

Notice of 2018 Annual General Meeting

Community CPS Australia Ltd ACN 087 651 143
trading as Beyond Bank Australia

4 October 2018

Dear Member

As a valued member of Beyond Bank Australia, I would like to personally invite you to attend the Annual General Meeting (AGM) on Tuesday, 27 November 2018 which will be held at the Victoria Room, Hilton Adelaide, 233 Victoria Square, Adelaide, South Australia. The AGM is scheduled to commence at 6:00 pm (ACDT) with registration opening at 5:30 pm (ACDT).

I will be making a presentation that will address matters such as highlights of 2017/18 for Beyond Bank Australia, financial performance, products and services, leadership and governance, Beyond Bank Australia Foundation and the industry. The Chair of the Board Audit Committee will also make a presentation.

The AGM will cover the business items listed in the Notice of Meeting and I will address questions raised by members that are relevant to the AGM.

A copy of the Financial Report, Directors' Report and Auditor's Report (Reports) for the financial year ended 30 June 2018 may be viewed on our website at www.beyondbank.com.au. Members who have elected to receive communications electronically will be emailed the Reports. If you requested a printed copy of the Reports, this will be sent to you in a separate mailing.

You are invited to join the Directors and staff in attendance for finger food and light refreshments at the conclusion of the meeting.

To assist with catering arrangements please advise Joanna Arganese on 08 8205 8830 by 20 November, 2018, if you will be attending the AGM.

Yours sincerely,



Anne O'Donnell
Chair

Notice of 2018 Annual General Meeting

The Annual General Meeting (AGM) of the members of Community CPS Australia Limited (ACN 087 651 143) trading as Beyond Bank Australia (the Company) will be held at the Victoria Room, Hilton Adelaide, 233 Victoria Square, Adelaide, South Australia, on Tuesday, 27 November 2018 commencing at 6:00 pm (ACDT). Registration will open at 5:30 pm (ACDT).

AGENDA

Ordinary Business

ITEM 1: Welcome

Welcome and opening by the Chair of the Board.

ITEM 2: Reports

To receive and consider Beyond Bank Australia's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2018.

ITEM 3: Election of Directors

To announce the Directors elected in accordance with Clause A4-10(a) of the Constitution.

ITEM 4: Appointment of a Director: Resolution 1 (see Explanatory Note 1)

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

"That Rebecca Richardson's appointment as an elected director of Beyond Bank Australia from the end of the 2018 AGM until the end of the 2020 AGM be ratified."

Special Business

ITEM 5: Proposed Change of Company Name: Resolution 2 (see Explanatory Note 2)

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

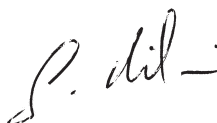
"That the name of the Company be changed to Beyond Bank Australia Limited."

ITEM 6 Proposed amendments to the Constitution: Resolution 3 (see Explanatory Note 3)

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

"That the Constitution of Beyond Bank Australia be hereby amended as set out in Explanatory Note 3 of the Notice convening the meeting."

By Order of the Board of Directors.



Gianni Milani
Group Company Secretary

4 October 2018

Information for Members

Proxy Form

A member who is entitled to attend the AGM and vote is entitled to appoint a proxy. A proxy need not be a member. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. To be effective an appointment of a proxy must be received by CorpVote not later than 6:00 pm (ACDT), Sunday 25 November 2018. A proxy form is attached to this notice. For more information on appointing a proxy please refer to the section entitled "How to complete the Proxy Form" which precedes the proxy form.

Corporate Representatives

If a representative of a member that is a body corporate is to attend the AGM an "Appointment of Corporate Representative" form must be completed and produced prior to the meeting. The form can be obtained by contacting your local Beyond Bank Australia branch, from the Beyond Bank Australia website (www.beyondbank.com.au) or by telephoning 13 25 85. Instructions on how to complete the form are contained within the form.

Catering Arrangements

To assist with catering arrangements please advise Joanna Arganese on 08 8205 8830 by 20 November, 2018, if you will be attending the AGM.

