

Dear Securityholder

Please find enclosed Notice of Auswide Bank Ltd's Annual General Meeting to be held in Bundaberg on Wednesday 18 November 2015 at 11:00am (Queensland time).

Full details of our 2014-2015 financial results are contained in our 2015 Financial Statements which have been lodged with the Australian Securities Exchange.

The 2015 Financial Statements are now available on our website <http://www.auswidebankltd.com.au/> under Shareholders - Annual Reports.

Our full Annual Report including the Chairman's Report is being printed and copies will be sent to Shareholders who have requested same in the near future.

Should you have any queries in respect of the Annual General Meeting or information contained in the Annual Report, please contact our Company Secretary, Bill Schafer on 07 4150 4075.

Yours faithfully



M.J. BARRETT  
Managing Director

Enc.

Notice is hereby given that the **Annual General Meeting** of Auswide Bank Ltd ABN 40 087 652 060 ("**Company**") will be held at 11.00am (Queensland time) on Wednesday, 18 November 2015 at Auswide Bank Ltd, Level 3, 16-20 Barolin Street, Bundaberg, Queensland 4670 ("**Meeting**").

**ORDINARY BUSINESS:**

**Financial Statements and Reports**

To receive and consider the financial statements and reports of the Directors and Auditor for the financial year ended 30 June 2015.

*There is no requirement for shareholders to approve these reports or statements. Accordingly, there will be no vote on this item of business.*

**Resolution 1 – Remuneration Report**

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

"That the Remuneration Report for the financial year ended 30 June 2015, as set out in the Company's 2015 Annual Report, be adopted."

*The vote on this resolution is advisory only and does not bind the Directors of the Company or the Company.*

*A voting exclusion applies to this resolution. Please refer to the accompanying Explanatory Memorandum for more information.*

**Resolution 2 – Re-election of Director (Mr G Kenny)**

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

"That Mr G Kenny, who retires by rotation in accordance with rule 13.6 of the Company's Constitution and being eligible, be re-elected as a Director of the Company."

*Information about the candidate appears in the accompanying Explanatory Memorandum.*

**Resolution 3 – Election of Director (Ms S Birkensleigh)**

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

"That in accordance with rule 13.4(b) of the Company's Constitution, Ms S Birkensleigh, who was appointed by the Board as a Non-Executive Director of the Company on 2 February 2015 and, being eligible for election, be elected as a Director of the Company."

*Information about the candidate appears in the accompanying Explanatory Memorandum.*

**SPECIAL BUSINESS:**

**Resolution 4 – Amendments to the Constitution of the Company**

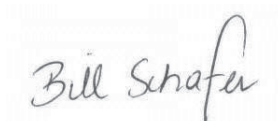
To consider and, if thought fit, to pass the following as a special resolution:

"That the Constitution of the Company be amended in the manner set out in the accompanying Explanatory Memorandum with effect from the close of the Meeting."

*Further information about the amendments to the Constitution of the Company is provided in the accompanying Explanatory Memorandum.*

Dated 16 October 2015

By order of the Board



William R. Schafer  
Company Secretary

## ENTITLEMENT TO VOTE

Pursuant to regulation 7.11.37 of the *Corporations Act 2001* (Cth) and ASX Settlement Operating Rule 5.6.1, the Company has determined that for the purposes of the Meeting, all ordinary shares in the Company shall be taken to be held by the persons who are registered as shareholders of the Company as at 7.00pm (Sydney time) on Monday, 16 November 2015 ("**Entitlement Time**"). All holders of ordinary shares in the Company as at the Entitlement Time are entitled to attend and vote at the Meeting.

## ADMISSION TO THE MEETING

Shareholders who will be attending the Meeting and who will not be appointing a proxy are asked to bring the proxy form enclosed with this Notice of Meeting to the Meeting to help with registration.

## VOTES OF ELIGIBLE SHAREHOLDERS

Subject to the Company's Constitution and to any rights or restrictions attaching to any class of shares:

- a) every person who is registered as a shareholder of the Company as at the Entitlement Time ("**Eligible Shareholder**") may vote;
- b) on a show of hands every Eligible Shareholder has one vote; and
- c) on a poll every Eligible Shareholder has for each fully paid share held by the Eligible Shareholder, one vote.

