

NOTICE OF ANNUAL GENERAL MEETING 2026

Bendigo and Adelaide Bank Limited (Bendigo Bank)

24 August 2026

On behalf of the Board, I am pleased to invite you to attend the 2026 Annual General Meeting (AGM) of Bendigo and Adelaide Bank Limited (the Bank) which will be held at Ulumbarra Theatre in Bendigo on Tuesday 20 October 2026 at 11.00 am (AEDT).

Dear Shareholder

The AGM will be held as a hybrid meeting so you can attend, vote, and ask questions in person at Ulumbarra Theatre in Bendigo, or virtually through our online portal. Details on how to attend and participate, and the resolutions being put to shareholders, are set out in the enclosed Notice of Meeting for the AGM. Shareholders are encouraged to submit votes and ask questions ahead of the AGM online at <https://au.investorcentre.mpms.mufg.com>.

At the AGM, our Chief Executive Officer and Managing Director, Richard Fennell, and I will provide a brief update on the performance of the Bank over the last year and outline the Bank's future focus areas, including the multiyear risk rectification plan it is embarking on. We will then proceed to the formal items of business for consideration.

For a detailed overview of the Bank's performance and operations for the year ended 30 June 2026, please refer to the 2026 Annual Report prior to the AGM. The 2026 Annual Report is on our website at: <https://www.bendigobank.com.au/about-us/investor-centre/reports/>

Finally, as part of our commitment to environmental sustainability and cost efficiency, we are keen to communicate with all shareholders by email. We encourage you to please elect to receive shareholder communications by email. You can do this online at: <https://au.investorcentre.mpms.mufg.com>

Alternatively, please contact the share registry by email at BEN@cm.mpms.mufg.com or call +61 1300 551 242 to arrange for a form to be sent to you.

On behalf of the Board, we look forward to meeting as many of you as possible.

If you can attend in person, we invite you to join us for light refreshments after the AGM.



Vicki Carter

Chair, Bendigo Bank

Getting to the AGM



Please note: the venue for the AGM is Ulumbarra Theatre in Bendigo

Notice of Meeting

The 2026 Annual General Meeting (AGM) of Bendigo Bank (ABN 11 068 049 178) (the Bank) will be held on **20 October 2026 at 11:00 am (AEDT)** as a hybrid meeting where shareholders can attend and participate in person at Ulumbarra Theatre in Bendigo or online.

There are three ways shareholders and proxyholders can vote at the AGM:

1. Attend in person

Join us at:
Ulumbarra Theatre,
10 Gaol Road,
Bendigo VIC 3550

In-person registrations will start at **10 am (AEDT)** on **Tuesday 20 October 2026**.

2. Attend online

Join: <https://meetings.openbriefing.com/BEN26>

Online registration will open at **10.30 am (AEDT)** on **Tuesday 20 October 2026**.

Appointed proxies, attorneys and corporate representatives can contact our share registry, MUFG, to obtain their proxy code which MUFG will also provide via email no later than 24 hours prior to the AGM.

Contact details are +61 1300 551 242 or by email at BEN@cm.mpms.mufg.com

3. By mail

Send voting forms to:
Bendigo and Adelaide Bank Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14,
Sydney South NSW 1235
Australia

4. Listen and watch the webcast

Listen and watch the AGM live on the Bank's website by visiting the link at: <https://www.bendigobank.com.au/agm2026> on your device.

For more information on voting, proxies and how to ask questions, please refer to the Explanatory Notes on pages 11 and 12 of this Notice of Meeting.

Need help?

If you have any other questions about the AGM, please call +61 1300 551 242 or check the Online Meeting Guide on pages 13 and 14 of this Notice of Meeting for further assistance.

Agenda

Items of business

1. Financial statements

To receive and consider the Bank's Financial Report, Directors' Report and Independent Auditor's Report for the financial year ended 30 June 2026.

2. Re-election of Margaret Payn as a Director

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

That Margaret Payn, who retires from office under Rule 72 of the Bank's Constitution, be re-elected as a Director of the Bank.

3. Adoption of the Remuneration Report

To consider and, if thought fit, pass the following as a non-binding ordinary resolution:

That the Remuneration Report for the Bank as set out in the Annual Financial Report for the year ended 30 June 2026 be adopted.

The vote on this item is advisory only and does not bind the Bank or its Directors.

4. Approval of the grant of performance rights to the Chief Executive Officer and Managing Director

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

That approval be given, for all purposes, to the grant of 150,000 performance rights to the Bank's Chief Executive Officer and Managing Director (CEO and MD), Richard Fennell, as his long-term incentive for the financial year ended 30 June 2027 under the Bank's Omnibus Equity Plan and on the terms summarised in the Explanatory Notes to this Notice of Meeting.

Chair's voting intention

The Chair of the AGM intends to vote undirected proxies in favour of all the resolutions proposed.

Voting exclusions

Item 1

There is no vote on this item of business.

Items 2

There are no voting restrictions on these items.

