

### Dear Shareholder

We are pleased to invite you to attend the **annual general meeting** ("meeting" or "AGM") of Medibank Private Limited ("Medibank") to be held on **Wednesday 22 November 2023 at 10.30am** (Melbourne time). Shareholders will also have the opportunity to attend the meeting virtually via <u>web.lumiagm.com/339817714</u>. Registration will commence (in-person and online) at 9.30am (Melbourne time).

# AGM details

The meeting will be held at Level 1, rooms 109-110, Melbourne Convention Centre, Melbourne Convention and Exhibition Centre, 1 Convention Centre Place, South Wharf, Victoria 3006. A map with directions to the venue appears on page 21 of this Notice of Meeting.

# In person attendance

If you attend the meeting in person, you will need to register at one of the registration desks on the day. You will find it easier if you bring with you a shareholder document showing your holder number (such as a holding statement or proxy form).

# Virtual attendance

Shareholders and proxyholders can watch the AGM live in real time on the Lumi platform. All shareholders attending virtually will be given a reasonable opportunity to participate in the AGM including a right to vote and to ask questions or make comments, both verbally and in writing. Information on how to participate virtually, including system requirements, logging in, and how to vote and ask questions, is provided on page 8 of this Notice of Meeting and in the Virtual Meeting Guide on pages 17 to 20. You can also find this information on Medibank's website at <a href="meeting/">medibank.com.au/about/investor-centre/annual-general-meeting/</a>.

The meeting will be live streamed and may be viewed at medibank.com.au/about/investor-centre/annual-general-meeting/. The livestream will also be available on Medibank's website shortly after the conclusion of the meeting together with the presentations and voting results. Non-shareholders may view the AGM via the livestream.

If you are unable to attend the meeting, I encourage you to submit your voting instructions by:

- following the instructions on the front of the proxy form to lodge your proxy electronically at investorvote.com.au; or
- completing the personalised proxy form and returning it to Medibank's share registry. The completed proxy form must be lodged electronically or be received by no later than 10.30am (Melbourne time) on Monday 20 November 2023.

This Notice of Meeting sets out the details of the items of business of the meeting, as well as voting instructions and explanatory notes.

At the AGM, Chief Executive Officer David Koczkar and I will review the operations and performance of Medibank for the year ended 30 June 2023. There will be an opportunity for shareholders to ask questions about matters relevant to the business of the meeting or about Medibank generally. We encourage your participation at the meeting and look forward to providing an informative program.

I hope you are able to join us at the AGM and thank you for your support as a shareholder.

Yours sincerely

Mike Wilkins AO Chair

Aild Sille

We're a health company working to deliver the best health and wellbeing experience for Australia. From our beginnings as a health insurer, we've grown to become more to millions of people across the country.

We're giving people more control of their own health by working to provide greater choice, better access and more value. We're investing more in preventative health and new ways of delivering care, working with other health innovators, hospitals and governments and we're building more products and services personalised to people's needs. In doing so, we're changing healthcare for people across Australia – both now and in the future.



Vision

# Better Health for Better Lives

# The best health and wellbeing for Australia

Our strategy

Growing as a health company

Values



Customer obsessed



Show heart



**Brilliance** together



Break boundaries

Our brands









# Health insurance

# **Diversified insurance**



Travel



ife



# **Health services**

Health and wellbeing including Live Better program

Preventative health programs

Clinical homecare and virtual care

Investments in primary care, virtual care and health system navigation support

Investments in no gap programs

Sustainability focus areas











# **Delivering results**









4m+
total health
insurance
customers

697k (+34%)
Live Better
Rewards
participants

7.7/10 employee engagement

\$511.1m

Group net profit after tax

c. \$1.15b total COVID financial support 16,493 (+64%) preventative health program participants

c. \$3m community investment

14.6 cps total ordinary dividend fully franked

Medibank 40.1 (-5.2)

1.6m+
virtual health
interactions

Place to work +23

\$650.4m (+9.8%)
Health Insurance operating profit

ahm **42.7** (+0.3)

(average Service NPS)

customer advocacy

**5,129** patients used My Home Hospital

+24 employee advocacy

Products and service

\$138.6m

+10.9 k (+0.6%)

policyholder growth

\$15.5m initial investment in iMH mental health ioint venture 3,640 employees

including around

27.08% market share

+78.4k (+39.9%)

net non-resident

950 health professionals

c. **\$7m** productivity savings

\$6b total claims paid

# Chair's message



Mike Wilkins AO

Jill Lille

We have focused on doing what is right for our customers, our shareholders, our people and our community following the cybercrime event.

The 2023 financial year was a difficult one for Medibank, characterised by the cybercrime event which we identified in October of 2022 and an increasing difficult economic environment. Notwithstanding these challenges, the Company has continued to demonstrate its resilience and customer focus and delivered a solid financial result for the year.

At our 2022 Annual General Meeting, I said that Medibank would be measured on how we responded to the cybercrime and how we supported our customers. We have continued to focus on our customers and their needs, and while there is more work ahead for us, I am pleased to report that this focus has led to Medibank now having more than 4 million health insurance customers, for the first time in our 47-year history.

The cybercrime was a significant event that has impacted both our customers and our people. It has been a critical focus for the Board throughout the

year, particularly as we have overseen Medibank's response to the event and support for those impacted, as well as the ongoing work to continue strengthening our IT security environment.

Recognising the expectations of our customers, our shareholders and our community for there to be meaningful consequences as a result of the cybercrime event, the Board determined the executive leadership team would receive zero short-term incentives for the FY23 year. You can find more detail on the decisions made in the remuneration section of our annual report.

Throughout the 2023 financial year we have continued working to support the health and wellbeing of our customers and of our community.

Australia continues to grapple with the issue of productivity and the impact that this has on our economic settings. The health sector is certainly not immune to these pressures, and the role of companies like Medibank is to continue to drive innovation that will deliver better outcomes for our customers, while improving the overall efficiency of our system.

We recognise the pressure on household budgets in the current economic environment, and we are responding to this by providing greater value for our customers through the products and services we offer.

Our investments in new patient-centric models of care and focus on prevention are not only benefiting our customers and patients, but also helping to address well-known challenges within our health system. Through our collaborative work with governments, hospitals and health professionals, we are improving health equity and helping to create a more sustainable health system for all people in Australia.