## VOTING BY PROXY

An Eligible Shareholder who is entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies. A proxy need not be a shareholder of the Company.

An Eligible Shareholder who appoints two proxies must specify the proportion or number of votes each proxy is appointed to exercise. If an Eligible Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Eligible Shareholder's votes each proxy may exercise, then each proxy may exercise half of the votes.

Shareholders should be aware that if one proxy is appointed to attend the Meeting and vote on behalf of the Eligible Shareholder that proxy may vote on a show of hands, but if two proxies are appointed, neither proxy may vote on a show of hands.

A proxy form, which includes further instructions, is enclosed with this Notice of Meeting. To be valid, the proxy form (together with the original or a certified copy of any Power of Attorney under which the proxy form is signed) must be received by the Company's share registry at the following address:

- Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne Victoria 3001  
Australia
- Or by fax:  
Within Australia: 1800 783 447  
Outside Australia: +61 3 9473 2555

Alternatively, you may lodge a proxy electronically, at [www.investorvote.com.au](http://www.investorvote.com.au).

A proxy form must be received by 11.00am (Brisbane time) on Monday, 16 November 2015, being 48 hours before the commencement of the Meeting.

## CHANGE OF ELECTION FOR SHAREHOLDER COMMUNICATIONS & ANNUAL REPORT

The Company's Annual Reports and Financial Statements are made available on-line at <http://www.auswidebankltd.com.au/> under Shareholder Information. Please note that the default option for receiving your 2015 Annual Report is via our website. You have the choice of receiving an email when the Company's 2015 Annual Report becomes available online or electing to receive a printed copy of the Company's 2015 Annual Report. To change your current Annual Report election – please update your details online or by visiting [www.computershare.com.au/easyupdate/aba](http://www.computershare.com.au/easyupdate/aba). If you do not have internet access please call 1300 308 185 and follow the voice instructions.

## **Explanatory Memorandum**

This Explanatory Memorandum has been prepared to assist shareholders and provides additional information on the resolutions to be considered at the Annual General Meeting of Auswide Bank Ltd ABN 40 087 652 060 ("**Company**") to be held at 11.00am (Brisbane time) on Wednesday, 18 November 2015 at Auswide Bank Ltd, Level 3, 16-20 Barolin Street, Bundaberg, Queensland 4670 ("**Meeting**") and forms part of the Notice of Meeting.

### **Ordinary Business:**

#### **Financial Statements and Reports**

The *Corporations Act 2001* (Cth) ("**Corporations Act**") requires that the Directors' Report, the Auditor's Report and the Financial Statements of the Company for the financial year ended 30 June 2015 be laid before the Meeting. In addition, the Company's Constitution provides for these reports and statements to be received and considered at the Meeting. Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's Constitution require a vote of shareholders at the Meeting on such reports or statements.

However, shareholders will be given a reasonable opportunity to ask the Company's Auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the Financial Statements and the independence of the Auditor in relation to the conduct of the audit, at the Meeting.

The Chairperson of the Meeting will also give shareholders a reasonable opportunity to ask questions about, or comment on, the management of the Company. In addition to taking questions at the Meeting, written questions to the Chairperson of the Meeting about the management of the Company may be submitted to:

The Company Secretary  
Auswide Bank Ltd  
Level 5, 16-20 Barolin Street  
Bundaberg QLD 4670  
Facsimile: +61 7 4152 3566  
Email: auswide@auswidebank.com.au

and must be received by **5.00pm (Brisbane time) on, Wednesday, 11 November 2015.**

*There is no requirement for shareholders to approve these reports or statements. Accordingly, there will be no vote on this item of business.*

#### **Resolution 1 - Remuneration Report**

Shareholders are asked to adopt the Remuneration Report. The Remuneration Report is set out on pages 35 to 42 of the Company's 2015 Annual Report. The Chairperson of the Meeting will give shareholders a reasonable opportunity to ask questions about, and comment on, the Remuneration Report at the Meeting.

The vote on this resolution is advisory only and does not bind the Directors of the Company or the Company. The Directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report when reviewing the Company's remuneration policies.