Item 3 – Adoption of the Remuneration Report

Votes may not be cast, and the Bank will disregard any votes cast, on the resolution proposed in Item 3:

- by or on behalf of a member of the Bank's Key Management Personnel (**KMP**) listed in the Remuneration Report (and their closely related parties);

or

- as a proxy by a person who is a member of the Bank's KMP at the date of the AGM or their closely related parties;

unless the vote is cast:

- as proxy for a person entitled to vote in accordance with a direction on the proxy form;

or

- by the Chair of the AGM as proxy for a person entitled to vote and the Chair has received express authority to vote undirected proxies as the Chair decides even though Item 3 is connected with the remuneration of the Bank's KMP.

or

- by a person as a trustee of a trust or nominee for a third party (the beneficiary) where the beneficiary provides written instructions on how to vote on the resolution, and the vote is not cast on behalf of a member of the Key Management Personnel (KMP) or their closely related parties.

Item 4 – Approval of the grant of performance rights to the Chief Executive Officer and Managing Director

Votes may not be cast, and the Bank will disregard any votes cast, on the resolution proposed in Item 4:

- by or on behalf of the CEO and MD or any associates;

or

- as a proxy by a person who is a member of the Bank's KMP at the date of the AGM or their closely related parties;

unless the vote is cast:

- as proxy for a person entitled to vote in accordance with a direction on the proxy form;

or

- by the Chair of the AGM as proxy for a person entitled to vote and the Chair has received express authority to vote undirected proxies as the Chair decides even though Item 4 is connected with the remuneration of a member of the Bank's KMP.

or

- by a person as a trustee of a trust or nominee for a third party (the beneficiary) where the beneficiary provides written instructions on how to vote on the resolution, and the vote is not cast on behalf of Mr Fennell or an associate of Mr Fennell.

By Order of the Board

Belinda Donaldson

Company Secretary, Bendigo Bank

EXPLANATORY NOTES

Bendigo and Adelaide Bank Limited (Bendigo Bank)

Explanatory Notes – resolutions

This information has been included to assist in making an informed decision about the resolutions to be proposed at the AGM.

1. Financial statements

The Bank's 2026 Annual Report (which includes the Financial Report, the Directors' Report, the Sustainability Report, the Corporate Governance Statement and the Auditor's Report) for the financial year ended 30 June 2026 is available at: <https://www.bendigobank.com.au/about-us/investor-centre/reports/>

The Annual Report is presented to the AGM as required by the *Corporations Act 2001* (Cth), but there is no requirement for shareholders to approve the Annual Report. Accordingly, there is no vote on this item of business.

Shareholders will have a reasonable opportunity to ask questions about, or make comments on, the Annual Report and the management of the Bank at the AGM. The Chair will provide a reasonable opportunity for shareholders to ask questions of the External Auditor relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Bank in relation to the preparation of the Annual Report and the independence of the External Auditor.

In addition to the opportunity to ask questions at the AGM, written questions to the External Auditor about the content of the Auditor's Report and the conduct of the audit of the Annual Report may be submitted up to the date that is five business days before the AGM using any of the methods set out in the voting information section below. The questions will be passed to the External Auditor for the Auditor (or their representative) to respond to at the AGM.

2. Re-election of Margaret Payn as a director

Margaret is the Chair of the Board Audit Committee and a member of the Board Risk Committee.

Margaret has extensive global experience across the financial services industry (banking and wealth management); her experience covers roles in finance, strategy, operations, product and risk. She has worked for large publicly listed companies and their subsidiaries in the UK, Asia and Australia.

Margaret previously held roles as the Chief Financial Officer and Chief Operating Officer of AMP Capital (at the time, a large public and private markets investment manager), Group Managing Director of Strategy and Marketing at ANZ Group Holdings Limited (ASX:ANZ), as well as senior finance roles at ANZ, Westpac Banking Group (ASX:WBC), Citigroup Australia and Schroders.

Margaret was a Non-Executive Director of two investment companies listed in the UK, serving as the Chair of the Audit and Risk Committees of each company (JP Morgan Mid Cap Investment Trust until February 2024 and Albion Technology & General VCT until December 2024). Margaret is a fellow of the Institute of Chartered Accountants in England and Wales.

Other director and memberships:

In accordance with the Bank's Fit and Proper Policy, Financial Accountability Regime Policy, and Board Policy, the Board has assessed Margaret to be 'fit and proper' to hold the position of Responsible Person and Accountable Person of the Bank.

Prior to submitting herself for re-election, Margaret confirmed that she would have sufficient time to properly fulfil her director duties for the Bank.

In accordance with the Bank's policy on independence for Non-Executive Directors, the Board (with Margaret abstaining) has determined that she remains independent.

Recommendation: The Board (with Margaret Payn abstaining) unanimously recommends that shareholders vote in favour of this resolution.

3. Adoption of the remuneration report

The Remuneration Report is contained in the Annual Report for the financial year ended 30 June 2026 and has been submitted to shareholders for consideration and adoption. A copy is available at: <https://www.bendigobank.com.au/about-us/investor-centre/reports/>

A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM before members are asked to vote to adopt the Remuneration Report.

Chair of the Board People and Culture Committee, Abi Cleland, will be available to answer any questions relating to the Remuneration Report.

