

Member Name

Registered Address

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 2062
Melbourne VIC 8060

By Fax:

+61 3 9473 2145

By Email:

votingservices@computershare.com.au

For all enquiries call:

(within Australia) 1300 117 913
(outside Australia) +61 3 9415 4338

Proxy Form

 **For your vote to be effective it must be received by 6:30pm on Tuesday 12 November 2019.**

How to Vote on Items of Business

All of the Resolutions will be voted on in accordance with your directions.

Appointment of Proxy

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chair of the Meeting please write the full name of that person 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 Bank First.

Voting: Non Chair proxies must vote as directed and any directed proxies that are not voted will default to the Chair of the Meeting who will vote the proxies as directed. 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 as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Signing Instructions

You must sign this form as follows in the space provided:

Member: The Member must sign the form.

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

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 6:30pm, Tuesday 12 November 2019. Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

Turn over to complete the form →

Member Name

Change of address. If incorrect, mark this box and make the correction in the space to the left.

Registered Address

Member Number

Voting Form

Please mark to indicate your directions

Step 1 Indicate How Your Vote Will Be Cast *Select one option only*

At the Annual General Meeting of Victoria Teachers Limited (trading as Bank First) to be held at Leonda by the Yarra, 2 Wallen Road, Hawthorn on Thursday 14 November 2019 at 6.00pm for a 6.30pm start and at any adjournment or postponement of that meeting, I being member of Victoria Teachers Limited (trading as Bank First) direct the following:

A **Vote Directly** Record my votes strictly in accordance with directions in Step 2. **PLEASE NOTE:** A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

OR

B **Appoint a proxy to vote on your behalf** I hereby appoint: **The Chair of the Meeting** **OR** **PLEASE NOTE:** Leave this box blank if you have selected the Chair 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 Chair of the Meeting, as my proxy to act generally at the meeting on my 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).

Step 2 Items of Business

PLEASE NOTE: If you have appointed a proxy and 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. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

Special Resolution	For	Against	Abstain
1 That clause 5.1 of the Constitution of Victoria Teachers Limited is amended by deleting the words 'clause 5.3 or clause 5.4' and inserting in lieu thereof the words 'or clause 5.3'.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 That clause 5.3.2 of the Constitution of Victoria Teachers Limited is amended by deleting the words 'Financial Ombudsman Service' and inserting the words 'Australian Financial Complaints Authority'	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 That clauses 5.3.4, 5.3.5 and 5.3.6 of the Constitution of Victoria Teachers Limited are deleted and the subsequent clause renumbered accordingly.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 That clause 5.3.7 of the Constitution of Victoria Teachers Limited is amended by deleting the words 'including conducting any hearing or consideration of written submission from the Member'.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 That subject to the passing of Ordinary Resolution 1, Deloitte Touche Tohmatsu Limited, being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the Company's auditor in accordance with the Corporations Act, effective from the date of the Meeting and the Directors be authorised to agree the remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Ordinary Resolution

1 That subject to the passing of Special Resolution 5, Ernst and Young, the current auditor of the Company, be removed as auditor of the Company in accordance with the Corporations Act, effective from the date of the Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution.

Step 3 Signature of Member

This section must be completed.

Member

Contact Name

Contact Number

Date

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