

# 2024 AGM Notice

## Directors' Explanatory Notes



Updated Notice: 9/10/2024

### **AGENDA ITEM 4: ANNUAL REPORT**

The Corporations Act 2001 requires the Annual Report (which includes the Chairman's Report, Directors' Report, Directors' Declaration, Auditor's Independence Declaration, Independent Auditor's Report and Financial Statements) be laid before the Annual General Meeting. Although not requiring a vote of members to approve the Annual Report, members will be given a reasonable opportunity at the meeting to ask questions and make comments on the Report and on the business, operations and management of the Bank.

There is no requirement for a formal resolution on this item, and accordingly there will be no formal resolution put to the AGM.

The 2024 Annual Report will be available from 5 November 2024 on our website at: [woolworthsteambank.com.au/financial-performance/](https://woolworthsteambank.com.au/financial-performance/) or by contacting the Bank on 1300 665 553 or visiting our Mulgrave and Norwest branches to obtain a hard copy.

### **AGENDA ITEM 5: APPOINTMENT OF DIRECTORS**

In accordance with the Bank's Constitution, current Directors, Mr Tony Parle, and Mr Anthony Wilson are due to retire by rotation at the close of this year's AGM. The tenure term for current Directors, Ms Vanessa Rowed and Mr Dale Acton who were appointed by the Board during the year also ends at this time. Mr Anthony Wilson, Ms Vanessa Rowed and Mr Dale Acton being eligible and having re-nominated, seek to be re-elected to the Board at this AGM.

A short biography of Mr Anthony Wilson, Ms Vanessa Rowed and Mr Dale Acton is as follows:

#### **Anthony Wilson – Deputy Chair & Chair Board Risk Committee**

Anthony Wilson is a founding partner of ABM Risk Partnership, a niche consultancy that has advised executives and boards in industries as diverse as telecommunications, veterinary, finance and financial services, insurance, state government departments, and retail. Anthony retains a strong commercial focus, especially given his broad senior executive experience in both support and operational roles. He has held senior roles in workers' compensation and public liability, claims management, insurance, human resources, procurement, mergers and acquisitions, liquor licensing, and operations and also held the roles of Chief Risk Officer and Chief Audit Executive for the Woolworths Group. He is the author of 'The Uncertainty Effect: An Introduction to Risk Management' and host of the 'Mastering Risk Management' podcast.

• Director since November 2013 • MAMI, GAICD • Master of Management • Master of Risk Management • Chair – Risk Committee • Audit Committee

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### **Vanessa Rowed - Director**

Vanessa Rowed is the Marketing Director of Big W and an accomplished Marketing Executive with a proven track record for delivering transformation and growth across multiple sectors including retail, QSR, financial services, telecommunications, and advertising agencies. Awarded APAC Marcomms Woman to Watch 2020, Vanessa brings a unique blend of business acumen, strategic vision, and creative leadership to the boardroom. She is best known for her ability to challenge conventional thinking and leverage data and insights to identify opportunities for growth. As a leader, Vanessa is decisive, energetic, and motivating, with a talent for building high-performing teams.

• Director since October 2023 • MBA Executive • AGSM, UNSW Business School • Australian Direct Marketing Association • News Limited Awards School, BA • Communications and Media, UNSW

### **Dale Acton - Director**

Dale Acton is the Director of National Operations and Store Delivery for Primary Connect. His extensive knowledge and experience in Woolworths Group's retail and supply chains span more than 36 years; leading 9,000 team members across 23 Distribution Centres and overseeing the transport from our Distribution Centres to our stores.

Dale's career with the Woolworths Group began in 1988 at BIG W in Townsville whilst completing his university degree. Since this time, Dale has been a valued team member and leader in the store, transport, and distribution centre network of BIG W and Woolworths. His experience includes managing multi-site retail outlets and distribution centres in four Australian states.

Most recently, Dale served as a committee member on the Transport and Logistics Workforce Advisory Committee (TLWAC). He joined TLWAC to share his knowledge, give back to the industry, and to influence the supply chains of the future.

Dale holds a Master of Business Administration specialising in Supply Chain and a Bachelor of Commerce.

• Director since March 2024 • Master of Business Administration • Bachelor of Commerce • Committee member of the Transport and Logistics Workforce Advisory Committee (TLWAC)

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The Bank's Board of Directors unanimously support the re-election of the above-named persons.

Members can nominate other persons as Directors by completing a '2024 Nomination for Director Form' which can be downloaded by visiting our website at:

[woolworthsteambank.com.au/financial-performance/](https://woolworthsteambank.com.au/financial-performance/) or calling 1300 665 553.

Details of any further Director nominees received prior to the nomination closure date, being 5.00pm AEST, 23 October 2024, will be added to these Explanatory Notes.

Should the number of successful nominations exceed the maximum number of vacancy positions, a ballot will be required at this year's AGM.