

Newcastle Greater Mutual Group Ltd

ACN 087 651 992

Direct Voting Rules

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Direct Voting Rules

1 Purpose

In accordance with Article 8.17 of the Constitution of Newcastle Greater Mutual Group Ltd (**NGM Group**), the Directors have prescribed these rules to govern direct voting at any general meeting or class of meeting of NGM Group (**Rules**).

The purpose of these Rules is to encourage greater participation by Members in such meetings by permitting Members who are entitled to attend and vote on a resolution to vote directly at the relevant general meeting or class of meeting without attending the meeting, including in person or by proxy, attorney or Representative.

2 Direct voting

2.1 Directors may permit direct voting

Article 8.17 of the Constitution of NGM Group provides that the Directors may determine that at any general meeting or class of meeting, a Member who is entitled to attend and vote on a resolution at that meeting is entitled to a direct vote in respect of that resolution.

2.2 Revocation of previously authorised proxy

If a Member casts a direct vote on a particular resolution, they are taken to have revoked (or suspended in the case of a standing appointment) the authority of a previously authorised proxy, attorney or Representative to vote on their behalf on that resolution.

2.3 Priority of votes

- (a) If NGM Group receives a valid direct vote on a resolution and later receives a valid instrument appointing a proxy, attorney or Representative to vote on behalf of the same Member on that resolution, then, unless the chair of the meeting (or their delegate) determines otherwise, NGM Group may disregard the direct vote in respect of that resolution and regard as effective the vote cast by the proxy, attorney or Representative (as applicable) on the resolution at the meeting.
- (b) If NGM Group receives a valid direct vote on a resolution and at the same time receives a valid instrument appointing a proxy, attorney or Representative to vote on behalf of the same Member on that resolution, then, unless the chair of the meeting (or their delegate) determines otherwise, NGM Group may regard the direct vote as effective in respect of that resolution and disregard any vote cast by the proxy, attorney or Representative (as applicable) on the resolution at the meeting.
- (c) If NGM Group receives a valid instrument appointing a proxy, attorney or Representative to vote on behalf of a Member on a resolution and later receives a valid direct vote on that resolution, then, unless the chair of the meeting (or their delegate) determines otherwise, NGM Group may regard the direct vote as effective in respect of that resolution and disregard any vote cast by the proxy, attorney or Representative (as applicable) on the resolution at the meeting.
- (d) If a Member attempts to cast more than one direct vote on a particular resolution, only the last direct vote received by NGM Group is to be taken to have been cast. Any earlier direct vote is automatically taken to have been withdrawn.

2.4 **Attendance and participation by Member who has cast a direct vote**

A Member who has cast a direct vote is entitled to attend and participate in the meeting. The Member's attendance cancels the direct vote, unless the Member instructs NGM Group otherwise or the chair of the meeting (or their delegate) determines otherwise.

2.5 **Amended resolution**

A direct vote cast on a resolution that is amended is taken to be a direct vote on that resolution as amended, unless the chair of the meeting (or their delegate) determines otherwise.

3 **How a direct vote may be cast**

3.1 **Form of direct vote**

(a) A direct vote includes:

- (i) any form of vote the Directors may prescribe or accept; and
- (ii) that is delivered to NGM Group by post, fax or other electronic means approved by the Directors, including in accordance with the instructions set out in the notice of meeting or the voting form included with the notice of meeting (**Voting Form**).

The Voting Form must be completed and submitted in accordance with the instructions set out in the notice of meeting and Voting Form.

- (b) If sent by post or fax, the direct vote must be signed by the Member or on the Member's behalf under an appropriate authority (such as a power of attorney) in accordance with the instructions set out in the Voting Form.
- (c) If the Member is a body corporate, the direct vote must be signed under the common seal of the body corporate, or by two directors, or one director and the company secretary, or by a sole director (where the body corporate has a single director and no secretary) or a sole director and sole secretary (where the body corporate has a single director who is also the sole secretary), or by an attorney or Representative. If the body corporate has a sole director or a sole director/secretary, or has appointed an attorney or Representative, it must note this fact on the Voting Form.
- (d) If sent by electronic means, the direct vote is to be taken to have been signed if it has been signed or authorised by the Member in a manner approved by the Directors or specified in the notice of meeting or Voting Form.
- (e) If a Voting Form is completed and/or submitted online (e.g. via an online voting platform approved by the Directors), the Member must follow any instructions for online lodgement, including instructions to enable electronic authentication. This may include a method for identifying the Member.

3.2 **Joint Members**

- (a) In the case of joint Members, any joint Member may sign the Voting Form.
- (b) If more than one joint Member votes on a resolution, only the vote of the joint Member whose name appears first in the Register of Members is counted.