Explanatory Notes on Items of Business

EXPLANATORY NOTE 1: Appointment of a Director (see Item 4: Resolution 1)

Ms Rebecca Richardson was the Chair of My Credit Union Limited (MYCU) immediately prior to its merger with Beyond Bank Australia. The certificate of transfer in relation to the merger of MYCU and Beyond Bank Australia came into force on 1 February 2018. When that occurred Ms Richardson was deemed to be an elected director of Beyond Bank Australia whose term of office started from that time and ends at the end of the 2020 Beyond Bank Australia AGM. However in accordance with the certificate of transfer, Ms Richardson will cease to be an elected director at the end of the 2018 Beyond Bank Australia AGM unless her appointment as an elected director for the further 2 years is ratified by a separate ordinary resolution of Beyond Bank Australia members at the 2018 Beyond Bank Australia AGM.

EXPLANATORY NOTE 2: Proposed Change of Company Name (see Item 5: Resolution 2)

It is proposed that members approve the Company's name being changed from Community CPS Australia Limited to Beyond Bank Australia Limited. As part of the process when CPS Credit Union Co-Operative (ACT) Limited merged with CPS Credit Union (SA) Ltd in 2006 the name of CPS Credit Union (SA) Limited was changed to Community CPS Australia Limited which became the company name of the merged entity.

When Community CPS Australia Limited converted from a credit union to a customer owned bank in 2013 it commenced carrying on business using the registered business name Beyond Bank Australia whilst the Company's name remained Community CPS Australia Limited. Beyond Bank Australia is the name which the Bank is commonly known as in the market place and the Board now considers it timely to change the Company name to Beyond Bank Australia Limited. This will dispense with the need for the following disclosure: Community CPS Australia Ltd trading as Beyond Bank Australia.



PROXY FORM

2018 Annual General Meeting

Member Details

Member Name:	<input type="text"/>
Member Number:	<input type="text"/>
Member Address:	<input type="text"/>
Member Phone:	<input type="text"/>

Appointment of Proxy

I/we, being a member/s of Beyond Bank Australia and entitled to attend and vote at the Annual General Meeting to be held at the Victoria Room, Hilton Adelaide, 233 Victoria Square, Adelaide, South Australia, on Tuesday, 27 November 2018 commencing at 6.00 pm (ACDT), hereby appoint (please mark ☒ to indicate your appointment):

<input type="checkbox"/> The Chair of the meeting, OR <input type="checkbox"/>	<input type="text"/>
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(Full name or office of person appointed)

or, failing the attendance of the person named or if no person is named, the Chair of the meeting, as my/our proxy to attend and act generally at the meeting (and at any adjournment thereof) on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit). My proxy may vote on any resolutions not listed in this proxy form, including any resolution to amend the listed resolutions, as my proxy sees fit.

Important information

If you wish to direct your proxy how to vote on the resolutions set out below, you should place a mark ☒ in either the 'For', or 'Against', box. Please note that if you do not mark any box then your proxy may still vote on the resolutions as your proxy sees fit. If you appoint the Chair of the meeting as your proxy, and do not give a specific direction in relation to the resolutions, the Chair intends to exercise your proxy vote in favour of the resolutions.

Voting directions to your proxy – please mark <input checked="" type="checkbox"/> to indicate your directions		For	Against
Resolution 1	"That Rebecca Richardson's appointment as an elected director of Beyond Bank Australia from the end of the 2018 AGM until the end of the 2020 AGM be ratified."	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	"That the name of the Company be changed to Beyond Bank Australia Limited."	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	"That the Constitution of Beyond Bank Australia be hereby amended as set out in Explanatory Note 3 of the Notice convening the meeting."	<input type="checkbox"/>	<input type="checkbox"/>

PLEASE SIGN HERE

This section must be signed in accordance with the instructions in point 5 of the section titled 'How to Complete the Proxy Form and Important Information' which precedes the proxy form to enable your directions to be implemented.

Member / Primary Joint Member / Attorney	OR	Sole Director	OR
<input type="text"/>		<input type="text"/>	
Director	AND	Company Secretary	
<input type="text"/>		<input type="text"/>	

Date / / 2018

For your vote to be effective it must be received by 6:00 pm (ACDT) Sunday 25 November 2018.

How to complete the Proxy Form and Important Information

1. Your Name and Address

Please print the membership name and address as it appears on your statement of account.

2. Appointment of a Proxy

If you wish to appoint the Chair of the meeting as your proxy, mark ☒ the box preceding 'The Chair of the meeting'. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chair of the meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the meeting will be your proxy. A proxy need not be a member of Beyond Bank Australia.

