



# Notice of Meeting

2022 Annual General Meeting



 **Boldly backing business.**



# Judo's 2022 Annual General Meeting.

Dear Shareholder

On behalf of the Board, I am pleased to invite you to attend the 2022 Annual General Meeting (**AGM** or **meeting**) of Judo Capital Holdings Limited (the **Company**). The meeting will be held on **Friday, 28 October 2022** at **9.30am** (Australian Eastern Daylight Time (**AEDT**)) at Dexus Place, Level 14, 385 Bourke Street, Melbourne Victoria.

The Notice of Meeting is **enclosed** detailing the business to be considered at the AGM, along with a proxy form and a reply-paid return envelope. The Notice of Meeting is also available on our website.

## Business of the Meeting

The Notice of Meeting describes the business that will be proposed at the meeting and sets out the procedures for your participation and voting. The AGM provides investors with the opportunity to consider the performance of the Company, to hear from the Board, and to vote on items of business. Shareholders, proxy holders and authorised corporate representatives are all eligible to ask questions during the AGM.

## Format of the meeting

Information on how shareholders can participate in the AGM is provided in the Notice of Meeting and is also available on our website.

A map of the AGM location is included in the notes to the Notice of Meeting.

The AGM will be webcast live at <https://webcast.openbriefing.com/9096/> and will be archived on Judo's website for later viewing. However, you will not be able to vote, ask questions or otherwise speak via the website.

## Options for voting prior to the AGM

You are encouraged to cast your vote prior to the meeting or appoint a proxy to participate in the AGM and vote on your behalf.

Instructions on how to vote (including how to appoint a proxy to vote on your behalf if you are unable to attend the AGM) are included in the Notice of Meeting and enclosed proxy form. If you intend to appoint a proxy, you must do so by 9.30am (AEDT) on Wednesday, 26 October 2022.

## Discussion at the AGM

We encourage shareholders to submit questions and comments in advance of the AGM on matters relevant to the business of the AGM. The Notice of Meeting sets out the items of business to be considered at the AGM and includes Explanatory Notes on each item of business.

While you will be able to raise questions and comments during the AGM if you are in attendance in person, we welcome any questions or comments in writing before the AGM. Questions and comments may be submitted in advance of the AGM through the online voting platform and must be received by no later than 1.00pm (AEDT) on Friday, 21 October 2022.

## Voting

We encourage all shareholders to vote on each resolution to be considered at the meeting. A vote will be taken on each of the items of business set out in the Notice of Meeting.

Your Board looks forward to your participation in the AGM this year. The Board and Management Board invite you to join us for refreshments at the conclusion of the meeting.

Yours faithfully

**Peter Hodgson**

Chairman

Judo Capital Holdings Limited





# About Us.

## Judo Bank is Australia's only purpose-built challenger business bank, dedicated to boldly backing SMEs.

### Who we are

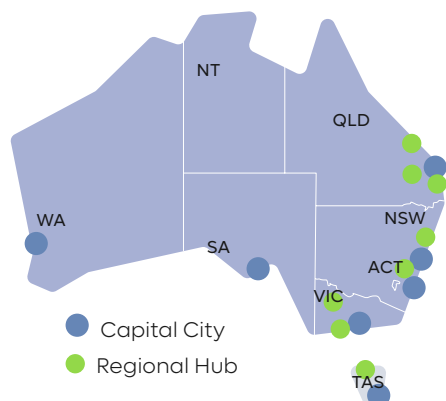
As a unique, pure-play small and medium enterprise (SME) business lender, we are committed to the craft of SME banking to support the businesses that represent the engine room of the Australian economy.

We believe that each SME is different, and that each deserves a relationship with its bank that is built on a deep understanding of its business, as well as on professionalism, trust and exceptional customer service. Things that have been lacking in the banking industry for decades.

We have long felt that SMEs were being left behind, or taken for granted, by the rest of the industry, which has prioritised mortgage lending, industrialised its operating models and fundamentally diminished its relationship proposition in a market with no real competition.