3.3 Formalities and irregularities

- (a) For a direct vote to be valid, it (together with any authority under which the direct vote was signed or a certified copy of that authority) must be received:
- (i) by NGM Group at its Registered Office at 307 King Street, Newcastle West, NSW, or such other place specified for that purpose in the notice of meeting or Voting Form, or as NGM Group otherwise directs; or
 - (ii) at the fax or electronic address specified for that purpose in the notice of meeting or Voting Form, or as NGM Group otherwise directs,
- at least 48 hours before the time for holding the relevant meeting or adjourned meeting.
- (b) Notwithstanding Rules 3.1 and 3.3(a), the chair of the meeting (or their delegate) may determine that a direct vote in respect of a resolution is valid if the Member is entitled to attend the meeting and vote on the resolution and it contains the following information:
- (i) the Member's name and address or any applicable identifying notation (such as their Member number or Account number or similar approved by the Directors or specified in the notice of meeting or Voting Form); and
 - (ii) the Member's voting intention on the resolution.
- (c) Unless the chair of the meeting (or their delegate) determines otherwise, if a single Voting Form is received and:
- (i) it contains instructions for both direct voting and appointment of a proxy (e.g. both the direct voting box and the appointment of proxy box is selected), the Member will be taken not to have appointed a proxy and the authority of any proxy will be revoked; and the direct vote(s) will be counted; or
 - (ii) neither the direct voting box nor the appointment of proxy box is selected, the Member will be taken to have appointed the person named in the form as proxy and if no person is named, the chair of the meeting as proxy.
- (d) If a Voting Form is received and the chair (or their delegate) considers that it is not properly executed or authenticated, or is incomplete or unclear, without limiting any other provision of this Rule 3.4:
- (i) if the Voting Form has not been duly signed or authenticated, NGM Group may return the Voting Form to the relevant Member and request the Member sign or authenticate the Voting Form and return it to NGM Group within a period determined by the chair (or their delegate) (which may occur later than the time specified in the notice of meeting or these Rules for the receipt of Voting Forms); and
 - (ii) if the Voting Form is otherwise unclear or incomplete, NGM Group may complete or amend the contents of the Voting Form to reflect any clarification or other instructions received from the Member (which may occur later than the time specified in the notice of meeting or these Rules for the receipt of Voting Forms).

3.4 Withdrawal of direct vote

A direct vote may be withdrawn by the Member by notice in writing received by or on behalf of NGM Group before the meeting, adjourned meeting or the taking of a poll in respect of which the direct vote was to have been cast.

4 Quorum

A Member placing a direct vote is not taken into account in determining whether or not there is a quorum at a general meeting or class meeting.

5 Validity of direct votes

5.1 Validity

Without limiting Article 8.18 of the Constitution of NGM Group:

- (a) a direct vote is valid even if before the vote was registered the Member:
 - (i) died;
 - (ii) became of unsound mind;
 - (iii) wishes to change or withdraw their vote; or
 - (iv) revokes the appointment of the person who cast the direct vote on behalf of the Member or the authority under which the appointment was made by a third party, unless written notification of the relevant event is received by or on behalf of NGM Group before the meeting, adjourned meeting or the taking of the poll in respect of which the direct vote was to have been cast; and
- (b) a direct vote on a resolution at a meeting is of no effect and will be disregarded:
 - (i) if, at the time of the resolution, the person who cast the direct vote:
 - (A) is not entitled to vote on the resolution; or
 - (B) would not be entitled to vote on the resolution if the person were present at the meeting at which the resolution is considered; or
 - (ii) if, had the vote been cast in person at the meeting at which the resolution is considered:
 - (A) the vote would not be valid; or
 - (B) NGM Group would be obliged to disregard the vote.

5.2 Chair's determination

The chair of the meeting's (or their delegate's) determination as to whether a direct vote is valid is conclusive.

6 Counting of direct votes

If a vote is taken at a meeting on a resolution on which a direct vote was cast, the chair of the meeting must:

- (a) on a vote by show of hands, exclude each Member who has submitted a direct vote for or against the resolution; and
- (b) on a poll, count the votes cast by each Member who has submitted a direct vote directly for or against the resolution - however, no vote by a Member will be counted for or against the resolution if "Abstain" is marked.

7 Calling of a poll

The chair of the meeting should call for a poll on a resolution where they believe that, having regard to the direct votes and proxies received, the result may differ from that obtained on a show of hands.

8 Certificate of direct votes cast

The chair of a meeting must ensure that a certificate signed by the returning officer of direct votes received is available at the meeting ahead of any vote being taken. The returning officer will be the NGM Group Company Secretary unless the chair of the meeting nominates another person.

9 Disclosure of direct votes

- (a) Before the vote is taken at the meeting, the chair of the meeting must inform the meeting whether any direct votes have been received and how the direct votes have been cast. The procedure adopted will be the same as for the identification of proxy votes.
- (b) The number of direct votes received for and against each resolution must be included in the minutes of the meeting.

10 Interpretation

Unless otherwise defined in these Rules, capitalised terms in these Rules have the meanings given in the Constitution of NGM Group.

11 Amendment, repeal and/or replacement of Rules

These Rules may be amended, repealed and/or replaced at any time by the Directors.

Approved and adopted by the Board of NGM Group on 23 August 2023.

End.