BDCU LIMITED
ABN 44 087 649 787

NOTICE OF ANNUAL GENERAL MEETING

The next Annual General Meeting of BDCU Limited (the **Mutual**) will be held on 26 November 2026 at BDCU The Collective Impact, 411 Bong Bong Street, Bowral NSW 2576 at 6.00pm.

AGENDA

1. To confirm the minutes of the Annual General Meeting held on 27 November 2025.

2. To receive and adopt the Annual Financial Report, Directors' Report and Auditor's Report of the Mutual for the year ended 30 June 2026.

3. To elect or appoint two (2) directors in accordance with section 201G of the *Corporations Act 2001* (Cth) (the **Act**) and clause 7.4 of the constitution of the Mutual (the **Constitution**).

4. Appointment of Auditor. To consider, and if thought fit, pass the following resolution as an ordinary resolution. That the appointment of Andrew Frewin Stewart as Auditor of the company be approved.

5. To determine the maximum aggregate remuneration payable to the directors of the Mutual (the **Directors**) for the financial year ending 30 June 2028.

RESOLUTIONS

1. ORDINARY BUSINESS

Resolutions arising from the ordinary business of the Annual General Meeting require a simple majority of Members attending or represented by proxy and entitled to vote (**Members**) to approve each matter. The following matters represent items of ordinary business and are presented as ordinary resolutions.

Ordinary Resolutions:

To consider, and if thought fit, to approve the following resolutions as ordinary resolutions:

1.1 That Tonia Krebs be appointed as a Director in accordance with the Corporations Act and the Constitution.

1.2 That Katerina Constantinou be appointed as a Director in accordance with the Corporations Act and the Constitution.

1.3 Appointment of Auditor. To consider, and if thought fit, pass the following resolution as an ordinary resolution. That the appointment of Andrew Frewin Stewart as Auditor of the company be approved.

1.4 That the maximum aggregate remuneration payable to the Board of Directors for the financial year ending 30 June 2028 be fixed as $129,000 (including all taxes and on-costs but excluding expenses incurred in the conduct of the Directors' roles), and that this amount be apportioned to individual Directors as determined by the Board.

Further information regarding the above resolutions is set out in the explanatory notes to this notice.

Your Board of Directors unanimously endorses the proposals in these resolutions and recommends you vote FOR the resolutions outlined above.

BY ORDER OF THE BOARD

Tanya Schiller

Company Secretary

EXPLANATORY NOTES

Ordinary Business – Annual Financial Report, Directors' Report and Auditor's Report

Section 317 of the Act requires the Annual Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2026 to be laid before the AGM. The Act does not require a vote of Members on the reports. However, Members will be given ample opportunity to raise questions or comments with respect to these reports and to the management of the Mutual.

Ordinary Business – Appointment of Directors

Clause 7.5 of the Constitution requires that one third of the Directors must retire from office at each Annual General Meeting of the Company.

The candidates for directorship referred to in the ordinary resolutions outlined in the notice are retiring in accordance with clause 7.5 of the Constitution and, being eligible, offers themselves for re-election. Set out below is a summary of experience for the Director Candidate put forward to the Members to consider for election under clause 7.4 of the Constitution.

Tonia Krebs

Tonia holds a Bachelor of Arts majoring in Sociology and Communication, qualifications in counselling and financial counselling and is a graduate of the Australian Institute of Company Directors. She is a licensed Real Estate Agent and runs her own Buyers Agency in the Southern Highlands and surrounds. Her diverse career spans marketing, property, counselling, career coaching and community services.

Tonia joined the Board as an Associate in February 2023 and was appointed Director by the Board in November 2024. Before joining the Board, was involved with the company as a member representative on the BDCU - The Collective Impact Community Grants Committee. Tonia is Chair of the Brand, Marketing and Communications Committee.

Katerina Constantinou

Katerina holds a Bachelor of Arts, majoring in Linguistics, and a Bachelor of Laws. She is admitted as a legal practitioner to the Supreme Court of New South Wales and the High Court of Australia. She is a Fellow of both the Australian Institute of Company Directors and the Governance Institute of Australia, and is an active Justice of the Peace. Katerina held Senior Executive Service roles in the Australian Public Service across the Departments of Immigration and Border Protection and Health, leading complex policy, regulatory and operational programs. She is a Non-Executive Director of Harbison Memorial Retirement Village Ltd, where she was Board Chair from 2020 to 2024 and now chairs the Nominations and Remuneration Committee. She is also a director of Harbison Early Learning Pty Ltd and a volunteer director of the Southern Highlands Symphony Orchestra.

Katerina joined the Board as an Associate to the Board in January 2025 and was appointed a Director by the Board in March 2026. She has also served as a community representative on the BDCU – The Collective Impact Community Grants Committee.

Ordinary Business – Appointment of Auditor

To consider, and if thought fit, pass the following resolution as an ordinary resolution. That the appointment of Andrew Frewin Stewart as Auditor of the company be approved.

Ordinary Business – Director Remuneration

Pursuant to rule 7.21(a) of the Constitution, the aggregate amount of remuneration paid to the Directors in any financial year for the Mutual must not exceed the aggregate amount that the Members in general meeting have determined for that year. The Board has the power under rule 7.21(b) of the Constitution to determine the allocation of the aggregate amount of remuneration among the Directors.

Proxies

(a) A Member entitled to attend and vote at the AGM is entitled to appoint a proxy (or an attorney or corporate representative under the Corporations Act) to attend and vote on the Member's behalf.

(b) A proxy need not be a Member of the Mutual.

(c) If the Member is entitled to cast two or more votes at the AGM, the Member may appoint up to two proxies to attend and vote on the Member's behalf. If a Member appoints two proxies and the appointment does not specify the proportion or number of the Member's votes that each proxy may exercise, each proxy will be entitled to exercise half of the votes. Any fraction of votes resulting from each proxy exercising half of the votes will be disregarded.

(d) To vote by proxy, please complete and sign the enclosed Proxy Form and either:

i. Deliver the Proxy Form by hand to **411 Bong Bong Street, Bowral NSW 2576**

ii. Deliver via post to **PO Box 2215, Bowral NSW 2576**

iii. Deliver by email to **info@bdcu.com.au, or**

iv. Access the online Vero AGM portal and register your proxy.

(e) Proxy votes must be received no later than 48 hours before the commencement of the AGM.

(f) Proxy Forms received after this time will be invalid.

Voting in person

To vote in person and attend the AGM please contact Member Service on 02 4860 4600 or email info@bdcu.com.au and registering your attendance.

Enquiries

Members are asked to contact Tanya Schiller via email info@bdcu.com.au if they have any queries or questions on notice in respect of the matters set out in these documents.