This focus has helped to deliver a solid result this year, with a 9.8% increase in Health Insurance operating profit and 4.2% increase in Medibank Health segment profit from continuing business, positioning us for growth. At a Group level, Net Profit After Tax was up 29.8% to \$511.1 million, including net investment income of almost \$139 million.

In June, APRA announced an additional capital adequacy requirement of \$250 million on Medibank from 1 July 2023 following a review of the



cybercrime event. This requirement will apply until Medibank has met agreed key remediation milestones, which we will work to address through our IT security uplift program. The Company remains well capitalised, and in line with this we declared a fully franked final ordinary dividend of 8.3 cents per share, bringing our full year dividend to 14.6 cents per share fully franked - an increase of 9%.

Sustainability remains integral to our purpose of Better Health for Better Lives, and we continue to build upon our environmental, social and governance initiatives to make a positive impact on our community.

As part of our journey towards Net Zero by 2040, this year we developed a strategy for transitioning to 100% renewable electricity. We also began engaging with investment fund managers to better understand their emissions reduction commitments as we consider a Net Zero pathway for our investment portfolio.

We continued to champion diversity and inclusion and met a range of targets set around gender diversity and the representation and engagement of employees with disability.

We were also pleased to see engagement increase among our Aboriginal and Torres Strait Islander employees and we remain focused on increasing their representation in our business.

To help create healthier communities, we continue to partner with parkrun Australia and build on our 10-year plan to address loneliness in Australia. As well, the Medibank Better Health Foundation marked a decade of supporting health research, investing around \$1 million this year in 22 projects in areas of high health need in Australia.

2023 has been a challenging year for our company, and I would like to recognise the work of my Board colleagues, as well as the leadership shown by David and the executive team. The strength of Medibank has always been its people and throughout the past 12 months, they have displayed an unwavering focus on our customers and supported each other, for which I thank them.

To our customers and our shareholders, we thank you for being with us. We will continue working to deliver the best health and wellbeing for you and for everyone in Australia.



"We are committed to making a positive impact in the communities we are part of and our sustainability report highlights our work to help build a more sustainable future for all"

# CEO's message



Supporting our customers and community

**David Koczkar** 

We have worked really hard to regain the trust of our customers and while there is more to do, we are growing again.

To our shareholders, thank you for your ongoing support. It's been a challenging year, but by focusing on our customers and managing our business well, momentum has returned following the cybercrime event.

Despite cost-of-living pressures, people continue to invest in their health and wellbeing, particularly younger people – across the industry we've seen the highest growth of people under 30 taking out hospital cover in a decade. We grew resident policyholders by almost 11,000, driven by families, younger people and those taking out cover for the first time. We also recorded the highest growth in our non-resident business in seven years and have delivered a strong result for our shareholders

Delivering for customers has been and remains our focus. Value starts with premiums, and our average resident premium increase in June 2023 was our lowest in 22 years and well below headline inflation. During the year we provided an additional \$469 million in COVID support to our customers, with

our total support now at more than \$1 billion.

We have also focused on providing value for money to our customers when they use their cover. Our Members' Choice Advantage network saved customers more than \$25 million in out-of-pocket costs while customers having a knee or hip replacement saved an average of \$1,600 through our growing no gap network.

We continued to evolve our relationship with customers across both our brands, with more people turning to us for additional services and products we offer as a health company, not just an insurer. In fact, around 30% of our Medibank customers engaged with one of our health offerings this year.

Our Live Better program now has almost 700,000 members and enrolments in our preventative health programs grew 64% this year. Our Amplar Health team continues to work alongside governments and others to deliver health services across Australia. This team is supporting more customers alongside its work in the community, providing more than 1.6 million virtual health interactions during the year.

With demand for healthcare continuing to increase, the way the industry supports the health of our population needs to change if we are to sustain patient outcomes, support access and improve affordability – and ultimately drive productivity across our health system. Given the current challenges across the sector, we simply can't move fast enough. Our focus on prevention and innovating in health is helping drive this change, enabled by the strength of our relationships with health professionals, hospitals and other partners.

This is why we're investing in a new mental health model in the private system that extends care beyond the hospital walls. It's behind the virtual hospital we deliver through a joint venture with Calvary which is currently delivering the My Home Hospital service for the South Australian government - a service that saved more than 19,000 bed days in the public system this year. It's driving the growth of our preventative health programs and our work in the community to improve health and wellbeing. It's also why the majority of our hospital agreements incorporate new ways to support patients.

Nearly 12 months on from the cybercrime event, we have continued

# "Our eyes are firmly focused on continuing to play a greater role in supporting the health needs of our customers"

to support people impacted by the event, with mental health and wellbeing, identity protection and financial hardship among the support measures available. We have made good progress on our IT security uplift program which continues to enhance IT security across our business and mature our cybersecurity approach. We also established a new crossdivisional customer trust team in July 2023 to continue evolving our approach to safeguarding the data of our customers.

While it has been a very challenging year we have listened and learnt, and we continue to strengthen our organisation. We are a resilient business and remain well positioned for the future where we will continue to play a greater role in supporting the needs of our customers, driving our growth as a health company and improving the way healthcare is delivered in Australia.

To help us on this path, we are reinventing the way we work by challenging longheld workplace traditions to empower our people to achieve our 2030 vision to deliver the best health and wellbeing for Australia. Changes to the executive leadership team announced in July 2023 will also help us achieve this.

As we look forward, there is much to do, but I cannot think of a better group of people to deliver on our potential than the team across Medibank. They've navigated through a year that's offered up both challenges and opportunities in equal measure – and they have delivered on both counts. I want to thank them for their commitment to our customers and to each other, and also thank Mike and the Board for their ongoing support as we continue play a bigger role in the future of health in Australia.

### FY24 outlook



We continue to assess claims activity. Any permanent net claims savings due to COVID will be given back to customers through additional support in the future.

Resident policyholder growth

We anticipate further moderation in resident industry growth in FY24 relative to FY23.

Aiming to achieve 1.5%-2.0% resident policyholder growth in FY24.

Resident claims



Underlying claims per policy unit growth of 2.6% for FY24 among resident policyholders.



Targeting \$20m of productivity savings across FY24 and FY25.

Cybercrime costs



Expect costs of between \$30m-\$35m in FY24 for further IT security uplift and legal and other costs related to regulatory investigations and litigation.

 Excludes the impacts of any potential findings or outcomes from regulatory investigations or litigation.

