



NOTICE OF 2026 ANNUAL GENERAL MEETING

The Annual General Meeting (**AGM**) of Hume Bank Limited ACN 051 868 556, incorporating the business of Geelong Bank, (the **Company**) will be held at **5:30pm on Wednesday, 18 November 2026** at Huon Hill, 48 Reid Street, Wodonga; at Rydges, 89-105 Gheringhap Street, Geelong and online at mynetvote.au/HUME2026

ORDINARY BUSINESS

1. Financial Report

To receive the Financial Report, Directors' Report, and the Auditor's Report for the twelve months ended 30 June 2026.

The following are proposed as ordinary resolutions:

2. To approve an increase in the Directors' remuneration

"That the base annual remuneration payable to Directors for their services from 1 July 2026 be increased by 3%, resulting in the following fees:

- *Director's fees - \$56,122.76 per Director;*
 - *additional Committee fees - \$9,629.77 per Director;*
 - *additional Board Chair allowance - 100% of Director's fee; and*
 - *additional Committee Chair allowance - 100% of additional Committee fee.*
- plus superannuation contributions on all amounts to be paid at the applicable superannuation guarantee rate."*

3. To approve the election of Directors (three separate resolutions)

- a) *"That Kent Griffin be re-elected as a Director of the Company".*
- b) *"That Graham Fryer, having been appointed by the Board on 1 May 2026, be elected as a Director of the Company."*
- c) *"That Allison Batten, having been appointed by the Board on 1 May 2026, be elected as a Director of the Company."*

4. To Ratify the Managing Director's appointment

"That the appointment of Kent Griffin as interim Chief Executive Officer and Managing Director of the Company be ratified in accordance with Article 16.24(c) of the Constitution."

SPECIAL BUSINESS

The following is proposed as a special resolution:

5. To adopt a new Constitution

“A. That the Constitution tabled at the meeting and signed by the Chair of the meeting for the purposes of identification, be approved and adopted as the Constitution of the Company in place of the current Constitution, with effect from the close of the meeting; and

B. That, in addition to persons who qualify as Members under the new Constitution:

- all persons and entities who have a membership number in the Company’s records at the date of this meeting will continue to be recognised as Members under the new Constitution; and*
- membership will continue unless an event occurring after the date of this meeting triggers cessation of membership under the new Constitution (for example, if all accounts connected to a Member are closed).”*

Note: The differences between the Bank’s proposed new Constitution and its existing Constitution are described in the Explanatory Notes attached to this Notice. A copy of the proposed new Constitution and further information is available at humbank.com.au/tools-help/updates-insights/agm-2026/. Members may also request a copy from the Company Secretary by emailing Companysec@humbank.com.au or by calling 1300 004 863.

For more information on all the above resolutions, please see the attached explanatory notes.

GENERAL BUSINESS

To consider any general business that has been properly raised in accordance with the Constitution or the Corporations Act 2001.

By order of the Board



Ruth McClelland
Company Secretary
20 October 2026

We ask that all participants conduct themselves in line with the Company’s values, upholding respect to ensure a positive experience for everyone. Disruptive or inappropriate behaviour will not be tolerated.

MEETING PARTICIPATION

You may attend the meeting, vote and ask questions in person. If you cannot attend in person, you can view the meeting online and, where eligible, vote using the electronic voting system.

Members may also submit written questions before the meeting by email to Companysec@humbank.com.au.

VOTING

The Company has appointed CorpVote Pty Ltd, an independent provider of voting and meeting services, to support the voting process. Voting at the AGM will be conducted using an electronic voting system managed by CorpVote. Eligible Members may vote using the electronic voting system during the AGM. Instructions on how to access the online meeting and voting system, including when voting will open and close, will be provided to eligible Members before the AGM.

ATTENDING BY PROXY

You may appoint a proxy to attend and vote for you. A proxy can be an individual and does not need to be a Member of the Company.

A proxy form is enclosed with this notice of meeting. If you wish to exercise your right to vote on the resolution by proxy, your completed and signed proxy form and the authority (if any) under which it is signed, or a certified copy of that authority, must be either:

- (a) sent by post to CorpVote Voting Services, PO Box 2432, Fitzroy VIC 3065 (no stamp required); or
- (b) scanned and sent by email to vote@corpvote.com.au

so that it is received ***no later than 5:30pm on Monday, 16 November 2026.***

The proxy form must be signed by the Member or, if the Member is a body corporate, the form must be executed in accordance with section 127 of the Corporations Act 2001, or by its duly authorised officer or attorney.

Members or proxies that are corporations entitled to vote and participate at the meeting may appoint an individual to act as its corporate representative. Evidence of the appointment of a corporate representative must be in accordance with section 250D of the Corporations Act 2001 and be lodged with the Company before the meeting.

Members are entitled to appoint an attorney to participate and vote at the meeting on the Member's behalf. An attorney need not be a Member of the Company. The power of attorney appointing the attorney must be duly signed and specify the name of each of the Member, the Company and the attorney, and also specify the meetings at which the appointment may be used. To be effective, the power of attorney must also be returned in the same manner, and by the same time, as proxy forms.