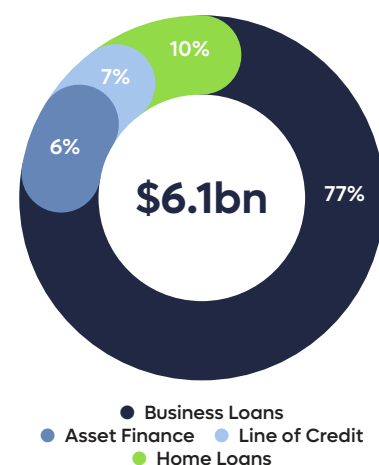
Our purpose is simple – to be the most trusted SME business bank in Australia. Not the biggest, but the best, with a vision of building a world-class SME business bank.

### 15 locations across Australia

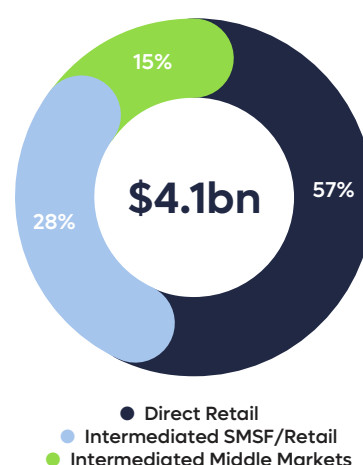


### Lending and deposits

#### Loan Book



#### Term Deposits



### Awards



We are proud to be a founder-led organisation with high levels of equity ownership, underpinning a strong owner's mindset, with a challenger culture.

### Our values



Trust



Teamwork



Accountability



Performance

## Key business metrics at scale

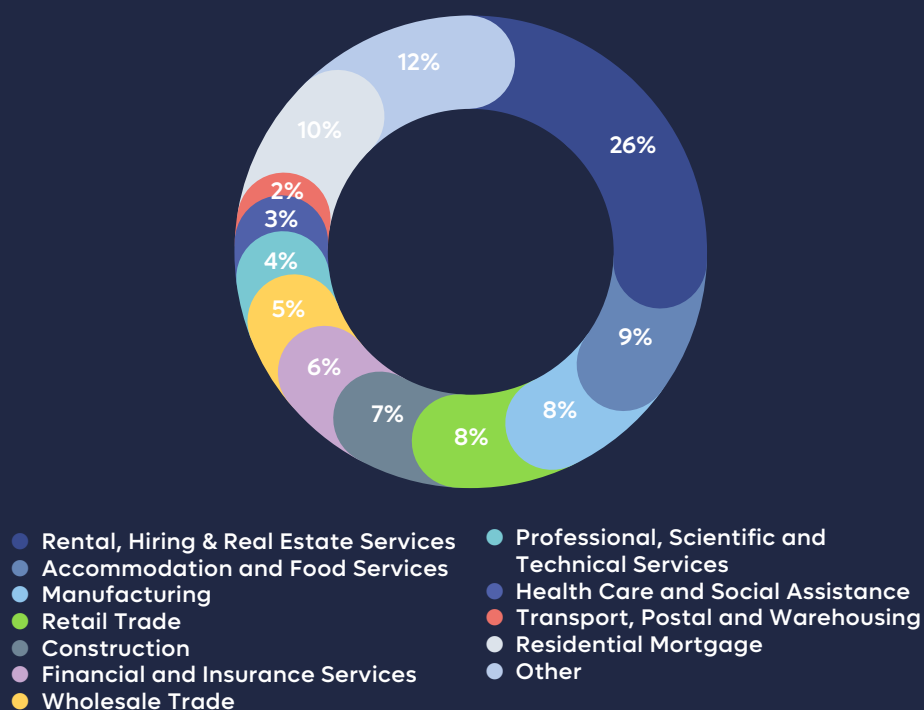
As we continue to build our footprint and operations, we are focused on achieving our key business metrics at scale, which will position Judo as a world-class SME business bank.

