneration for Directors for each financial year is \$375,000 plus any statutory requirements, currently the Superannuation Guarantee Charge.”

## 7. Constitutional Amendments

### 7.1 Special Resolution 1

That the members consider, and if thought fit, pass the following as a special resolution:

“That the Constitution of Gateway Bank Ltd be amended by making the amendments, other than the amendments noted in Item 7.2, contained in the document tabled at the AGM and signed by the Chair for the purposes of identification.”

Please refer to Gateway Bank’s Constitutional Amendments Explanatory Memorandum accompanying this notice for further details of the amendments.

### 7.2 Special Resolution 2

That the members consider, and if thought fit, pass the following as a special resolution:

“That the Constitution of Gateway Bank Ltd be amended to allow for the issuance of mutual capital instruments by making the amendments marked as “Mutual capital instruments amendments”, contained in the document tabled at the AGM and signed by the Chair for the purposes of identification”

Please refer to Gateway Bank’s MCI Factsheet accompanying this notice for further details of the amendments.

## 8. Close

### Reports:

Copies of the Annual Report and Annual Financial Statements may be downloaded from the Bank’s website: [www.gatewaybank.com.au/about/annual-reports](http://www.gatewaybank.com.au/about/annual-reports). Alternatively, the documents can be obtained from or inspected at the Bank’s registered office, Level 10, 68 York Street, Sydney, NSW.

### Proxies:

A member entitled to attend and vote at the meeting may appoint a proxy, who need not necessarily be a member of the Bank. Where a member is entitled to cast 2 or more votes he/she may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

Proxy forms are available from the Bank’s website: [www.gatewaybank.com.au/2021AGM](http://www.gatewaybank.com.au/2021AGM). You may also request that we send you a proxy form by mail by ringing our office on 1300 302 474. A copy of the proxy form is also available from the Bank’s registered office.

You may scan and email your completed proxy form to [AGM@gatewaybank.com.au](mailto:AGM@gatewaybank.com.au).

You can also mail or deliver your completed proxy form to the registered office:

Gateway Bank Ltd  
Level 10, 68 York Street  
Sydney, NSW, 2000

**To be effective, proxy forms must be received at the Bank’s registered office by no later than 48 hours prior to the commencement of the meeting.**