While the resolution is not binding on the Company, under the Corporations Act, if the resolution on the Company's remuneration report receives votes against of 25% or more at two consecutive annual general meetings, a resolution must then be put to shareholders at the second annual general meeting as to whether another meeting should be held within 90 days at which all directors (other than a managing director) who were in office at the date of approval of the applicable directors' report must stand for re-election.

#### **Voting Exclusion Statement:**

In accordance with section 250R(4) of the Corporations Act, a vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of either a member of the Company's KMP (which includes the Directors of the Company) whose remuneration details are included in the Remuneration Report, or a closely related party (such as close family members and any entities the KMP controls) of such a person, unless:

- (a) it is cast by the person who is appointed in writing as a proxy for a shareholder who is entitled to vote, and the proxy form specifies the way the proxy is to vote on the resolution; or
- (b) it is cast by the Chairperson of the Meeting as proxy for a shareholder who is entitled to vote, and the proxy form does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairperson of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

If the Chairperson of the Meeting is your proxy, and you fail to provide a voting direction in respect of Resolution 1 on the proxy form (which you may do by ticking 'For', 'Against' or 'Abstain' opposite Resolution 1 on the proxy form), you are expressly authorising the Chairperson of the Meeting to vote in favour of Resolution 1 even if that resolution is connected directly or indirectly with the remuneration of Directors or members of the key management personnel of the Company ("KMP"). Subject to any applicable laws or voting exclusions, the Chairperson of the Meeting intends to vote all available proxies in favour of the resolutions in this Notice of Meeting (including Resolution 1).

*Noting that each Director has a personal interest in their own remuneration from the Company, as described in the Remuneration Report, the Board of the Company recommends that shareholders vote in favour of Resolution 1.*

#### **Resolution 2 – Re-election of Director (Mr G Kenny)**

##### **Mr Gregory N Kenny GAICD, GradDipFin**

Mr Kenny was appointed to the Board of the Company on 19 November 2013. Mr Kenny has had a long and successful career with Westpac Banking Corporation and St George Bank Ltd, and prior to that with Bank of New York and Bank of America in Australia. At St George Bank Ltd, Mr Kenny held the positions of Managing Director (NSW and ACT), General Manager Corporate and Business Bank and General Manager Group Treasury and Capital Markets. Mr Kenny was appointed to the board of directors of Mortgage Risk Management Pty Ltd on 19 November 2013.

Mr Kenny currently serves as the Chairperson of the Company's Risk Committee, is a member of the Company's Audit Committee and is a member of the Group Board Remuneration Committee.

The Board of the Company considers that Mr Kenny, if re-elected, will qualify as an independent Director of the Company.

*The Board of the Company (with Mr Kenny abstaining) recommends that shareholders vote in favour of Resolution 2.*

#### **Resolution 3 – Election of Director (Ms S Birkenleigh)**

##### **Ms Sandra C Birkenleigh BCom, CA, GAICD, ICCP (Fellow)**

Ms Birkenleigh was appointed to the Board of the Company on 2 February 2015. Ms Birkenleigh was previously a partner at PricewaterhouseCoopers for 16 years until 2013. During her career her predominant industry focus has been Financial Services (Banking and Wealth Management). Ms Birkenleigh has also advised on risk management in other sectors such as retail and consumer goods, retail and wholesale electricity companies, resources and the education sector.

Ms Birkenleigh is currently a non-executive director of five Wealth Management and Insurance subsidiaries of the National Australia Bank, a director of four Responsible Entities within the NabWealth Group, an independent member of the Audit Committee of the Reserve Bank of Australia, and a Board of Management member and Treasurer of Children's Therapy Centre.

Ms Birkenleigh is an independent director. She was appointed as the Chairperson of the Company's Audit Committee upon her appointment to the Board of the Company on 2 February 2015 and is also a member of each of the Group Board Remuneration Committee and Risk Committee.

The Board of the Company considers that Ms Birkenleigh, if elected, will qualify as an independent Director of the Company.