Key Business Metric	Description	At-scale Metrics
Lending portfolio	Continued growth in lending portfolio to reach ~3% market share.	\$15 billion to \$20 billion
Net Interest Margin	Expansion in net interest margin (NIM) to reflect our customer value proposition, unique lending model, investment-grade credit rating and sophisticated funding channels.	>3%
Cost-to-income ratio	Focus on business efficiency, enabled by significant operating leverage from our technology platform and branchless network.	Approaching 30%
Cost of risk (per annum) <sup>1</sup>	Conservative cost of risk estimates compared to historical performance in the business segment over the past 30 years.	~0.5%
Return on equity	Capital efficiency is supported by the performance goals above.	Low to mid-teens

## Loan book comparison by industry

Judo's loan portfolio is diversified across industries and geographies, with 41% in New South Wales, 34% in Victoria, 14% in Queensland, 8% in Western Australia and 3% in other states and territories.

Judo's loan portfolio broadly mirrors the overall lending in the SME sector, with the exception of mining and property development which are sectors Judo has not lent to. Judo has only recently begun lending to the agricultural sector, and therefore lending to this sector was negligible at 30 June 2022.



<sup>1</sup> Defined as impairment expense on loans, advances and treasury investments (Cost of risk). Calculated based on average Gross Loans and Advances (GLA).

# Key Highlights.

Throughout the year, we have remained focused on delivering our FY22 Prospectus metrics, a key milestone on the path towards achieving our key business metrics at scale.

## Financials

Pro forma profit before tax<sup>1</sup>

**\$15.6**  
MILLION



Statutory net profit/(loss) after tax

**\$(7.7)**  
MILLION



Loan book

**\$6.1**  
BILLION



Lending growth

**\$2.6**  
BILLION



Cost of risk  
(per annum)<sup>2</sup>

**0.5%**



Deposits

**\$4.1**  
BILLION



Underlying  
NIM<sup>3</sup>

**2.79%**



Common equity  
tier 1 capital

**\$1.3**  
BILLION



ASX debut  
**NOVEMBER 2021**

Inaugural senior unsecured debt  
instrument and NCD issue



S&P investment  
grade credit rating

**\$80 / \$332**  
MILLION MILLION

<sup>1</sup> A reconciliation between pro forma and statutory results is included in the Financial Performance section of the Judo 2022 annual report (section 2.1).

<sup>2</sup> Defined as impairment expense on loans, advances, and treasury investments. Calculated based on average GLA.

<sup>3</sup> Underlying NIM is net interest margin adjusted to remove the temporary impacts of excess liquid assets attributable to Judo's Term Funding Facility (TFF) preservation strategy (further discussed in the Financial Performance section of Judo 2022 annual report (section 2.3)).

## Customers

SME customers  
as at June 2022

**2,763**



Industry-leading  
net promoter score<sup>4</sup>

**+78**



Deposit customers  
as at June 2022

**19,212**



Accredited  
third-party brokers

**1,000**



## People

FTE employees (#)

30 Jun 20

**197**

30 Jun 21

**320**

30 Jun 22

**465**

Workforce

**57%**

Customer  
touching

**43%**

Enabling  
functions



<sup>4</sup> As at 30 June 2022, measured on the average onboarding NPS for the prior twelve months.

# Notice of General Meeting.

Judo Capital Holdings Limited ACN 612 862 727 (the **Company**) gives notice that a general meeting of members will be held on **Friday, 28 October 2022** at **9.30am (AEDT)** at Dexus Place, Level 14, 385 Bourke Street, Melbourne.

## Business

### Item 1. Receive and Consider Reports

To receive and consider the Company's financial statements and the reports of the directors and of the auditors for the year ended 30 June 2022.

There is no vote on this item.