Growth



Targeted organic and inorganic growth for Medibank Health and Health Insurance remain areas of focus.

# How to participate in the AGM

The Medibank AGM will be held at Level 1, rooms 109-110, Melbourne Convention Centre, Melbourne Convention and Exhibition Centre, 1 Convention Centre Place, South Wharf, Victoria 3006 on Wednesday 22 November 2023 at 10.30am (Melbourne time).

There are a number of ways to participate in the AGM:

proxyholders may attend the meeting in person. Registration will open at 9.30am (Melbourne time), one hour

before the meeting commences. You will find it easier if you bring with you a shareholder document showing your holder number (such as a holding statement or proxy form).

• Online: Shareholders and proxyholders may participate in the AGM online on the Lumi platform, where you will be able to view the livestream of proceedings, ask questions and vote. Shareholders will need their shareholder number (SRN/HIN) to be able to log into the Lumi platform. The meeting ID will be 339-817-714. Further details are available below.

 Livestream: Shareholders and non-shareholders can also watch the meeting live via livestream on the Medibank website but will not be able to ask questions or vote using this facility.

The online portal for the AGM will go live on the Lumi platform at 9.30am (Melbourne time) on Wednesday 22 November 2023.

A recording of the meeting will be available on Medibank's website shortly after the conclusion of the meeting, together with the presentations and voting results.

# How to participate live online

# Register

Registration will open at 9.30am (Melbourne time), one hour before the meeting commences.

Shareholders and proxyholders can register for the meeting by logging in with a username and password, as set out below.

For shareholders, your username is your SRN/HIN. Your password is:

- For Australian shareholders, the postcode registered on your holding.
- For overseas shareholders, your 'country code', which can be found in the Virtual Meeting Guide at the end of this Notice of Meeting.

Proxyholders will need to contact
Computershare Investor Services
Pty Limited ("Computershare") on
+61 3 9415 4024 during the one hour
registration period before the meeting
commences to obtain a username and
password. Information for shareholders
on how to nominate a proxy is set
out in the 'Additional information for
shareholders' section on pages 10
and 11 of this Notice of Meeting.

# Login

Meeting ID: 339-817-714

Shareholders can watch and participate in the AGM virtually via the Lumi platform by using their computer or mobile device.

You will need the meeting ID, your username and password to login.

Enter the following URL in your browser (the latest version of Chrome, Safari, Edge or Firefox): web.lumiagm.com/339817714 and enter the meeting ID, your username and password.

Non-shareholders may view the AGM via the webcast, which will be available at <a href="mailto:medibank.com.au/about/investor-centre/annual-general-meeting/">medibank.com.au/about/investor-centre/annual-general-meeting/</a>.

# Vote online

Once polls are open, shareholders and proxyholders can vote through the Lumi platform by clicking on the voting icon.

Proxy votes can also be lodged online ahead of the meeting at <a href="https://www.investorvote.com.au">www.investorvote.com.au</a>. For more information on lodging a proxy vote ahead of the meeting, see page 11 of this Notice of Meeting.

# Ask a question online

In writing: Shareholders and proxyholders can submit written questions by clicking on the messaging icon, typing their question and selecting the 'send' icon.

Verbally: Shareholders and proxyholders can request to ask questions verbally by clicking the link 'Request to speak' and following the prompts to join the queue.

More information about asking questions is set out in the 'Additional information for shareholders' section on page 10 of this Notice of Meeting and will be available during the meeting on the Lumi platform.

# More information

For more information on attendance and participation online, see the Virtual Meeting Guide on pages 17 to 20 of this Notice of Meeting.

# Medibank Private Limited Notice of Annual General Meeting 2023

Medibank's AGM will be held at Level 1, rooms 109-110, Melbourne Convention Centre, Melbourne Convention and Exhibition Centre, 1 Convention Centre Place, South Wharf Victoria 3006 on Wednesday 22 November 2023 at 10.30am (Melbourne time). Shareholders may attend in person or online (via the online platform at <a href="web.lumiagm.com/339817714">web.lumiagm.com/339817714</a>). Registration (in-person and online) will commence at 9.30am (Melbourne time).

# **Business**

# **Resolution 1**

# Receipt of financial statements and reports

To consider the financial report for the year ended 30 June 2023, together with the directors' report and auditor's report as set out in the Annual Report 2023.

# **Resolution 2**

Re-election of Mike Wilkins AO as a director

### **Resolution 3**

Re-election of Dr Tracey Batten as a director

# **Resolution 4**

# Adoption of the remuneration report

To adopt the remuneration report (which forms part of the directors' report) for the year ended 30 June 2023.

Voting restrictions apply to this resolution (see pages 11 to 12).

### **Resolution 5**

# Grant of performance rights to the Chief Executive Officer

To approve the grant of performance rights to David Koczkar (being Medibank's Chief Executive Officer) to be issued in accordance with Medibank's 2024 long-term incentive plan as described in the explanatory notes.

Voting restrictions apply to this resolution (see pages 11 to 12).

By order of the Board

Mei Ramsay

Company Secretary

21 September 2023

# Additional information for shareholders

# Shareholder questions

# Before the meeting

If you are entitled to vote at the meeting, you may submit written questions relevant to the business of the meeting in advance. Questions may also be submitted for the external auditor about the auditor's report or the conduct of the audit.

Questions may be lodged as part of the online proxy process. Alternatively, you may send written questions to Medibank's share registry at the address set out on the proxy form or email your questions to <a href="mailto:company.secretary@medibank.com.au">company.secretary@medibank.com.au</a>.

Please ensure that your written questions are received no later than 5pm (Melbourne time) on Wednesday 15 November 2023.

# During the meeting

At the meeting, shareholders and proxyholders will be provided with a reasonable opportunity to ask questions about or make comments on the business of the meeting, the management of Medibank, or the Medibank Group generally. Medibank's auditor will attend the meeting and there will also be an opportunity for shareholders to ask questions that are relevant to the audit.

If you are a shareholder or proxyholder and:

- are attending in person, you will be able to ask questions during the meeting in accordance with the process explained by the Chair at the meeting; or
- are attending online, you may submit your questions and comments during the meeting via the Lumi platform.
   More information on how to ask questions online can be found on page 8 of this Notice of Meeting and in the Virtual Meeting Guide on pages 17 to 20.