The vote on this resolution is advisory only and does not bind the Bank or its Directors. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Bank.

Recommendation: Noting that each Director has a personal interest in their own remuneration from the Bank, as described in the Remuneration Report, the Board unanimously recommends that shareholders vote in favour of this resolution.

4. Approval of the grant of performance rights to the Chief Executive Officer and Managing Director (CEO and MD), Richard Fennell

The Board is seeking the approval of shareholders for the grant of 150,000 performance rights under the Omnibus Equity Plan to the CEO and MD that will form part of the financial year ended 30 June 2027 (FY27) remuneration package and long-term incentive (LTI) opportunity. A copy of the Omnibus Equity Plan Rules is available at: <https://www.bendigoadelaide.com.au/globalassets/documents/bendigoadelaide/governance/omnibus-equity-plan-rules.pdf>

Shareholder approval under ASX Listing Rule 10.14 is not required in relation to this grant as any shares allocated to the CEO and MD on the vesting of the performance rights will not be issued by the Bank but will be acquired on-market.

The Board is seeking shareholder approval of this grant in recognition of the importance of shareholder engagement on key remuneration issues, such as the remuneration of the CEO and MD.

If shareholders do not approve the grant of these performance rights at the AGM, it is intended that an equivalent LTI award will be provided to the CEO and MD in cash, subject to the same performance and service conditions outlined below.

As the CEO and Managing Director of the Bank, Mr. Fennell is a person described in ASX Listing Rule 10.14.1. Therefore, the proposed grant of performance rights constitutes the acquisition of equity securities by a person in a position of influence, for which the Board is seeking shareholder approval in the interests of transparency and good corporate governance.

The Board believes the CEO and MD should maintain a substantial shareholding in the Bank and receive part of his remuneration in performance rights that will vest only if certain conditions are met.

The LTI award is measured against both financial and non-financial measures that align with, and support, long-term shareholder value creation, and meet relevant regulatory requirements. To be eligible to participate in the LTI, the CEO and MD must meet risk, compliance and conduct standards.

Under the Omnibus Equity Plan, the CEO and MD is granted performance rights. Each performance right represents the right to receive one share subject to the satisfaction of vesting and performance conditions. The performance rights are granted at no cost, and the exercise price is nil. Before vesting, the performance rights do not carry any dividend or voting rights, or the right to participate in the issue of new shares (such as rights or bonus issues).

When assessing performance outcomes, the award is subject to Board discretion and the Consequence Management Policy. This provides the Board with the ability to apply remuneration consequences as required. The CMP includes provisions for the application of downward adjustments, including to zero, to unvested Awards (malus) and vested Awards (clawback).

CEO and MD remuneration for FY27

The CEO and MD's total remuneration package for FY27 comprises the following:

1. Fixed remuneration of \$1,500,000; and
2. Variable remuneration comprising:
 - a. a short-term incentive with a target opportunity of 60% of fixed remuneration and a maximum opportunity of 90% of fixed remuneration; and
 - b. an LTI (face value allocation) of 105% of fixed remuneration.

The Board is not seeking shareholders to approve the CEO and MD's FY27 remuneration but rather the FY27 LTI award.

Explanatory Notes – resolutions (continued)

Terms of the LTI award

Consistent with the Bank's remuneration strategy, the purpose of the LTI award is to support the creation of long-term sustainable shareholder value, which is aligned to the shareholder's experience.

As part of the vesting and performance conditions attached to the FY27 LTI award, there is a material weighting towards non-financial measures (35%) in accordance with the requirements of APRA's Prudential Standard on Remuneration, CPS 511.

Number of performance rights granted	150,000										
Value of opportunity	\$1,575,000 being 105% of fixed remuneration										
Performance measures	<table> <tr> <th>Measure</th><th>Weighting</th></tr> <tr> <td>Relative Total Shareholder Return (rTSR) – measures rTSR against ASX100 financial services companies</td><td>40%</td></tr> <tr> <td>Absolute Return on Equity</td><td>25%</td></tr> <tr> <td>Relative Customer Net Promotor Score (NPS) – measures NPS against retail bank peers</td><td>20%</td></tr> <tr> <td>Relative Reputation (RepTrak) – measures reputation index against financial services peers</td><td>15%</td></tr> </table>	Measure	Weighting	Relative Total Shareholder Return (rTSR) – measures rTSR against ASX100 financial services companies	40%	Absolute Return on Equity	25%	Relative Customer Net Promotor Score (NPS) – measures NPS against retail bank peers	20%	Relative Reputation (RepTrak) – measures reputation index against financial services peers	15%
Measure	Weighting										
Relative Total Shareholder Return (rTSR) – measures rTSR against ASX100 financial services companies	40%										
Absolute Return on Equity	25%										
Relative Customer Net Promotor Score (NPS) – measures NPS against retail bank peers	20%										
Relative Reputation (RepTrak) – measures reputation index against financial services peers	15%										
Performance period	1 July 2026 – 30 June 2030 (4 years)										
Vesting schedule	The grant will vest in three tranches: Tranche 1: 1 September 2030 (4-year deferral) Tranche 2: 1 September 2031 (5-year deferral) Tranche 3: 1 September 2032 (6-year deferral)										
Board discretion and consequence management	The Board applies judgement when assessing formulaic outcomes to ensure they are appropriate and aligned to the shareholder experience, and broader factors outside of the scorecard. The Consequence Management Policy (CMP) provides the Board with the ability to apply remuneration consequences as required. The CMP includes provisions for the application of downward adjustments, including to zero, unvested Awards (malus) and vested Awards (clawback).										