If your proxy appointment specifies how your proxy is to vote on a resolution, your proxy must vote in accordance with those instructions to the extent required by the Constitution and the *Corporations Act 2001*. If your proxy is the Chair of the Meeting, the Chair must vote directed proxies in accordance with those instructions. If your nominated proxy does not attend, or attends but does not vote, the Chair will act in place of the nominated proxy and vote in accordance with any instructions. The Chair intends to vote available undirected proxies in favour of all resolutions.

OTHER INFORMATION

Instructions on how to attend the Annual General Meeting and use the electronic voting system will also be available from Hume Bank's website at www.humbank.com.au. Copies of the Financial Report, Directors' Report, and the Auditor's Report and proposed new Constitution are available from Hume Bank's website.

EXPLANATORY NOTES 2026

The following explanatory notes have been prepared to provide information to Members about the items of business set out in the Notice of Annual General Meeting and form part of that Notice.

Item 1 – Financial Report

As required by section 317 of the Corporations Act 2001 (the Act), the Financial Report, Directors' Report and Auditor's Report of Hume Bank Limited for the financial year ending 30 June 2026 will be laid before the meeting. There will be no formal resolution put to the meeting.

Item 2 - To approve an increase in Directors' remuneration

The People and Culture Committee of the Board of Directors (the Committee) reviewed the Directors' fees, referencing external and internal benchmarking.

The Committee also considered the increasing time commitment and regulatory responsibilities undertaken by Directors in an increasingly complex and competitive environment in recommending an increase.

In order for the Bank to remain competitive and attract and retain appropriately experienced Directors, Members are asked to approve a resolution that increases the base remuneration payable to Directors for their services by 3% and to accordingly increase the fees payable to the Chair of the Board and each Committee Chair and Member. The 3% increase matches the increase prescribed to staff under the *Hume Bank Enterprise Agreement 2025 – 2028*.

It should be noted that these fees are not paid to Board member Kent Griffin while he is acting as interim CEO and Managing Director. During this time he only receives his salary as CEO.

The Directors recommend that Members vote in favour of this resolution.

Item 3 - To approve the election of Directors (three separate resolutions)

(a) Re-election of Kent Griffin as a Director

In accordance with Hume's Constitution, Kent Griffin, who retires in accordance with Article 14.8 of Hume Bank's Constitution, is deemed to have nominated for re-election as a Director for a further three years. The Directors recommend that Members vote in favour of Kent's re-election.

(b) Member election of Graham Fryer as a Director

Graham Fryer was appointed to Hume Bank's Board on 1 May 2026, in accordance with the terms of the Hume Bank/Geelong Bank merger, and now stands for election by Members.

Graham grew up in Albury and has held roles as CEO and Board member at Geelong Bank. The Directors recommend that Members vote in favour of Graham's election for a three-year term.

(c) Member election of Allison Batten as a Director

Allison Batten was appointed to Hume Bank's Board on 1 May 2026, to fill the casual vacancy arising from the retirement of Patricia Montague, and now stands for election by Members. A Geelong local, Allison joined the Geelong Bank Board as a Non-Executive Director in 2018 and became Geelong Bank Board Chair in 2023. The Directors recommend that Members vote in favour of Allison's election for a three-year term.

Members are encouraged to view the Directors' profiles on Hume Bank's website **Hume Bank - Directors and Executive Management**.

Item 4 - To Ratify the Managing Director's appointment

Kent Griffin was appointed temporary Chief Executive Officer and Managing Director of the Company following Stephen Capello's retirement in March 2026. The Board is currently performing an extensive recruitment search for the Company's permanent CEO. In accordance with Article 16.24(c) of the Company Constitution, the appointment of any Managing Director must be ratified by Members at the next annual general meeting following their appointment. The Directors recommend that Members vote in favour of ratifying Kent Griffin's appointment as interim Chief Executive Officer and Managing Director.

SPECIAL BUSINESS

Item 5: To adopt a new Constitution

This special resolution, if approved by at least 75% of the votes cast by Members entitled to vote, will replace the Company's existing Constitution with a new Constitution.

Although it has been amended from time to time, the current Constitution is now more than 25 years old. The proposed new Constitution has been prepared to provide Hume Bank with a simpler, more modern governance framework that is easier to understand, better reflects how the Bank operates today, and is fit for the future.

The main changes made to the Constitution are:

A. Making Member participation more equitable

We are a Member-owned bank, and want to make our Constitution as transparent and user-friendly as possible. The proposed updates will promote:

- Increasing voting access for Members who cannot attend in person by making electronic voting the standard instead of a show of hands in the meeting room. If a person is not able to use electronic voting, they can still vote with a paper form.
- Reducing the period a Member must hold an account (from six months to three) before they are eligible to vote.
- Clarifying the definition of *Member* to ensure "one Member, one vote" applies regardless of the number of accounts or trusts a person holds. Similarly, each account should confer no more than one Membership and one vote.
- Reducing any risk of double vote-counting by stipulating that where a valid proxy has already been received prior to a meeting, the Member is taken to have exercised their voting right for that resolution and is not entitled to cast a further vote on that resolution at the meeting.