*The Board of the Company (with Ms Birkenleigh abstaining) recommends that shareholders vote in favour of Resolution 3.*

#### **Special Business:**

#### **Resolution 4 – Amendments to the Constitution of the Company**

##### **Background and reasons for the proposal**

The constitution of the Company was originally adopted on 9 May 2000 and was last amended in order to change the Company's name in April 2015 ("Constitution"). Since 2000, there have been a number of amendments to the legislation governing corporations (for example, changes to the Corporations Act) and the Listing Rules of the Australian Securities Exchange ("ASX") ("Listing Rules").

The Company has reviewed the Constitution and proposes a number of amendments which are intended to reflect certain changes to the Corporations Act, Listing Rules and Australian Prudential Regulation Authority ("APRA") requirements. A number of ancillary amendments are also proposed to reflect the Company's current status, practices and ownership structure by removing certain inoperative "legacy" provisions relating to a reserve, previously known as the "Special Reserve" of the Company.

Under section 136 of the Corporations Act, amendments to the Constitution may only be made by a special resolution of shareholders.

##### **Overview of proposed amendments to the Constitution**

If requested, a copy of the proposed amended Constitution will be sent to shareholders (at no cost) by mail or electronically. A copy of the amended Constitution will also be available for inspection at the meeting.

The following table summarises the proposed amendments to the Constitution. Unless otherwise stated, references to Article numbers below are references to the current Article in the Constitution (ie prior to the proposed amendments taking effect).

Article(s) affected	Summary of proposed amendment(s)
Various	<p>It is proposed that the Constitution be updated generally:</p> <ul style="list-style-type: none"> <li>(a) to ensure the continuity of lists and defined terms;</li> <li>(b) to verily clarify that, to the extent of any inconsistency between an Article of the Constitution and the Corporations Act or Listing Rules, the relevant sections or rules of the Corporations Act or Listing Rules (respectively) will prevail; and</li> <li>(c) to tidy-up typographical, syntax, grammatical and cross-referencing anomalies.</li> </ul>
Article 1 ("Preliminary")	<p>It is proposed that the definitions be updated to reflect changes to the Corporations Act and the Listing Rules, APRA requirements and certain other proposed amendments to the Constitution. Accordingly:</p> <ul style="list-style-type: none"> <li>(a) obsolete definitions will be removed (ie the definitions of "Borrower", "Deposit", "Depositor", "Home Branch", "Permanent Shares", "SCH Business Rules", "Securities Clearing House", "Society", "Society Member", "Special Reserve", "Special Reserve Member" and "Withdrawal Shares" are proposed to be removed);</li> <li>(b) new definitions will be inserted (ie the definitions of "Corporations Law", "CS Facility", "CS Facility Operator" and "Operating Rules" are proposed to be inserted); and</li> <li>(c) the definitions of "ASX", "Member" and "Retirement" will be amended (respectively) to: <ul style="list-style-type: none"> <li>(i) reflect common market application and usage;</li> <li>(ii) remove redundant "legacy" language which excluded those persons who had given a guarantee or who were considered to be a "Depositor" or "Borrower" immediately before the adoption of the Constitution in 2000 from being a "Member" of the Company; and</li> <li>(iii) clarify that a director of the Company will be taken to "Retire" at the time of the cessation of that director's term of office as a director of the Company.</li> </ul> </li> </ul>
Various	<p>Section 1074C of the Corporations Act provides that the operating rules of a prescribed clearing and settlement facility ("<b>CS Facility</b>") may deal with the transfer of financial products (including shares) through the facility.</p> <p>The Constitution verily refers to "SCH Business Rules" and "proper SCH transfers".</p> <p>Given that more than one CS Facility can be authorised under the Corporations Act, it is proposed that the Company's Constitution be amended to:</p> <ul style="list-style-type: none"> <li>(a) replace all references to "SCH Business Rules" with "Operating Rules"; and</li> <li>(b) remove references to "proper SCH transfer" and, if applicable, replace those references with, for instance, "a proper transfer made in accordance with any applicable Operating Rules of a CS Facility".</li> </ul> <p>These proposed amendments are intended to ensure consistency with the Corporations Act and contemplate the authorisation of additional clearing and settlement facilities under the Corporations Act.</p>
Article 3.6 ("Employee Share Plans")	<p>It is proposed that the requirement that the approval of a special resolution of shareholders be obtained in order for the Directors of the Company to establish an employee incentive scheme, or to provide in any such scheme for the giving of financial assistance by the Company in connection with the scheme, be removed.</p> <p>Although the establishment and operation of any such scheme will remain subject to the Corporations Act and Listing Rules, the proposed amendment is commended to members on the basis that it will reduce the compliance burden for the Company in establishing, or offering eligible financial products to employees under, an employee incentive scheme.</p> <p>The Company considers that employee participation in employee incentive arrangements such as an employee incentive scheme to be an important component in the employee's relationship with the Company and result in greater employee engagement and enhanced commercial outcomes for the Company. Further, depending on its proposed structure, the Company also considers the implementation of effective employee incentive arrangements are important to align the interests of participating employees with the interests of the Company for each of their long-term mutual benefit.</p>