The Board is proposing that the performance rights be issued within 12 months after the date of the AGM.

The number of performance rights to be granted has been calculated by dividing the dollar value of the LTI award (being \$1,575,000) by the average of the daily volume weighted average price of fully paid ordinary BEN shares sold on the ASX in the ordinary course of trading for the five trading days prior to 1 July 2026 (being \$10.50).

The performance rights will be subject to the four performance measures described in more detail below. Performance is measured over the four-year period from 1 July 2026 to 30 June 2030 (the Performance Period). The measures operate independently and will be tested at the end of the Performance Period.

The performance rights are also subject to a service condition that requires the CEO and MD to be employed by the Bank at the end of the applicable vesting period, except as outlined under *Cessation of employment* below.

Subject to the performance and service conditions being met, the performance rights will vest in three, approximately, equal tranches. The first tranche will vest on 1 September 2030, and the second and third tranches will vest on 1 September 2031 and 1 September 2032, respectively.

Upon vesting, the CEO and MD will be allocated one share for each performance right that vests, notwithstanding the Board has the discretion to settle the award with a cash payment. Any performance rights that do not vest will lapse.

The vesting is subject to Board discretion to ensure reward outcomes align to financial performance, intended results, and the interests of shareholders, customers, and the broader community.

Additional ASX Listing Rule Information

Details of any securities issued under the Omnibus Equity Plan will be published in the Bank's Annual Report for the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the plan after this resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule.

Performance measures and vesting conditions

The LTI award will be granted based on four measures set out below:

Performance Measure	Weighting	Number of performance rights
Relative Total Shareholder Return (rTSR)	40%	60,000
Absolute Return on Equity (ROE)	25%	37,500
Relative Net Promoter Score (NPS)	20%	30,000
Relative Reputation (RepTrak)	15%	22,500

Relative Total Shareholder Return

- Relative Total Shareholder Return (**rTSR**) has been included in the LTI to ensure long-term incentives are directly tied to delivering strong returns for shareholders compared to market peers. Relative TSR neutralises the impact of market volatility and focuses on the Bank delivering long-term value.
- The rTSR is measured by taking into account the increase in the Bank's share price over the 4-year Performance Period, plus the dividends paid on shares over that period (on the assumption that they are reinvested in shares).
- rTSR is measured against ASX100 financial services companies including AMP Limited, Australia & New Zealand Banking Group Ltd, ASX Limited, Bank of Queensland Limited, Commonwealth Bank of Australia, Challenger Limited, Insurance Australia Group Limited, Medibank Private Limited, Macquarie Group Limited, National Australia Bank Limited, NIB Holdings Limited, QBE Insurance Group Limited, Steadfast Group Limited, Suncorp Group Limited and Westpac Banking Corporation.
- rTSR performance over the Performance Period is subject to the following vesting schedule:

rTSR performance against peer group	Vesting outcome
50 th percentile or less	0%
At 50.1 st percentile	50%
Between the 50.1 st and 75 th percentile	Straight-line vesting between 50% and 100%
Above the 75 th percentile	100%

Absolute Return on Equity

- Absolute Return on Equity (**ROE**) demonstrates the Bank's ability to generate profits from shareholder capital, reflecting financial discipline and long-term value creation.
- An Absolute ROE measure has been included in the LTI to encourage long-term performance and sustainable growth.
- The measure is based on the Group's Absolute ROE performance in the final year of Performance Period, with the vesting outcome as below:

Absolute ROE	Vesting outcome
Below threshold performance	<10% 0%
At threshold performance	10.1 50%
Between threshold performance and stretch performance	>10.1% - 10.5% Straight-line vesting between threshold and stretch performance
At or above stretch performance	>10.5% 100%

Performance against the Absolute ROE performance measure is assessed based on the Bank's Absolute ROE performance in the final year of the Performance Period (i.e. FY30, as set out in the Bank's audited financial accounts, as approved by the Board).