The Chair will endeavour to address as many of the more frequently raised relevant questions and comments as possible during the course of the meeting. Please note that it may not be possible to respond to all questions.

# How to vote

For the purpose of voting at the meeting, the directors have determined that shareholders will be taken to be those persons who are registered as holding shares in Medibank at 7pm (Melbourne time) on Monday 20 November 2023.

All resolutions at the meeting will be determined by way of a poll.

The Chair will open the poll at the beginning of the meeting and the poll will remain open until the close of the meeting.

# Online

Shareholders and proxyholders may vote live online during the meeting using the Lumi platform (accessible on a web browser on a computer or mobile device).

# In person

Shareholders and proxyholders may vote by attending the meeting and casting their votes in person in accordance with the procedures detailed by the Chair at the meeting.

# Voting by proxy

A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy or attorney to attend and vote on behalf of the shareholder. A proxy or attorney need not be a shareholder of Medibank and may be an individual or a body corporate (and any body corporate so appointed may then appoint an individual to exercise its powers at the meeting).

If a shareholder appoints a proxy other than the Chair of the meeting and the proxy intends to attend online, the appointed proxy will need to contact Computershare to obtain a username and password to attend and vote online.

A shareholder who is entitled to cast two or more votes may appoint two proxies or attorneys and may specify the proportion or number of votes that each proxy or attorney may exercise. If no proportion or number is specified, each proxy or attorney may exercise half of the shareholder's votes. If you wish to appoint two proxies, please follow the instructions on the proxy form.

Shareholders can direct their proxy how to vote. If a shareholder appoints the Chair of the meeting as proxy and does not direct the Chair how to vote, then the Chair (unless restricted from voting on the resolution) will vote FOR each resolution.

# How to vote by proxy

Shareholders should consider directing their proxy as to how to vote on each resolution by marking either the 'For', 'Against' or 'Abstain' box when completing their proxy form.

Under the Corporations Act, if the appointment of a proxy specifies the way the proxy is to vote on a particular resolution, and:

- if the proxy is not the Chair of the meeting, the proxy need not vote on a poll but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions); and
- if the proxy is the Chair of the meeting, the proxy must vote on a poll and must vote as directed.

In addition, there are some circumstances where the Chair of the meeting will be taken to have been appointed as a shareholder's proxy for the purposes of voting on a particular resolution even if the shareholder has not expressly appointed the Chair of the meeting as their proxy.

This will be the case where:

- the appointment of the proxy specifies the way the proxy is to vote on a particular resolution; and
- the appointed proxy is not the Chair of the meeting; and
- either of the following applies:
  - the proxy is not recorded as attending the AGM; or
  - the proxy attends the AGM but does not vote on the resolution.

# Lodging your proxy form

To be valid, proxy forms must be lodged electronically or be received by Medibank's share registry, Computershare, no later than 10.30am (Melbourne time) on Monday 20 November 2023 ("proxy deadline").

Proxy forms may be submitted:

- online at investorvote.com.au. To use this facility, please follow the link in your email inviting you to the AGM, or the instructions on your proxy form;
- by post to GPO Box 242, Melbourne Victoria 3001. Please allow sufficient time for the form to reach Computershare by the proxy deadline;
- by facsimile to Computershare on 1800 783 447 (from within Australia) or +61 3 9473 2555 (from overseas); or
- by hand delivery to Computershare, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria.

# Corporate representatives

A corporate shareholder wishing to appoint a person to act as its representative at the meeting may do so by providing that person with:

- a properly executed letter, certificate, form, or other document, such as an 'Appointment of Corporate Representative' confirming that they are authorised to act as the corporate shareholder's representative. A form may be obtained from <a href="https://www-au.computershare.com/">www-au.computershare.com/</a> Investor/#Home under the tab 'Printable Forms'; or
- a copy of the resolution appointing the representative, certified by a director or secretary of the corporate shareholder. A copy of the signed document must be produced, if attending in person, prior to admission to the meeting or, if attending online, prior to commencement of the meeting by post or hand delivery to the addresses shown in the 'Lodging your proxy form' section, unless the document has been previously lodged with Computershare.

# Power of attorney

If a shareholder has appointed an attorney to attend and vote at the meeting, or if the proxy form is signed by an attorney, the power of attorney (or a certified copy) must be received by Computershare by the proxy deadline, unless the document has been previously lodged with Computershare.

Powers of attorney may be submitted by post to the address shown in the 'Lodging your proxy form' section.

# **Voting restrictions**

# Resolution 4 – Adoption of the remuneration report

Medibank will disregard any votes cast on resolution 4:

- by or on behalf of a member of Medibank's key management personnel ("KMP") whose remuneration is disclosed in the remuneration report (and their closely related parties, including spouses, dependents and certain other close family members, as well as any companies controlled by the KMP) in any capacity; and
- as proxy by a person who is a member of the KMP at the date of the meeting (and their closely related parties),

unless the vote is cast as proxy for a person entitled to vote on resolution 4:

- in accordance with a direction as to how to vote provided by that person; or
- by the Chair of the meeting and the Chair has received express authority from that person to vote undirected proxies as the Chair sees fit even though resolution 4 is connected with the remuneration of the KMP.

The Chair of the meeting intends to vote undirected proxies FOR resolution 4.

# Resolution 5 – Grant of performance rights to the Chief Executive Officer

Medibank will disregard any votes cast:

- in favour of resolution 5 by or on behalf of the Chief Executive Officer and any of his associates, in any capacity; and
- on resolution 5 as a proxy by a person who is a member of the KMP at the date of the AGM or their closely related parties,

unless the vote is cast:

- as a proxy or attorney for a person entitled to vote on resolution 5 in accordance with a direction as to how to vote provided by that person; or
- as a proxy for a person entitled to vote on resolution 5, by the Chair of the meeting, and the Chair has received express authority from that person to vote undirected proxies as the Chair sees fit even though resolution 5 is connected with the remuneration of KMP; or
- in favour of resolution 5 by the shareholder as a nominee, trustee or custodian (or other fiduciary) for a person entitled to vote on resolution 5, in accordance with a direction as to how to vote given by that person, provided that person gives written confirmation to the shareholder that they are not excluded from voting on resolution 5 and are not an associate of a person excluded from voting on resolution 5.

The Chair of the meeting intends to vote undirected proxies FOR resolution 5.