<b>Article 10.2</b> ("Notice")	<p>It is proposed that Article 10.2(c)(iv) be removed. This is on the basis that the requirement that a notice of meeting specify the particulars of any determination made under section 1109N of the Corporations Act is no longer prescribed as a content requirement for a notice convening a general meeting of shareholders of the Company.</p>
<b>Article 10.3</b> ("Business")	<p>It is proposed that Article 10.3(c)(ii) be amended to allow a notice of the postponement or cancellation of a general meeting of the Company be given:</p> <ul style="list-style-type: none"> <li>(a) by publishing the notice in a daily newspaper circulating in Australia;</li> <li>(b) by an announcement given to ASX; or</li> <li>(c) subject to the Corporations Act and the Listing Rules, in any other manner determined reasonable by the directors of the Company.</li> </ul> <p>The Company considers that the additional flexibility provided by this proposed amendment is expected to provide efficiency gains and a reduction in administrative costs for the Company if it is necessary to give notice of a postponed or cancelled general meeting.</p>
<b>Article 14.4 (new)</b> ("Superannuation contributions")	<p>Listing Rule 10.17 requires that any increase in the total aggregate amount of directors' fees payable by a company or its subsidiaries to non-executive directors be approved by ordinary shareholders. Listing Rule 10.17 specifies that "directors' fees" means all fees payable by the company or its subsidiaries to a non-executive director and includes superannuation contributions made for the benefit of the non-executive director and any salary sacrificed amounts contributed by the non-executive director.</p> <p>The Constitution currently does not expressly provide for the payment of superannuation contributions to directors, nor that such contributions be included in determining the amount of the director's remuneration in accordance with Article 14 ("Remuneration of Directors") of the Constitution.</p> <p>Accordingly, it is proposed that a new Article 14.4 ("Superannuation Contributions") be adopted to allow the Company to make contributions to a fund for the purpose of making provision for, or obtaining, superannuation benefits for a director of the Company. Any such superannuation payment will be included in determining the amount of the director's remuneration in accordance with Article 14 ("Remuneration of Directors") of the Constitution.</p>
<b>Article 21</b> ("Dividends and reserves")	<p><b>Determination of dividend</b></p> <p>Section 254T of the Corporations Act was amended in June 2010 to replace the requirement that dividends be paid out of profits only with a revised test which prohibits a company from paying a dividend unless:</p> <ul style="list-style-type: none"> <li>(a) the company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;</li> <li>(b) the payment of the dividend is fair and reasonable to the company's shareholders as a whole; and</li> <li>(c) the payment of the dividend does not materially prejudice the company's ability to pay its creditors.</li> </ul> <p>Under this approach the value of the company's assets and liabilities are to be calculated in accordance with accounting standards in force at the relevant time.</p> <p>Article 21 ("Dividends and reserves") of the Constitution currently reflects the former profits-based test and provides that the directors may determine that a dividend declared by the Company is payable out of particular profits, whether current, past or reserved profits or otherwise as the directors think fit. The proposed amendments to Article 21 ("Dividends and reserves"), amongst other things, seek to broaden the scope of the payment of dividends by the Company by removing the restriction that the payment of dividends be made out of profits only.</p> <p><b>Determination of allocation of reserves</b></p> <p>It is similarly proposed to modify the directors' powers to deal with reserves of the Company. The Constitution currently specifies that reserves may only be set aside out of profits. The proposed modification to the Company's Constitution would, subject to the Corporations Act, allow directors to set aside such amounts as reserves as the directors think appropriate and to apply those reserves for any purpose for which those amounts may be properly applied (which may include the payment of dividends, or the investment or reinvestment of the amount of any reserve).</p>