Explanatory Notes – resolutions (continued)

Relative Customer Net Promoter Score

- Relative Net Promoter Score (**NPS**) is a standard and accepted market measure of customer advocacy and provides insight into the customer experience. Including this measure in the LTI aligns with the Bank's purpose to support customers and long-term value creation by capturing sustained customer sentiment and loyalty over time.
- Relative NPS aligns with APRA's principles as it encourages prudent risk management and long-term soundness, given significant risk matters that arise over the performance period can be reflected in customer advocacy and Relative NPS outcome. In addition, strong customer advocacy is needed to create a sustainable business.
- Relative NPS is measured against retail bank peers including Australia & New Zealand Banking Group Ltd, Commonwealth Bank of Australia, National Australia Bank Limited, Westpac Banking Corporation, Bank SA, BankWest, Bank of Melbourne, Bank of Queensland Limited, ING and St George.
- This is measured as the Bank's average NPS over the performance period. The target for NPS is to achieve 20 points above the average NPS of the peer group, measured over the performance period (using 6-month rolling averages). The vesting outcome is below:
 - Below 20 points: 0%
 - At or above 20 points: 100%

Relative Reputation (RepTrak)

- The RepTrak score is an indicator of a strong reputation, reflected by sustainable business practices and customer loyalty and trust. Including this measure in the LTI reinforces the importance of trust, transparency and confidence to deliver long-term value creation.
- The measure is assessed externally by the RepTrak Company using their methodology.
- The measure aligns to APRA's principles in respect of prudent risk taking and long-term soundness because sustainable businesses are underpinned by strong trust and reputation. Any significant risk matter that arises over the performance period is expected to be reflected in the reputation score.
- RepTrak score is measured against financial services peers including AMP Limited, Australia & New Zealand Banking Group Ltd, Australian Retirement Trust, Australian Super, Bank of Queensland Limited, Commonwealth Bank of Australia, Insurance Australia Group Limited, ING, Medibank Private Limited, National Australia Bank Limited, QBE Insurance Group Limited, Suncorp Group Limited, and Westpac Banking Corporation.
- Threshold performance for RepTrak is to maintain an average gap of eight points above the average of the Big 4 Banks (ANZ, CBA, NAB, WBC) measured quarterly over the performance period. Relative Reputation against a broad financial services peer group determines performance above threshold. The vesting outcome as below:

Reputation Score	Vesting outcome
Below threshold	0%
Meet threshold	50%
Meet threshold and between 50.1 st percentile and 75 th percentile	Straight-line vesting between 50% and 100%
Meet threshold and above the 75 th percentile	100%

Retesting

LTI grant is tested at the conclusion of the Performance Period. There is no retesting of awards.

Cessation of employment

If the CEO and MD's employment with the Bank ceases due to resignation or termination for cause prior to the end of the applicable vesting period, all unvested performance rights will lapse on the last day of the CEO and MD's employment.

If the CEO and MD's employment with the Bank ceases due to redundancy, retirement, termination on notice (except for cause), ill health, and death, all unvested performance rights will remain on foot and continue to be held subject to the Omnibus Equity Plan Rules and the terms and conditions of the award. The Board may consider the portion of the vesting period remaining and performance against the performance measures at the time of cessation when determining the treatment and may determine to prorate the awards.

Notwithstanding the above, the Board has discretion to treat the CEO and MD's performance rights in a different manner to that set out above, subject to compliance with applicable law.

Additional information

Since his appointment as the CEO and MD, Richard Fennell has been issued with performance rights as part of an LTI opportunity as follows:

Grant date	Performance test date	Vest date	Performance rights granted
25 Nov 24	30 Jun 28	1 Sep 28	45,527
25 Nov 24	30 Jun 28	1 Sep 29	45,527
25 Nov 24	30 Jun 28	1 Sep 30	45,664
03 Nov 25	30 Jun 29	1 Sep 29	41,135
03 Nov 25	30 Jun 29	1 Sep 30	41,135
03 Nov 25	30 Jun 29	1 Sep 31	41,259

The Non-Executive Directors consider the proposed remuneration arrangements for the CEO and MD, including the proposed grant of performance rights under the Omnibus Equity Plan, to be reasonable and appropriate, having regard to the Bank's circumstances and the duties and responsibilities of the CEO and MD.

Recommendation: The Non-Executive Directors unanimously recommend that shareholders vote in favour of this resolution. Richard Fennell has a material personal interest in the resolution and, therefore, has abstained from providing a recommendation.

HOW TO ATTEND

Bendigo and Adelaide Bank Limited (Bendigo Bank)

Explanatory Notes – Voting, proxies and questions

1. How to vote

Shareholders can vote:

- **on the day of the AGM:**
 - In person at
Ulumbarra Theatre, 10 Gaol Road,
Bendigo VIC 3550;
- or
- Virtually at <https://meetings.openbriefing.com/BEN26>
- **ahead of the AGM:**
 - Online by completing the online voting form at
<https://au.investorcentre.mpms.mufg.com> (see note 4)
- or
- by any of the following means:
 - › **By mail**
Bendigo and Adelaide Bank Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia
- **through a proxy, attorney or corporate representative to vote in person or virtually (see notes 6, 7 and 8)**

2. Shareholders eligible to vote

Shareholders who are eligible to vote at the AGM, are those who are registered holders of the Bank's ordinary shares as at **7:00 pm (AEDT) Friday 16 October 2026**. All eligible shareholders are encouraged to vote ahead of the meeting as described in note 1 "How to vote".

Ordinary shareholders are eligible to participate at the AGM and vote on all the items of business to be considered at the AGM (with the exception of those persons listed on page 2 of this Notice of Meeting who are listed as being excluded from voting).

3. Voting at the meeting

Voting on each of the proposed resolutions at the AGM will be conducted by poll.