# Notice of Annual General Meeting 2023

### Note

The voting restrictions for resolutions 4 and 5 mean that if you appoint a KMP (such as a director) as your proxy, it is important that you direct them on how to vote by ticking one of the 'For', 'Against' or 'Abstain' boxes on your proxy form in respect of each resolution. This is because, in certain circumstances, a KMP is prohibited from voting undirected proxies on resolutions 4 and 5.

If the Chair of the meeting is your proxy or is appointed as your proxy by default, and you do not direct your proxy to vote 'For', 'Against' or 'Abstain' on resolutions 4 and 5, you expressly authorise the Chair to exercise the proxy even though those resolutions are connected directly or indirectly with the remuneration of a member of the KMP.

# **Explanatory notes**

# Resolution 1

# Receipt of financial statements and reports

Medibank's financial statements and reports for the year ended 30 June 2023 are set out in its Annual Report 2023. The annual report is available at <a href="mailto:medibank.com.au/about/">medibank.com.au/about/</a> investor-centre/results-reports/annual-reports/.

The Corporations Act requires that the financial report, directors' report, and auditor's report of Medibank and the consolidated entity be placed before the meeting. There is no requirement for shareholders to vote on these reports.

Shareholders will be given a reasonable opportunity at the meeting to ask questions about and make comments on the financial statements and reports and on the management of Medibank. During discussion on this item, the external auditor will be present and will answer relevant questions.

### **Resolution 2**

### Re-election of Mike Wilkins AO as a director

Mike Wilkins retires in accordance with article 11.3(b)(iii) of the Medibank Constitution and, being eligible, offers himself for re-election



Mike Wilkins AO

Chair and Independent non-executive director BCom, MBA, FAICD, FCA Age: 66

Mike was appointed a director in May 2017 and Chair effective 1 October 2020. He is Chair of the Nomination Committee and a member of the Investment and Capital Committee and the People and Remuneration Committee.

Mike is the Chair (since March 2020) and a director (since November 2016) of QBE Insurance Group Limited. He is also a director of Scentre Group Limited (since April 2020).

Mike has more than 30 years of experience in financial services, predominantly in Australia and Asia. He served as Managing Director and Chief Executive Officer at Insurance Australia Group (November 2007 to November 2015), Managing Director and Chief Executive Officer at Promina Group Limited and Managing Director at Tyndall Australia Limited. He also served as Acting Chief Executive Officer (April 2018 to December 2018), Executive Chairman (April 2018 to June 2018) and a director (September 2016 to February 2020) of AMP Limited. He was previously a director of Maple-Brown Abbott Limited, Alinta Limited, The Geneva Association and the Australian Business and Community Network.

# Recommendation

The Board considers Mike Wilkins to be an independent director.

On the basis of Mike Wilkins' skills, qualifications, experience, tenure and his contributions to the Board's activities, the Board (other than Mike Wilkins) unanimously recommends that shareholders vote FOR this resolution.

# **Resolution 3** Re-election of Dr Tracey Batten as a director

Tracey Batten retires in accordance with article 11.3(b)(iii) of the Medibank Constitution and, being eligible, offers herself for re-election.



# Tracey Batten

Independent non-executive director MBBS, MHA, MBA (Harvard), FAICD, FRACMA Age: 57

Tracey was appointed a director in August 2017. She is Chair of the People and Remuneration Committee and a member of the Risk Management Committee and the Nomination Committee.

Tracey has extensive experience in the health services sector and is a qualified medical practitioner with strong commercial, strategic and governance skills.

Tracey is currently a director of EBOS Group Limited (since July 2021), the National Institute of Water and Atmospheric Research in New Zealand and the New Zealand Accident Compensation Corporation, and a former director of Abano Healthcare Group.

Tracey will be a director of Nanosonics Limited with effect from 26 September 2023.

Tracey was previously the Chief Executive of the Imperial College Healthcare NHS Trust in the United Kingdom, Chief Executive of St Vincent's Health Australia and a CEO of a number of other healthcare groups in Australia.

# Recommendation

The Board considers Tracey Batten to be an independent director.

On the basis of Tracey Batten's skills, qualifications, experience, tenure and her contributions to the Board's activities, the Board (other than Tracey Batten) unanimously recommends that shareholders vote FOR this resolution.

# **Resolution 4**

# Adoption of the remuneration report

Medibank's remuneration report for the year ended 30 June 2023 is set out on pages 54 to 73 of the Annual Report 2023.

The remuneration report contains information about Medibank's remuneration policy and the remuneration of non-executive directors, the Chief Executive Officer and other KMP for the financial year ended 30 June 2023.

At the meeting, the Chair will give shareholders a reasonable opportunity to ask questions about and make comments on the remuneration report.

The vote on this resolution is advisory only and does not bind Medibank or its directors. However, the Board will actively consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting when reviewing Medibank's future remuneration policies and practices.

# Recommendation

The Board recommends that shareholders vote FOR this resolution.

# **Resolution 5**

# Grant of performance rights to the Chief Executive Officer

Shareholder approval is being sought to grant performance rights to the Chief Executive Officer, David Koczkar, under Medibank's long-term incentive ("LTI") plan. Medibank uses LTI to reward executives for delivering sustainable business performance over the long term.

