

Notes on Amendments to the Constitution of Bendigo and Adelaide Bank Limited

The table below outlines the proposed amendments to the constitution of Bendigo and Adelaide Bank Limited (**Constitution**). Unless otherwise stated, references to Rule numbers below are references to the current Rule numbers in the Constitution (ie prior to the proposed amendments taking effect).

Rules affected	Amendment
Voting	
1	<ul style="list-style-type: none"> It is proposed to include a definition of 'Direct Vote' in order to provide clarity around the use of this term in the Constitution.
8(e)	<ul style="list-style-type: none"> In the context of votes of joint holders, it is proposed to clarify that a person who votes by direct vote is not considered to be personally present at a meeting.
47, to be renumbered 50	<ul style="list-style-type: none"> It is proposed to clarify the way in which direct votes are counted; particularly, that direct votes are not counted on a show of hands, and are counted on a poll in respect of a resolution.
Proxies	
51.3, to be renumbered 54.3 (proxy) and 54 to be renumbered 57.1 and 57.2 (attorney)	<ul style="list-style-type: none"> The proposed amendments include new provisions dealing with proxy (and attorney) appointments that are not duly executed or validated or are unclear or incomplete. The amendments confirm that the Company is able to seek written or oral clarification of proxy (and attorney) instructions and amend the appointment to reflect this clarification. The Company may also return proxy (and attorney) appointments for proper execution or validation and extend the time for lodgement of the completed appointment.
52.3, to be renumbered 55.3	<ul style="list-style-type: none"> Where a proxy holder and their appointing shareholder both register to attend a general meeting, the default position under the amended constitution will be that the proxy holder's authority to vote (and speak) at the meeting is suspended by the shareholder's presence, unless the shareholder informs the Company (or its representative) before the meeting starts. The constitution currently only provides for the suspension of voting rights if the shareholder actually votes on the resolution, which can complicate the registration process.
Sale of non-marketable parcels	
Proposed new rules 34, 35, 36 and changes to rule 1 and 92 (to be renumbered rule 94)	<ul style="list-style-type: none"> It is proposed to introduce new rules to enable the Company to sell 'non-marketable parcels' on behalf of a member in two specific cases. (Under the ASX Operating Rules, a non-marketable parcel of shares is currently a parcel worth less than \$500 based on the closing price of the shares.) First, the Company may invoke a procedure for a sale with notice to the holder and subject to the option of the holder to keep their shares.

Rules affected	Amendment
	<ul style="list-style-type: none"> Secondly, the Company may invoke a procedure which applies to non-marketable parcels created on or after 1 September 1999, to enable sale without notice. Dividend and voting rights on such parcels may also be suspended. <p>These amendments are explained more fully in the notice of meeting.</p> <p>Related amendments are proposed to other rules, including introducing several new definitions in rule 1.</p>
Dividends	
1	<ul style="list-style-type: none"> It is proposed to remove the definition of 'Dividend' as it is no longer necessary once Rule 88 is deleted.
3(c)(i)	<ul style="list-style-type: none"> This change is proposed to reflect recent amendments to the dividend rules in the <i>Corporations Act</i>, particularly removing the outdated obligation to pay dividends from profits.
3(c)(ii), 3(d), 85.1 to be renumbered 88.1	<ul style="list-style-type: none"> Changes have been made throughout the Constitution to permit the Board to declare or determine dividends. This reflects the provisions of the <i>Corporations Act</i> that contemplate that dividends may be declared or determined.
85 to be renumbered 88	<ul style="list-style-type: none"> It is proposed to confirm the Board's ability to choose the amount, time and method for paying a dividend.
88	<ul style="list-style-type: none"> It is proposed to remove existing Rule 88 relating to interim dividends, as it is considered outdated in the context of the new dividend rules in the <i>Corporations Act</i> which allow dividends to be declared or determined.
Miscellaneous changes	
All	<ul style="list-style-type: none"> Minor amendments have been made, such as updating the Company's name, references to the Corporations Regulations, and cross-references within the Constitution. Throughout the Constitution, references to "member" have been changed to "shareholder" for consistency.
1, 24, 25, 28,	<ul style="list-style-type: none"> It is proposed to change the definitions of 'ASX Settlement' and 'ASX Settlement Operating Rules' to reflect name changes.
31.1	<ul style="list-style-type: none"> This minor change proposed, replacing the reference to stamp duty with a reference to applicable law, permits the Board to consider any applicable law in requiring information about a transfer, rather than restricting the law to that relating to stamp duty.
37.2 to be renumbered 40.2	<ul style="list-style-type: none"> It is proposed to remove the rule that no resolution may be withdrawn from the business of a meeting, as it is unduly restrictive.
61 to be renumbered 64	<ul style="list-style-type: none"> These changes remove references to the outdated terms 'prescribed benefit' and 'prescribed office'.

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87 to be renumbered 90	<ul style="list-style-type: none">These changes are proposed to permit expressly any employee share plan to be offered to employees of related bodies corporate and affiliates and relatives (etc) of employees.
89 to be renumbered 91	<ul style="list-style-type: none">It is proposed to broaden the Board's capacity to effect a return of capital other than in cash, in addition to the Board's existing power to do so in respect of a dividend.
94(b) to be renumbered 96(b)	<ul style="list-style-type: none">This change is proposed to facilitate notice by electronic transmissions.
103 (to be renumbered 105)	<ul style="list-style-type: none">Changes remove the outdated term "executive officer" and clarify the ability to enter into a deed of indemnity, and pay insurance premiums, in respect of officers of a subsidiary.