4. Online voting facility

- The online voting facility is available at:
<https://au.investorcentre.mpms.mufg.com>

Shareholders will be deemed to have signed the Direct Voting/Proxy Form if lodged in accordance with the instructions on the online voting site.

For further assistance with online voting, please check the Online Meeting Guide on pages 13 and 14 of this Notice of Meeting.

Voting submitted online must be completed by 11:00 am (AEDT) Sunday 18 October 2026.

5. Joint shareholders

In the case of joint shareholders (personally or by corporate representative, proxy or attorney), only the joint holder whose name appears first in the register in respect of the relevant shares is entitled to vote.

6. Power of attorney

If a shareholder has appointed an attorney to attend and vote at the AGM, or if the Direct Voting/Proxy Form is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by MUFG at Locked Bag A14 Sydney South NSW 1235 or facsimile on +61 2 9287 0309 no later than **11:00 am (AEDT) Sunday 18 October 2026** unless the power of attorney has previously been lodged with the Bank's registry, MUFG. The registry will provide details to the attorney to be able to attend and vote at the AGM.

Explanatory Notes – Voting, proxies and questions (continued)

7. Corporate representatives

If a corporate shareholder wishes to appoint a person to act as its representative at the AGM, that person should be provided with a letter or certificate authorising them as the company's representative (executed in accordance with the company's constitution) or with a copy of the resolution appointing the representative, certified by a Secretary or Director of the company.

A form of appointment of corporate representative may be obtained from the Bank's share registry or online at <https://www.mpms.mufig.com/en/for-individuals/au/shareholders/forms>

The form with the letter, certificate or certified resolution referred to above must be received by the Bank's share registry at support@cm.mpms.mufig.com no later than the commencement of the AGM.

8. Proxies

You may appoint a proxy to vote on your behalf. This may be done by completing the Direct Voting/Proxy Form or by appointing the proxy through the online voting facility by **11:00 am (AEDT) Sunday 18 October 2026**. A proxy need not be a shareholder of the Bank. If you are entitled to cast two or more votes you may nominate two people to vote on your behalf at the AGM. If two proxies are appointed, ensure that the percentage or proportion of your votes is specified. If no such percentage or proportion is specified, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Votes may be cast as 'For', 'Against', or you may 'Abstain' from voting on a resolution.

To indicate how you want the proxyholder to vote on a resolution, indicate your voting instruction by selecting 'For', 'Against', or 'Abstain', or insert the number of shares or percentage of shares that you wish to vote in the appropriate box. A valid voting direction must not exceed the total number of shares held or 100%. If you 'Abstain' from voting your votes will not be counted in calculating the required majority on a poll.

If you wish to appoint a second proxy or to vary a previously notified proxy, please contact the Bank's share registry by email at BEN@cm.mpms.mufig.com or call +61 1300 551 242.

To be valid, Direct Voting/Proxy Forms must be received by 11:00 am (AEDT) Sunday 18 October 2026 by the Bank's share registry MUFG.

Proxyholders should contact MUFG using the above details to obtain their log in details to be able to attend and vote at the AGM.

9. How to ask a question

Shareholders can ask questions:

- **on the day of the AGM:**
 - In person at Ulumbarra Theatre, 10 Gaol Road, Bendigo VIC 3550; or
 - Virtually at <https://meetings.openbriefing.com/BEN26> or
- **ahead of the AGM by no later than 5:00pm (AEDT) Tuesday 13 October 2026:**
 - online at <https://au.investorcentre.mpms.mufig.com>
 - mailing or faxing questions to the Bank's registry, Bendigo and Adelaide Bank Limited C/- MUFG Corporate Markets (AU) Limited Locked Bag A14, Sydney South NSW 1235, Australia (facsimile number +61 2 9287 0309)

At the AGM shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the business of the meeting or the management of the Bank. Ernst and Young, the Bank's External Auditor, will attend the AGM and there will also be an opportunity for shareholders to ask questions relevant to the audit.

In the interest of an orderly and efficient meeting, online questions submitted during the AGM will be subject to a limit of 502 characters. Shareholders are requested to keep their questions concise so that all queries can be addressed effectively.

10. Conduct of the AGM

The Bank is committed to ensuring that its shareholder meetings are conducted in a manner that provides those shareholders or their proxyholders who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion.

To assist with this and to achieve the objectives of the AGM, we ask that shareholders be courteous and respectful to all shareholders, Directors and others attending the AGM by asking concise questions about the matters which are relevant to the business of the AGM and which impact shareholders (as a whole).

If there are personal matters that shareholders would like raised with the Board, shareholders are encouraged to send any questions ahead of the AGM (see note 9 above for where to send questions).

The Chair of the AGM will exercise her powers to ensure that the AGM is conducted in an orderly and timely fashion in the interests of all attending shareholders.

As the AGM is a hybrid (in person and online) meeting, technical issues may arise. If there is a technical disruption to the AGM's proceedings, the Chair will decide how and when the AGM will proceed. An ASX announcement will be issued with further information if necessary.