# Key terms

The key terms of	the grant of performance rights proposed to be made to David Koczkar are set out below.			
Number allocated	David Koczkar's proposed 2024 LTI award is 653,088 performance rights ("LTI performance rights"). These LTI performance rights have a face value of \$2,325,000 (being 150% of his total fixed remuneration for the 2024 financial year). The number of LTI performance rights proposed to be granted has been determined using the volume weighted average price of Medibank shares on the ASX during the ten trading days up to and including 30 June 2023 (being \$3.56).			
Date of grant	If shareholders approve the grant of LTI performance rights, those performance rights will be granted to David Koczkar within 12 months of the AGM.			
Issue/ exercise price	As the LTI performance rights form part of David Koczkar's variable remuneration, no amount is payable by him on the granting or exercise of the LTI performance rights.			
Performance period, vesting and exercise	Each LTI performance right proposed to be granted to David Koczkar will give him the right to receive one fully paid ordinary share in Medibank ("Medibank share") subject to the LTI performance right vesting following satisfaction of the vesting conditions described below at the end of a three-year performance period beginning on 1 July 2023 and ending on 30 June 2026 ('performance period''). Any LTI performance rights that vest will be subject to a pre-exercise holding period of up to three years ("holding period"). Vested LTI performance rights will be automatically exercised in accordance with the following schedule:			
	• 1/3 of the vested LTI performance rights will be automatically exercised on the 4th anniversary of the performance period start date;			
	• 1/3 of the vested LTI performance rights will be automatically exercised on the 5th anniversary of the performance period start date; and			
	<ul> <li>1/3 of the vested LTI performance rights will be automatically exercised on the 6th anniversary of the performance period start date.</li> </ul>			
	No value will be received if the vesting conditions are not met or the LTI performance rights are not exercised or otherwise lapse.			
	Vested LTI performance rights remain subject to malus and clawback provisions (as outlined below) during the holding period.			
Dividends	No dividends are paid on LTI performance rights. However, for LTI performance rights that are exercised, David Koczkar will be granted additional Medibank shares equal in value (as determined by the Board) to the dividends that would have been paid during the period between the vesting date and the exercise date on Medibank shares equal in number to the LTI performance rights being exercised.			
No retesting	The LTI vesting conditions are only tested once following the end of the performance period. Any LTI performance rights that remain unvested following the end of the performance period will lapse immediately			
Vesting conditions	Each year, the Board reviews performance hurdles and vesting conditions in the context of Medibank's operating environment. The Board is committed to setting targets which are appropriately challenging for management to meet while not being unattainable and which ultimately support the delivery of strong results for our shareholders.			
	The LTI performance rights proposed to be granted will be subject to the following vesting conditions over the performance period:			
	Vesting conditions Weighti			

Earnings per share ("EPS") compound annual growth rate ("CAGR")("EPS performance rights")

Private health insurance ("PHI") market share growth ("market share performance rights")

Total shareholder return ("TSR")("TSR performance rights")

Brand sentiment ('brand sentiment performance rights")

30%

30%

20%

20%

# Vesting conditions

# EPS performance rights

In this context, the Board approved maintaining a threshold EPS CAGR target of 3%, which is unchanged from prior grants. The number of EPS performance rights that vest on achievement of the threshold EPS CAGR target has been maintained by the Board at 50% of the EPS performance rights. The EPS CAGR target that must be met for 100% of the EPS performance rights to vest has been maintained by the Board at 7% with straight line vesting in between the EPS CAGR targets.

Details of the vesting schedule are set out below:

Medibank's EPS CAGR over the performance period	Percentage of EPS performance rights that vest
Less than 3% EPS CAGR	Nil
Between 3% and 7% (incl) EPS CAGR	Straight line pro-rata vesting between 50% and 100%
Above 7% EPS CAGR	100%

# TSR performance rights

Medibank's TSR will be compared with a comparator group comprising companies with a market capitalisation positioned within the ASX 11 - 100, excluding mining and energy companies. The percentage of TSR performance rights that vest will be based on Medibank's TSR ranking over the performance period, as set out in the vesting schedule below, which is unchanged from prior offers:

Medibank's TSR rank in the comparator group	Percentage of TSR performance rights that vest
Less than 50th percentile	Nil
Between 50th and 75th (incl) percentile	Straight line pro-rata vesting between 50% and 100%
Above 75th percentile	100%

### Market share performance rights

The Board approved maintaining a threshold PHI market share growth target of 25 basis points over the performance period. The number of market share performance rights that vest on achievement of the threshold PHI market share growth target has been maintained at 50% of the market share performance rights. The PHI market share growth target that must be met for 100% of the market share performance rights to vest has been maintained at 75 basis points over the performance period. Details of the vesting schedule are set out below:

Medibank's PHI market share growth	Percentage of market share performance rights that vest
Less than 25 basis points	Nil
Between 25 and 75 (incl) basis points	Straight line pro-rata vesting between 50% and 100%
Above 75 basis points	100%

# Brand sentiment performance rights

The Board approved a new threshold brand sentiment target as measured by Medibank's average monthly Customer Net Promoter Score ("cNPS") over the performance period. cNPS is a key customer advocacy metric that measures the likelihood of people recommending Medibank or ahm to their families and friends. The percentage of brand sentiment performance rights that vest will be based on Medibank's brand sentiment over the performance period, as set out in the vesting schedule below:

Medibank's brand sentiment (cNPS)	Percentage of brand sentiment performance rights that vest
Less than 4.6	Nil
Between 4.6 and 10.6 (incl)	Straight line pro-rata vesting between 50% and 100%
Above 10.6	100%

# Cessation of employment

If David Koczkar ceases employment with Medibank before his LTI performance rights have vested and is a 'good leaver', the LTI performance rights held by him on cessation of employment will be forfeited on a pro-rata basis according to a formula that takes into account the length of time that he has held the LTI performance rights relative to the performance period for the grant. The remaining LTI performance rights will remain unvested and subject to the original vesting conditions and holding periods.

If David Koczkar's employment is terminated for other reasons (such as resignation, misconduct, fraud or unsatisfactory performance) then the unvested LTI performance rights held by him will lapse immediately on cessation of employment.

If David Koczkar's employment ceases for any reason, his vested LTI performance rights will remain subject to the original holding period (and the malus and clawback provisions outlined below).

# Malus and Clawback

Medibank has a Malus and Clawback Policy that provides discretion to the Board to reduce, cancel, or recover ("clawback") any performance-based awards made to employees in certain circumstances ("clawback event"), subject to applicable laws, including the following:

- fraud, dishonesty, or serious misconduct;
- any behaviour, act or omission by the employee that impacts on the Medibank Group's reputation or longterm financial soundness;
- a material misstatement of the Medibank Group's financial statements; and
- where the Board becomes aware of any other action or behaviour that it determines (acting in good faith) has resulted in the employee receiving an inappropriate benefit.

The Malus and Clawback Policy also provides that if a clawback event has occurred the Board may, in its absolute discretion, withhold an employee's performance-based payments, require the repayment of all, or part of, previous performance-based awards, or otherwise alter an employee's variable remuneration subject to applicable laws.

The Board has determined to purchase the shares required on market, and therefore is not required to seek shareholder approval for the proposed grant. However, in the interests of transparency and good governance, Medibank considers it is appropriate to do so.

If shareholder approval of the grant of performance rights to David Koczkar under Medibank's LTI plan is not obtained, he will receive a cash payment in lieu of those performance rights. The cash payment would be subject to the same vesting and exercise conditions outlined on pages 14 to 16 of this Notice of Meeting.