B. Making the Board easier to operate

From time to time, our Board needs the flexibility to make decisions that serve Members best. The following updates allow this to happen, while still operating within a strong governance framework.

- The Constitution introduces a new category of “Board-appointed Term” Directors who can be appointed for up to 12 months to fill a temporary gap, or where the Board considers that the person has skills, experience or expertise not otherwise available on the Board. If their term is to be extended beyond 12 months, they must go to the next AGM for traditional election by Members. Board-appointed Term Directors must always constitute less than 50% of the Board and never be more than three Directors.
- The new Constitution states that no Director can remain on the Board for longer than nine years (or extended to ten if approved by the remaining Directors). This is considered best practice for modern boards, to maintain Board renewal and independence.
- Any Director standing for Member election must meet Board skills criteria. This helps maintain a competent, skills-based Board, and protects Members’ interests.
- Reducing the minimum number of Directors from six to five.
- Maintaining the maximum number of Directors at eight, but allowing for a temporary increase above eight to support acquisitions or restructuring.
- Clarifying that a Director approved at AGM is elected for three years, whether they are an addition to the Board’s number or filling a casual vacancy.
- Clarifying how tied Director election votes are resolved, including by a further Member vote at the meeting or, if results are only available after the meeting, by Board resolution.

C. Making the document simpler and fit for purpose

Times have changed since our Constitution was drafted. As a modern bank, we need to ensure our Constitution is not only future-proofed, but allows our people to get on with the job of running a successful bank every day.

- Moving the sections on shareholder members and MCI members to the back of the document as the Company does not currently have these types of members; and removing detailed provisions about partly paid shares, calls, liens and the forfeiture regime for Member shares, since there are no shares on issue.
- Removing the section on when Members can call for a poll because every vote will be decided on a poll.
- Removing dispute resolution processes that are already provided by regulators.
- Removing old references to signing documents with a seal.
- Clearer rules for inactive or dormant accounts to make it easier to keep records up-to-date.
- Reflecting current law and common business practice by updating practical rules about indemnities and insurance.
- Protecting the Bank’s mutual status by limiting transfer of shares (if any were to be issued) and severing any change which may have the effect of triggering de-mutualisation.

FAQs

1. *Why do we need to change our Constitution?*

To remove complexity, make the Constitution easier to read and use, and ensure it better supports the way the Bank serves Members now and into the future.

2. *Does the new version take away any of my Member rights?*

No. Our intention is to make the Constitution simpler and future-fit, without diminishing member rights.

In fact, we have aimed to *increase* member rights, such as reducing the qualification time for voting eligibility, and moving from voting by a show of hands to electronic voting, so those who cannot attend a Members meeting can still vote on the night.

3. *Where can I find out more and ask questions?*

We are here to answer your questions. You'll find detailed information about the changes; ways to submit questions, and a copy of the proposed new Constitution at humbank.com.au/tools-help/updates-insights/agm-2026/ Members may also request information from the Company Secretary by emailing Companysec@humbank.com.au or by calling 1300 004 863.

Hume Bank and Geelong Bank staff have been discussing the new Constitution with Members during September and October, with virtual and face-to-face opportunities for member questions and feedback. There will be more opportunity for questions about the Constitution and any of the above items of business at the AGM.

The Directors unanimously support and recommend that you vote in favour of this special resolution.

Members who are unable to attend the meeting in person may participate online and vote using the electronic voting system, or lodge a proxy form in advance – see next page.



PROXY FORM – 2026 ANNUAL GENERAL MEETING

HUME BANK LIMITED ACN 051 868 556

I (name) of (address),
being a Member of Hume Bank Limited, incorporating the business of Geelong Bank, ("the Company"), hereby appoint
(please tick):

- ☐ The Chair of the Meeting; OR
- ☐ Name:
Address:

as my proxy, to act on my behalf and vote for me at the Company's Annual General Meeting, or any adjournment of that meeting, in accordance with the directions on this form or, if no directions have been given, as my proxy sees fit.

Resolution	YES	NO	ABSTAIN
2. To approve an increase in the Directors' remuneration.	☐	☐	☐
3(a) To re-elect Kent Griffin as a Director.	☐	☐	☐
3(b) To elect Graham Fryer as a Director.	☐	☐	☐
3(c) To elect Allison Batten as a Director.	☐	☐	☐
4. To ratify the appointment of Kent Griffin as interim Chief Executive Officer and Managing Director.	☐	☐	☐
5. To adopt the new Constitution while retaining all current Members (usual membership cessation criteria still apply) (special resolution).	☐	☐	☐

If you do not fill in the name and address section with your nominated proxy, you will be deemed to have appointed the Chair of the meeting as your proxy.

SIGNED BY: DATE

Please return your completed proxy form:

- by post to CorpVote Voting Services, PO Box 2432, Fitzroy VIC 3065 (postage stamp is not required); or
- by email to vote@corpvote.com.au by 5:30pm on Monday, 16 November 2026.