### Item 2. Re-election Of Directors

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

- a. **"Resolved** that Peter Hodgson being a Director of the Company who retires by rotation pursuant to rule 3.6 of the Company's Constitution, and being eligible offers himself for re-election, is re-elected as a Director of the Company."
- b. **"Resolved** that Mette Schepers being a Director of the Company who retires by rotation pursuant to rule 3.6 of the Company's Constitution, and being eligible offers herself for re-election, is re-elected as a Director of the Company."
- c. **"Resolved** that Manda Trautwein being a Director of the Company who retires by rotation pursuant to rule 3.6 of the Company's Constitution, and being eligible offers herself for re-election, is re-elected as a Director of the Company."

Please see the explanatory notes for more information about the directors seeking re-election.

### Item 3. Remuneration Report

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

**"Resolved** that the Remuneration Report of the Company for the year ending 30 June 2022 be adopted"

The Remuneration Report is set out in the directors' report for the year ended 30 June 2022 and can be found on the Company's website.

Please note that the vote on the resolution is advisory only and does not bind the directors or the Company. A voting exclusion applies to this resolution. Please see the explanatory notes for more information.

**Date:** 26 September 2022

**By order of the Board**



**Yien Hong**

Company Secretary

Judo Capital Holdings Limited



# Explanatory Notes.

These notes form part of the notice of annual general meeting.

## 1. Receive and Consider Reports

This item of business relates to the consideration of the Company's financial statements and the reports of the directors and the auditors of the Company for the year ended 30 June 2022 (**2022 Financial Report**), as required under section 317(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**). The audited financial report is contained within the Company's Annual Report. This item of business also provides shareholders the opportunity to ask questions or to make comments concerning the 2022 Financial Report during the AGM. There is no requirement for a formal resolution on this item of business.

The members will also have the reasonable opportunity to ask the auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

The auditor will also have the reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. Such questions must be submitted by no later than 1pm (AEDT) Friday, 21 October 2022.

The consolidated financial report for the Company and its controlled entities for the period ending 30 June 2022 can be found here: <https://www.judo.bank/annual-general-meeting-2022>.

## 2. Re-election of Directors

Pursuant to rule 3.6 of the Company's Constitution, Peter Hodgson, Mette Schepers and Manda Trautwein retire by rotation and being eligible, offer themselves for re-election as Directors of the Company. The Board has considered the skills, experience, knowledge and independence of Peter Hodgson, Mette Schepers and Manda Trautwein and endorses the nomination for each of them as candidates for re-election.

### Peter Hodgson



**Peter Hodgson**  
Chairman

Appointed  
25 January 2017

Board committees	Board Audit Committee; Board Risk Committee; Board Remuneration Committee
Qualifications	Peter holds a Master of Arts (Hons) in Law from Cambridge University and is a member of the Australian Institute of Company Directors.
Skills and expertise	Peter has over 37 years of experience in financial services in Australia and overseas. He has held senior executive positions at Bank of America, BZW and ANZ and he now holds a number of Board positions, including as a Director and Chair. He is currently on the advisory boards of Drummond Capital Partners and Planum Partners and is also a member of the Trinity College Investment Management Committee. He is Chair of the Centre of Evidence and Implementation, is on the Board of Fintech for International Development, representing Save the Children International, and he is a director of the Save the Children Impact Fund. Peter's past roles include Chair of Save the Children Australia which he held for nine years, and Chair of Greengate Aged Care Partnership. He was also a Trustee and Director of Save the Children International and chaired the Audit and Risk Committee of the organisation.
Directorships of other listed entities	Nil

The Board recommends unanimously (with Peter Hodgson abstaining) that the shareholders vote in favour of his re-election.