# Additional disclosure

In consideration of the expectations of Medibank's customers, shareholders, and the community following the cybercrime event, the Board exercised its discretion and determined that the Executive Leadership team including David Koczkar will not receive any short term incentive (STI) for the 2023 financial year. David Koczkar did not receive an increase in remuneration for the 2024 financial year.

David Koczkar's total target remuneration for the 2024 financial year comprises:

- Total fixed remuneration ("TFR") of \$1,550,000;
- A short-term incentive (STI) target opportunity of 100% of TFR (maximum opportunity of 150% of TFR); and
- A long-term incentive (LTI) opportunity of 150% of TFR.

Full details of David Koczkar's remuneration arrangements are set out in Medibank's 2023 remuneration report.

At Medibank's 2022 annual general meeting, shareholder approval was obtained for the grant of performance rights to David Koczkar under the LTI plan, and 728,840 performance rights were granted on 6 December 2022.

No amount is payable by David Koczkar for the LTI performance rights.

David Koczkar is the only director eligible to participate in Medibank's LTI plan.

No loan has been or will be made to David Koczkar by Medibank in relation to the LTI performance rights.

### Recommendation

The Board (other than David Koczkar) recommends that shareholders vote FOR this resolution.

# Virtual meeting guide



# Attending the meeting online

Those attending online will be able to view a live webcast of the meeting. Shareholders and proxyholders can ask questions and submit votes in real time.

□To participate online, visit **web.lumiagm.com**/339817714 on your smartphone, tablet or computer.

You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

To log in, you must have the following information:

Meeting ID: 339-817-714

# **Australian residents**

Username (SRN or HIN)\*

# **Password**

(postcode of your registered address)

### Overseas residents

Username (SRN or HIN)

# **Password**

(Three letter country code. A full list of country codes is provided at the end of this guide).

# **Appointed Proxies**

To receive your unique username and password, please contact Computershare on +61 3 9415 4024, during the online registration period which will open 1 hour before the start of the meeting.

# **Guests**

To register as a guest, you will need to enter your name and email address.

\*Your SRN/HIN can be located on your proxy form

# Participating at the meeting

To participate in the meeting, you will be required to enter the unique 9-digit Meeting ID as provided above.



To proceed into the meeting, you will need to read and accept the Terms and Conditions.

medibank				
Terms and Conditions				
Prior to registering for the meeting, it is important that you read and accept the Terms & Conditions. To access the Terms and Conditions please click on the following link:  Terms and Conditions				
☐ I agree to a	all of the above	e terms		
ENGLISH	DECLINE	ACCEPT		

Select the relevant log in option to represent yourself in the meeting.

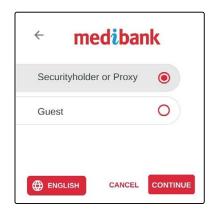
Note that only shareholders and proxies can vote and ask questions in the meeting.

To register as a shareholder, select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.



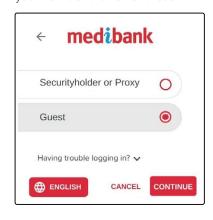


To register as a proxyholder, select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password.



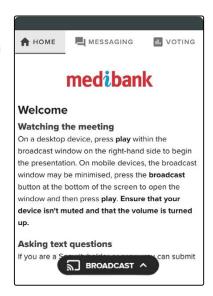


To register as a guest, select 'Guest' and enter your name and email address.





Once logged in, you will see the home page, which displays the meeting title and instructions.



On a desktop/laptop device the webcast will appear at the side automatically. On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.

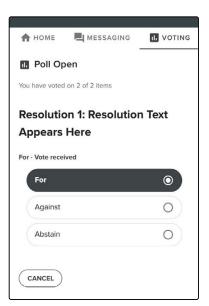


For shareholders and appointed proxies only.

When the Chair declares the poll open:

- A voting icon **III** will appear on screen and the meeting resolutions will be displayed
- To vote, select one of the voting options. Your response will be highlighted
- To change your vote, simply select a different option to override

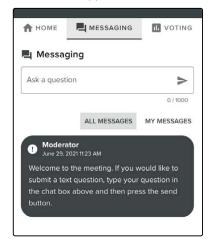
There is no need to press a submit or send button. Your vote is automatically counted. Votes may be changed up to the time the Chair closes the poll.



For shareholders and appointed proxies only.

To ask a written question tap on the messaging icon 📕, type your question in the chat box at the top of the screen and select the send icon >.

Confirmation that your message has been received will appear.



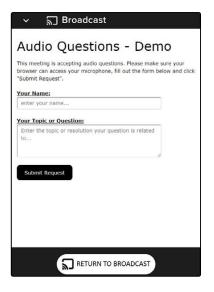


For shareholders and appointed proxies only.

To ask a question verbally:

- Click "Request to speak" at the bottom of the broadcast window
- Confirm your details
- Click "Submit Request"
- Follow the instructions on screen to connect

You will hear the meeting while you wait to ask your question.



# **Icon descriptions**



Home tab - displays meeting instructions



Messaging tab - submit written questions or comments



Voting tab - view and select voting options. Only visible once the chair opens voting



**Documents tab** – view documents relating to the meeting, if available

Need help? If you require help using this system prior to or during the Meeting, please call +612 8075 0100 so we can assist you.

# **Country codes**

For overseas shareholder, select your country code from the list below and enter it into the password field