3. Votes on Items of Business

You may direct your proxy how to vote by placing a mark ☒ in one of the boxes opposite the listed resolutions. If you do not mark any of the boxes your proxy may vote on the resolution as he or she chooses. If you mark more than one box your vote on the resolution will be invalid.

Appointing the Chair of the meeting as proxy

If you appoint the Chair of the meeting as your proxy, the Company Secretary will register your proxy and voting directions when your proxy form is received. You can be confident that when a poll is taken at the meeting, your pre-registered vote will be automatically included. If the proxy is the Chair the proxy must vote on a poll.

Appointing another person as proxy

Even though your voting instructions may be specified on the proxy form (a copy of the form will be given to the proxy when they register at the meeting), your instructions are given to your proxy in good faith that your proxy will vote in accordance with your wishes. If the proxy is not the Chair the proxy need not vote on a poll.

4. Appointment of a Second Proxy

If you are entitled to cast a vote in more than one capacity (e.g. as an individual member and as the primary member of a joint member) you are entitled to appoint up to two proxies to attend the meeting and vote on a poll.

5. Signing Instructions

You must sign the proxy form as follows in the spaces provided:

Individual: where the share is held in one name, the member must sign.

Joint Member: where the share is held by a joint member, the primary joint member must sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with Beyond Bank Australia. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to the proxy form when you return it.

Companies: where the company has a sole director who is also the sole company secretary, the proxy 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 sign alone. Otherwise the proxy form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a member that is a body corporate is to attend the AGM an 'Appointment of Corporate Representative' form must be completed and produced prior to the meeting. The form can be obtained by contacting your local Beyond Bank Australia branch, from the Beyond Bank Australia website (www.beyondbank.com.au) or by telephoning 13 25 85. Instructions on how to complete the form are contained within the form.

Lodge your Proxy:

By mail:

CorpVote Pty Ltd
PO Box 2432
Fitzroy Vic 3065

By email:

vote@corpvote.com.au

By fax:

(03) 8677 1712

For all enquiries call:

(within Australia) 1300 147 797
(outside Australia) +61 3 9020 0261

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given above not later than 6:00pm ACDT, Sunday 25 November 2018. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Explanatory Notes on Items of Business

(Continued)

EXPLANATORY NOTE 3: Proposed amendments to the Constitution (see Item 6: Resolution 3)

1. Subrule 13.1(1) Number of Directors

Current Wording

"The Company must have not less than seven directors comprising:"

It is proposed to replace the word "seven" with the word "five".

Proposed Wording

"The Company must have not less than five directors comprising:"

Reason for proposed amendment

In order to ensure appropriate succession planning the Board has from time to time operated with a minimum of seven directors. This may become problematic if due to unforeseen circumstances a director is unable to continue in the role. In such an event the actual number of directors would fall below the minimum number of seven directors required under the Constitution. After careful consideration the directors consider it prudent to seek to reduce the minimum number of directors required, however it remains the intention of the Board to retain the number of directors at current levels.

2. Subrule 13.1(1)(b) Number of appointed directors

Current Wording

"(b) not more than five appointed directors"

It is proposed to replace the word "five" with the word "three".

Proposed Wording

"(b) not more than three appointed directors"

Reason for proposed amendment

With the proposed reduction in the minimum number of directors from seven to five a reduction in the maximum number of appointed directors is considered desirable.

3. Clause A5-7 of Appendix 5

Current Wording

"This Appendix will cease to have effect at the end of the first AGM of the Company held after 1 July 2018."

It is proposed to replace "2018" with "2023".

Proposed Wording

"This Appendix will cease to have effect at the end of the first AGM of the Company held after 1 July 2023."

Reason for proposed amendment

The objectives of Appendix 5 are to ensure that in the event of there being a proposal to demutualise the Company:

- members will receive sufficient information to enable them to properly assess the proposal; and
- a significant number of members will participate in any vote in relation to the proposal.

The Board considers this to be a very important matter and seeks to extend the application of this Appendix.

A copy of the current Constitution is available on the Beyond Bank Australia website or by contacting a branch.

The Board, with the exclusion of Ms Richardson for resolution 1, recommends that members vote in favour of the resolutions.