Online Meeting Guide

Step 1

Open your web browser and go to <https://meetings.openbriefing.com/BEN26>

Step 2

Log in to the portal using your full name, mobile number and email address.

Please read and accept the terms and conditions before clicking on the 'Register and Watch Meeting' button.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button. This will bring up a box which looks like this.

If you are an individual or joint shareholder you will need to register and provide validation by entering your shareholder number and postcode.

If you are an appointed proxy, please enter the proxy number issued by MUFG in the 'Proxy details' section. Then click the '**Submit details and vote**' button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by shareholders at the AGM (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions. Shareholders and proxies can submit either a Full Vote or Partial Vote. Voting will end five minutes after the close of the AGM. Once voting has been closed, no submitted voting card can be changed.

Full Votes

To submit a full vote on a resolution, ensure you are in the 'Full Vote' tab. Place your vote by clicking on the 'For', 'Against', or 'Abstain' voting buttons.

Partial Votes

To submit a partial vote on a resolution, ensure you are in the 'Partial Vote' tab. You can enter the number of votes (for any or all) resolution(s). The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions, scroll down to the bottom of the box and click on the '**Submit Vote**' or '**Submit Partial Vote**' button.

You can edit your voting card at any point while voting is open by clicking on '**Edit Card**'. This will reopen the voting card with any previous votes made.

Online Meeting Guide (continued)

2. How to ask a question

Note: Only verified shareholders, proxyholders and corporate representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your shareholder number and postcode or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The 'Ask a Question' box will pop up and you have the option to type in a written question or ask an audio question over the phone line.

In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question. Click in the 'Question' section and type your question and click on 'Submit'. A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked. If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note: the Bank will do its best to address all questions.

Phone Participation

What you will need:

- a. Land line or mobile phone
- b. The name of your holding(s)
- c. To obtain your unique PIN, please contact MUFG on +61 1800 990 363.

Joining the AGM via Phone

Step 1

From your land line or mobile device, call:

1800 717 441 (within Australia)

+61 2 9189 2004 (International)

Step 2

You will be greeted with a welcome message and given instructions on how to participate in the AGM. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to enter your PIN followed by the hash key. This will verify you as a holder and allow you to ask a question on the resolutions at the AGM.

Step 3

You will be greeted by a moderator. Once the moderator has verified your details, you will be placed into a waiting room and will hear music playing.

Step 4

At the commencement of the AGM, you will be admitted to the AGM where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chair calls for questions on each resolution, you will be asked to press *1 on your keypad should you wish to raise your hand to ask a question.

Step 2

The moderator will ask you what item of business your question relates to. Let the moderator know if your question relates to general business or the resolution number. Your questions will be taken over the phone by the moderator and will then be put into the online queue.

LODGE YOUR VOTE**ONLINE**<https://au.investorcentre.mpms.mufg.com>**BY MAIL**

Bendigo and Adelaide Bank Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

**BY FAX**

+61 2 9287 0309

**BY HAND**

MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
Level 12, 680 George Street, Sydney NSW 2000

**ALL ENQUIRIES TO**

Telephone: 1300 551 242

Overseas: +61 1300 551 242

**X99999999999****VOTING/PROXY FORM**

I/We being a member(s) of Bendigo and Adelaide Bank Limited and entitled to attend and vote hereby appoint:

STEP 1 Please mark either A or B**A****VOTE DIRECTLY**elect to lodge my/our
vote(s) directly (mark box)

in relation to the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Tuesday, 20 October 2026**, and at any adjournment or postponement of the Meeting.

You should mark either “for” or “against” for each item. Do not mark the “abstain” box.

OR**B****APPOINT A PROXY**the Chair of
the Meeting
(mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Tuesday, 20 October 2026 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Ulumbarra Theatre, 10 Gaol Road, Bendigo VIC 3550** or logging in online at <https://meetings.openbriefing.com/BEN26> (refer to the Online Meeting Guide in the Notice of Annual General Meeting).

Important for Resolutions 3 and 4: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolutions 3 and 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2**VOTING DIRECTIONS**

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Items**For Against Abstain***

2 Re-election of Margaret Payn as a Director

☐	☐	☐
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3 Adoption of the Remuneration Report

☐	☐	☐
--------------------------	--------------------------	--------------------------

4 Approval of the grant of performance rights to the Chief Executive Officer and Managing Director

☐	☐	☐
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

STEP 3**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, all shareholders must sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

BEN PRX2601N

HOW TO COMPLETE THIS SHAREHOLDER VOTING/PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chair of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting/Proxy Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chair's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name and email of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Voting/Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting/Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting/Proxy Form and the second Voting/Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all shareholders must sign.

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

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this 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 also sign alone. Otherwise this 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.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufig.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufig.com/en/mufg-corporate-markets.

LODGEMENT OF A VOTING/PROXY FORM

This Voting/Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Sunday, 18 October 2026**, being not later than 48 hours before the commencement of the Meeting. Any Voting/Proxy Form received after that time will not be valid for the scheduled Meeting.