ABW	Aruba	DOM	Dominican Republic	LAO	Lao Pdr	QAT	Qatar
AFG	Afghanistan	DZA	Algeria	LBN	Lebanon	REU	Reunion
AGO	Angola	ECU	Ecuador	LBR	Liberia	ROU	Romania Federation
AIA	Anguilla	EGY	Egypt	LBY	Libyan Arab Jamahiriya	RUS	Russia
ALA	Aland Islands	ERI	Eritrea	LCA	St Lucia	RWA	Rwanda
ALB	Albania	ESH	Western Sahara	LIE	Liechtenstein	SAU	Saudi Arabia
AND	Andorra	ESP	Spain	LKA	Sri Lanka	SDN	Sudan
ANT	Netherlands Antilles	EST	- Estonia	LSO	Kingdom of Lesotho	SEN	Senegal
ARE	United Arab Emirates	ETH	Ethiopia	LTU	Lithuania	SGP	Singapore
ARG	Argentina	FIN	Finland	LUX	Luxembourg	SGS	Sth Georgia & Sandwich Isl
ARM	Armenia	FJI	Fiji	LVA	Latvia	SHN	St Helena
ASM	American Samoa	FLK	Falkland Islands (Malvinas)	MAC	Macao	SJM	Svalbard & Jan Mayen
ATA	Antarctica	FRA	France	MAF	St Martin	SLB	Soloman Islands
ATE	French Southern	FRO	Faroe Islands	MAR	Morocco	SCG	Serbia & Outlying
ATG	Antigua & Barbuda	FSM	Micronesia	MCO	Monaco	SLE	Sierra Leone
AUS	Australia	GAB	Gabon	MDA	Republic Of Moldova	SLV	El Salvador
AUT	Austria	GBR	United Kingdom	MDG	Madagascar	SMR	San Marino
AZE	Azerbaijan	GEO	Georgia	MDV	Maldives	SOM	Somalia
BDI	Burundi	GGY	Guernsey	MEX	Mexico	SPM	St Pierre and Miqueion
BEL	Belgium	GHA	Ghana	MHL	Marshall Islands	SRB	Serbia
BEN	Benin	GIB	Gibraltar	MKD	Macedonia Former Yugoslav Rep	STP	Sao Tome and Principle
BFA	Burkina Faso	GIN	Guinea	MLI	Mali	SUR	Suriname
BGD	Bangladesh	GLP	Guadeloupe	MLT	Malta	SVK	Slovakia
BGR	Bulgaria	GMB	Gambia	MMR	Myanmar	SVN	Slovenia
BHR	Bahrain	GNB	Guinea-Bissau	MNE	Montenegro	SWE	Sweden
BHS	Bahamas	GNQ	Equatorial Guinea	MNG	Mongolia	SWZ	Swaziland
BIH	Bosnia & Herzegovina	GRC	Greece	MNP	Northern Mariana Islands	SYC	Seychelles
BLM	St Barthelemy	GRD	Grenada	MOZ	Mozambique	SYR	Syrian Arab Republic
BLR	Belarus	GRL	Greenland	MRT	Mauritania	TCA	Turks & Caicos
BLZ	Belize	GTM	Guatemala	MSR	Montserra	TCD	Chad
BMU	Bermuda	GUF	French Guiana	MTQ	Martinique	TGO	Congo
BOL	Bolivia	GUM	Guam	MUS	Mauritius	THA	Thailand
BRA	Brazil	GUY	Guyana	MWI	Malawi	TJK	Tajikistan
BRB	Barbados	HKG	Hong Kong	MYS	Malaysia	TKL	Tokelau
BRN	Brunei Darussalam	HMD	Heard & McDonald Islands	MYT	Mayotte	TKM	Turkmenistan
BTN	Bhutan	HND	Honduras	NAM	Namibia	TLS	East Timor Republic
BUR	Burma Burwat Island	HRV	Croatia	NCL	New Caledonia	TMP	East Timor
BVT	Bouvet Island Botswana	HTI HUN	Hungan	NER NFK	Niger Norfolk Island	TON TTO	Tonga
			Hungary Indonesia			TUN	Trinidad & Tobago
CAF	Central African Republic Canada	IDN IMN	Isle Of Man	NGA NIC	Nigeri Nicaragua	TUR	Tunisia Turkey
CCK	Cocos (Keeling) Islands	IND	India	NIU	Niue	TUV	Tuvalu
CHE	Switzerland	IOT	British Indian Ocean Territory		Netherlands	TWN	Taiwan
CHL	Chile	IRL	Ireland	NOR	Norway	TZA	Tanzania
CHN	China	IRN	Iran Islamic Republic of	NPL	Nepal	UGA	Uganda
CIV	Cote D'ivoire	IRQ	Iraq	NRU	Nauru	UKR	Ukraine
CMR	Cameroon	ISL	Iceland	NZL	New Zealand	UMI	United States Minor Outlying
COD	Democratic Republic of Congo	ISM	British Isles	OMN	Oman	URY	Uruguay
СОК	Cook Islands	ISR	Israel	PAK	Pakistan	USA	United States of America
COL	Colombia	ITA	Italy	PAN	Panama	UZE	Uzbekistan
COM	Comoros	JAM	Jamaica	PCN	Pitcairn Islands	VNM	Vietnam
CPV	Cape Verde	JEY	Jersey	PER	Peru	VUT	Vanuatu
CRI	Costa Rica	JOR	Jordan	PHL	Philippines	WLF	Wallis & Fortuna
CUB	Cuba	JPN	Japan	PLW	Palau	WSM	Samoa
CYM	Cayman Islands	KAZ	Kazakhstan	PNG	Papua New Guinea	YEM	Yemen
CYP	Cyprus	KEN	Kenya	POL	Poland	YMD	Yemen Democratic
CXR	Christmas Island	KGZ	Kyrgyzstan	PRI	Puerto Rico	YUG	Yugoslavia Socialist Fed Rep
CZE	Czech Republic	KHM	Cambodia	PRK	North Korea	ZAF	South Africa
DEU	Germany	KIR	Kiribati	PRT	Portugal	ZAR	Zaire
DJI	Djibouti	KNA	St Kitts And Nevis	PRY	Paraguay	ZMB	Zambia
DMA	Dominica	KOR	South Korea	PSE	Palestinian Territory	ZIM	Zimbabwe
DNK	Denmark	KWT	Kuwait	PYF	French Polynesia		

# Getting to the annual general meeting



By tram: Catch any of the following trams and exit at the stop opposite the Clarendon Street entrance of the MCEC: Route 96, 109 or 12. Alternatively, catch tram number 70, 75, or the City Circle and exit at the Flinders Street stop. Then take a short walk towards the Yarra River, across Seafarers Bridge.



By train: Take any train to Southern Cross Station. Exit at Southern Cross Station and catch tram number 96, 109 or 12 as above.



By bus: From Monday to Friday, bus route 237 goes via Southern Cross Station to Lorimer Street, which is a five-minute walk to the MCEC.



By taxi or uber: Ask your taxi or Uber driver to drop you off at Convention Centre Place by the Novotel Melbourne South Wharf hotel entrance.



By car: Parking is available at the MCEC and adjacent carparks. Please read the important car parking information on the MCEC website (link below) prior to your trip.

Or go to: https://mcec.com.au/visit/visit-information#getting-here