# Explanatory Notes.

## Mette Schepers



### Mette Schepers Non-Executive Independent Director

Appointed  
17 April 2019

Board committees	Board Audit Committee; Board Risk Committee
Qualifications	Mette holds a Bachelor of Commerce from the University of Melbourne, a Graduate Diploma of Applied Finance and Investments from the Securities Institute of Australia (now FINSIA), a Graduate Diploma of Mobile Banking from Illinois Institute of Technology and an Associate Degree in Design (Furniture) from RMIT. Mette is a Graduate of the Australian Institute of Company Directors.
Skills and expertise	Mette has over 30 years of international experience in banking and professional services, and is a Chartered Accountant. Mette has held senior executive roles at Mercer, ANZ, Esanda and FleetPartners, and has extensive experience serving large corporates, small to medium businesses and retail customers. Prior to this, Mette worked internationally with PwC. Mette is currently a Board member of the Public Interest Journalism Initiative. Previously, Mette served on the boards of a variety of private and for-purpose companies, and a statutory authority.
Directorships of other listed entities	Nil

**The Board recommends unanimously (with Mette Schepers abstaining) that the shareholders vote in favour of her re-election.**

## Manda Trautwein



### Manda Trautwein Non-Executive Independent Director

Appointed  
17 April 2019

Board committees	Board Audit Committee (Chair); Board Risk Committee (Observer)
Qualifications	Manda holds a Bachelor of Commerce from Macquarie University, a Master of Applied Finance from Macquarie University and a Master of Applied Taxation from UNSW. She is a Fellow of Chartered Accountants ANZ and a Member of CPA Australia.
Skills and expertise	Manda has over 22 years of experience as an accountant in public practice, with a specific focus on advising SMEs. She is currently a Partner of William Buck in Sydney. Manda was previously the National Chair of the Chartered Accountants Australia and New Zealand Business Valuation Community and an Adjunct Fellow at Macquarie University, where she lectured to postgraduate students in Applied Finance.
Directorships of other listed entities	Plexure Group Limited

**The Board recommends unanimously (with Manda Trautwein abstaining) that the shareholders vote in favour of her re-election.**

### 3. Remuneration Report

The Remuneration Report is set out on page 89 to 112 of the Company's 2022 Annual Report and is available on the Company's website at <https://www.judo.bank/annual-general-meeting-2022>. The Remuneration Report outlines the remuneration arrangements in place for the Company's key management personnel (**KMP**) of Judo in FY2022 who have authority and responsibility for planning, directing and controlling the activities of the Company.

This vote is advisory only and does not bind the Directors or the Company. However, any discussion on this resolution and the outcome of the vote will be taken into consideration by the Board Remuneration and Nominations Committee when considering the future remuneration arrangements of the Company.

#### Voting Exclusion

A vote must not be cast on the proposed resolution in item 3:

- a. by or on behalf of a person who is a member of the Company's KMP details of whose remuneration are disclosed in the Remuneration Report for the financial year ended 30 June 2022 or their closely related parties, regardless of the capacity in which the vote is cast; or
- b. as a proxy by any KMP as at the date of the AGM or their closely related parties,

unless the votes are cast as a proxy appointed in writing for a person who is entitled to vote on the resolution in item 3 where the proxy form specifies how the proxy is to vote on the resolution in item 3.

If you appoint the Chairman of the AGM as your proxy, and you do not direct your proxy how to vote on the resolution in item 3, you will be expressly authorising the Chairman of the AGM to exercise your proxy even if the resolution in item 3 is connected directly or indirectly with the remuneration of a KMP of the Group, which includes the Chairman of the AGM.

KMP means the Company's key management personnel which include the Directors.

Closely related party includes a spouse, dependent and other close family members including any companies controlled by a KMP.

**The Board unanimously recommends that shareholders vote in favour of the resolution in item 3.**

## Entitlement to vote

1. A shareholder's entitlement to vote at the AGM will be the entitlement of that shareholder set out in the register of shareholders at 7.00pm (AEDT) on Wednesday, 26 October 2022. Transactions registered after that time will be disregarded in determining a shareholder's entitlement to vote at the meeting.
2. A shareholder can attend and vote at the meeting either by:
  - a. attending and voting in person; or
  - b. by completing and returning the proxy form.