	<p><b>Payment of dividend or other amount</b></p> <p>Article 21.9 ("Payment") of the Constitution restricts the payment of any dividend or other money payable in respect of shares in the Company to be made by cheque. It is proposed to amend Article 21.9 ("Payment") to provide greater flexibility in respect of the form of payment of any dividend or other amount to be made in respect of shares in the Company. The proposed amendment will allow any such payment also be made by some other method of direct credit determined by the directors.</p> <p>The flexibility provided by this proposed amendment is expected to provide efficiency gains and a reduction in administrative costs for the Company in executing any payment in respect of shares in the Company.</p> <p><b>Capitalisation of profits</b></p> <p>Article 21.13 ("Capitalisation of profits") is proposed to be modified such that the directors may resolve to capitalise any sum, being the whole or part of the amount for the time being standing to the credit of any reserve account or the profit and loss account or otherwise available for distribution to shareholders, as opposed to profits only.</p> <p>Further, if the capitalisation is to be accompanied by the issue of shares in the Company or debentures, it is proposed that the directors may, in addition to their pre-existing powers in applying the sum capitalised, apply the relevant amount in paying up any amounts unpaid on shares held by shareholders.</p> <p>These amendments are proposed to ensure that the Constitution is aligned with amendments to the Corporations Act (as amended), and to ensure that the Company has the flexibility to pay dividends to Members in all circumstances and in any manner permitted by law.</p>
<p><b>Article 22</b> ("Special Reserve")</p>	<p>It is proposed to remove the inoperative "legacy" provisions in Article 22 ("Special Reserve") of the Constitution, including its applicable definitions. The Article contemplates a reserve be set aside by the board of directors of the Company that would be reduced to zero on 30 June 2002. Accordingly, the relevant provisions are no longer operational and are proposed to be removed.</p> <p>This proposed amendment is necessary to comply with APRA's requirement that the Company remove references to the restricted word "Society" from the Constitution following the Company's successful transition to becoming a bank earlier this year. Accordingly, amongst other definitions, the concepts of "Society" and "Society Member" which are referred to exclusively in Article 22 ("Special Reserve"), including each of their applicable definitions, will be removed as part of this proposed amendment. This is on the basis that these definitions are exclusively referred to in Article 22 ("Special Reserve") and are therefore similarly inoperative.</p>

*The Board of the Company recommends that shareholders vote in favour of Resolution 4.*



— 000001 000 ABA  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Lodge your vote:



**Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)



**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

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### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

**Control Number: 999999**

**SRN/HIN: I999999999**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



**For your vote to be effective it must be received by 11:00am (Queensland time) on Monday, 16 November 2015**

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### Appointment of Proxy

**Voting 100% of your holding:** 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 (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the "For", "Against" or "Abstain" box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the securityholder is a company that 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

## Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the Meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form →**

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1

#### Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Auswide Bank Ltd hereby appoint

☐ the Chairman  
of the Meeting **OR**



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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Auswide Bank Ltd to be held at **Auswide Bank Ltd, Level 3, 16-20 Barolin Street, Bundaberg, Queensland 4670 on Wednesday, 18 November 2015 at 11:00am (Queensland time)** and at any adjournment or postponement of that Meeting.

**If the Chairman of the Meeting is your proxy or becomes your proxy by default:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 1** (except where I/we have indicated a different voting intention below) even though **Item 1** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 1** by marking the appropriate box in step 2, below.

**The Chairman of the Meeting intends to vote available proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.**

### STEP 2

#### Items of Business



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

##### ORDINARY BUSINESS

1 Directors' Remuneration Report

For

Against

Abstain

☐☐☐

2 Re-election of Director - Mr G Kenny

☐☐☐

3 Election of Director - Ms S Birkenleigh

☐☐☐

##### SPECIAL BUSINESS

4 Amendments to the Constitution of the Company

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### SIGN

#### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

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