Voting/Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://au.investorcentre.mpms.mufig.com>

Login to the Investor Centre using the holding details as shown on the Voting/Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufig.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Bendigo and Adelaide Bank Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

* in business hours (Monday to Friday, 9:00am–5:00pm)



COMMUNICATIONS PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

<https://au.investorcentre.mpms.mufig.com>

Login to the Investor Centre using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, Shareholders will need their "Holder Identifier" - Shareholder Reference Number (SRN) or Holder Identification Number (HIN).

The Bendigo Centre
PO Box 480
Bendigo Victoria 3552
Telephone: 1300 236 344
www.bendigoadelaide.com.au

Bendigo and Adelaide Bank Limited
ABN: 11 068 049 178 AFSL: 237879



24 August 2026

Dear shareholders

On behalf of the Board, I am pleased to invite you to attend the 2026 Annual General Meeting (AGM) of Bendigo and Adelaide Bank Limited (the Bank) which will be held at Ulumbarra Theatre in Bendigo on Tuesday 20 October 2026 at 11.00 am (AEDT).

We will be holding a hybrid AGM so shareholders can attend, vote and ask questions in person at Ulumbarra Theatre, 10 Gaol Road, Bendigo, or virtually through our online portal. Details on how to attend and participate, and resolutions being put to shareholders, are set out in the Notice of Meeting for the AGM. Shareholders are encouraged to submit votes and ask questions ahead of the AGM.

To achieve the objectives of the AGM, we ask that shareholders be courteous and respectful to all shareholders, directors and others attending the AGM by asking concise questions about matters relevant to the business of the AGM and that impact shareholders (as a whole).

If there are personal matters that shareholders would like raised with the Board, shareholders are encouraged to send any questions ahead of the AGM (see note 9 on page 12 of the Notice of Meeting for details of where to send personal questions) and a response will be provided prior to the AGM. For a detailed overview of the Bank's performance and operations for the year ended 30 June 2026, we encourage you to read the 2026 Annual Report prior to the AGM. The 2026 Annual Report can be found on our website at: <https://www.bendigobank.com.au/about-us/investor-centre/reports/>

Finally, as part of our commitment to environmental sustainability and cost efficiency, we are keen to communicate with all shareholders by email. We encourage you to elect to receive shareholder communications by email. You can do this online at <https://au.investorcentre.mpms.mufg.com> to select email as your preferred communication option. Alternatively, please contact BEN@cm.mpms.mufg.com or call +61 1300 551 242 to arrange for a form to be sent to you.

On behalf of the Board, we look forward to meeting as many of you as possible. If you can attend in person, we invite you to join us for light refreshments after the AGM.

Regards,

Vicki Carter

Chair, Bendigo Bank

Important information for Shareholders and Proxyholders

- Shareholders and Proxyholders participating through the Bank's AGM online facility will be taken to be present at the AGM.
- Shareholders and Proxyholders will be able to ask questions and vote in person and through the Bank's AGM online facility in real time. Please refer to the page overleaf for further information on how to participate in the AGM. Shareholders are encouraged to vote ahead of the AGM.
- The Notice of Meeting describes how Proxyholders can be appointed.
- Votes will be taken by a poll.
- The following documents are available on the Bank's website at: <https://www.bendigobank.com.au/about-us/investor-centre/annual-general-meetings/>
 - 2026 AGM Notice of Meeting
 - a reference guide providing more detail about how to attend and vote at the AGM
- The 2026 Annual Report can be found at: <https://www.bendigobank.com.au/about-us/investor-centre/reports/>

How to participate in the AGM

The 2026 Annual General Meeting (AGM) of Bendigo Bank (ABN 11 068 049 178) (the Bank) will be held on **20 October 2026 at 11:00 am (AEDT)** as a hybrid meeting where shareholders can attend and participate in person at Ulumbarra Theatre in Bendigo or online.

There are three ways shareholders and proxyholders can vote at the AGM:

1. Attend in person

Join us at:
Ulumbarra Theatre,
10 Gaol Road,
Bendigo VIC 3550

In-person registrations will start at **10 am (AEDT)** on **Tuesday 20 October 2026**.

2. Attend online

Join: <https://meetings.openbriefing.com/BEN26>

Online registration will open at **10.30 am (AEDT)** on **Tuesday 20 October 2026**.

Appointed proxies, attorneys and corporate representatives can contact our share registry, MUFG to obtain their proxy code which MUFG will also provide via email no later than 24 hours prior to the AGM.

Contact details are +61 1300 551 242 or by email at BEN@cm.mpms.mufg.com

3. By mail

Send voting forms to:
Bendigo and Adelaide Bank Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14,
Sydney South NSW 1235
Australia

4. Listen and watch the webcast

Listen and watch the AGM live on the Bank's website by visiting the link at: <https://www.bendigobank.com.au/agm2026> on your device.

For more information on voting, proxies and how to ask questions, please refer to the Explanatory Notes on pages 11 and 12 of the Notice of Meeting.

Need help?

If you have any other questions about the AGM, please call +61 1300 551 242 or check the Online Meeting Guide on pages 13 and 14 of the Notice of Meeting for further assistance.

Getting to the AGM



Please note: the venue for 2026 is Ulumbarra Theatre in Bendigo