## Admission to AGM

1. Proof of identity will be required for admission to the AGM.
2. Shareholders or their proxies, attorneys or representatives who will be attending the AGM are asked to arrive 15 minutes before the start of the AGM to ensure timely registration.

## Appointment of proxies

1. Each shareholder entitled to vote at the general meeting may appoint a proxy to attend and vote at the AGM.
2. A proxy need not be a shareholder of the Company.
3. A proxy can be an individual or a body corporate. If a shareholder appoints a body corporate as its proxy, the body corporate will need to follow the procedure set out below to appoint an individual as its corporate representative.
4. A shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you appoint two proxies and the appointment does not specify the proportion or number of your votes each proxy may exercise, section 249X of the *Corporations Act 2001* (Cth) will take effect so that each proxy may exercise half of the votes (ignoring fractions). If the shareholder is a body corporate, then the proxy form may be executed under its common seal, or by two directors, or by a director and a company secretary of the corporation. If there is a sole director who is also the sole secretary, then the proxy form may be signed by that person. If there is a sole director and no company secretary, then the sole director may sign alone.
5. If the proxy form is signed under a power of attorney, the power of attorney or a certified copy of the power of attorney must accompany the proxy form unless the power of attorney has previously been noted by the Company's Share Registry.
6. A body corporate appointed as a shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the AGM. The representative should provide evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company's Share Registry. Corporate representatives need to file their evidence with the Company's Share Registry by 9.30am (AEDT) on Wednesday, 26 October 2022.
7. If you wish to indicate how your proxy should vote, you should mark the appropriate boxes on the proxy form. Subject to the voting exclusions set out in the explanatory notes, if you do not mark a box, your proxy may vote as they choose.
8. If a shareholder appoints a member of the Company's KMP as a proxy the member is not permitted to cast the shareholder's vote on item 3 unless the shareholder directs the proxy how to vote or the Chairman is the shareholder's proxy.
9. If the Chairman is appointed as a proxy but the appointment does not specify how to vote on each resolution, you will be expressly authorising the Chairman to vote as they see fit and you should note that the Chairman intends to vote in favour of each resolution.
10. If you appoint a proxy and your proxy is not recorded as attending the meeting or does not vote on a poll, the Chairman will be taken to have been appointed as the proxy.

## Bodies corporate

1. A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.
2. The representative should provide evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company's Share Registry. This authority must be provided to the Company's Share Registry by 9.30am (AEDT) on Wednesday, 26 October 2022.

## Lodgement of proxy documents

1. Proxy appointments must be made online via the Company's Share Registry website as set out below or proxy forms must be received by the Company's Share Registry at the following address or the facsimile number below:
  - a. Online at <https://investorcentre.linkgroup.com/Voting/JDO>
  - b. By facsimile: +61 2 9287 0309
  - c. By mail:  
Judo Capital Holdings Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia
  - d. By hand:  
Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150
2. A proxy appointment form is enclosed with this notice. For an appointment of a proxy for the meeting to be effective:
  - a. the proxy's appointment; and
  - b. if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed (e.g. a power of attorney) or a certified copy of it,

must be received by 9.30am (AEDT) on Wednesday, 26 October 2022.

## Submitting questions

1. Shareholders may submit written questions in advance of the AGM through the online voting platform. Questions must be received by no later than 1.00pm (AEDT) on Friday, 21 October 2022.
2. The Chairman will endeavour to address as many of the more frequently asked questions as possible, however there may not be sufficient time to address every question raised.

## Webcast

1. A live webcast of the AGM will be available from 9.30am (AEDT) on Friday, 28 October 2022 at <https://webcast.openbriefing.com/9096/>. The webcast will be recorded and will be available for viewing after the AGM.



# General Notes.

## Dexus Place location and access map

Dexus Place is located at Level 14, 385 Bourke Street, Melbourne between Elizabeth Street and Queen Street.

