

# ANNUAL GENERAL MEETING

2025



The Voice of Australian Shareholders

## NOTICE OF ANNUAL GENERAL MEETING (AGM)

Notice is hereby given that the AGM of the Australian Shareholders' Association Limited (ASA) will be held at 4.00pm (AEST) on Tuesday, 6 May 2025 at the W Hotel Sydney at 31 Wheat Road, Sydney, New South Wales, 2000.

All members are important to the ASA and ultimately as a "for purpose" organisation, our members are the reason we exist. The AGM is a great way to have your voice heard, so we would very much appreciate your participation and your votes on the resolutions being put to members. Whilst voting is not compulsory, each vote counts. The overall results are published on the ASA website. We do hope you will join other members at this year's AGM.

The 2025 AGM will be a hybrid meeting, with members having the ability to attend the meeting in person at the above address or participate online. The details needed to join the meeting online are set out below in the Member Online Meeting Guide below. You will need your smartphone, tablet or computer to participate online. You will need your device to vote, whether in person or online. There will be ASA staff present in the room to assist members to vote electronically.

Please note that you will need your ASA member number to vote. Staff at the AGM will be able to assist you if you do not have your member number to hand. You may also phone or email the national office prior to the meeting if you cannot locate your member number.

ASA is a longstanding champion of the AGM as the forum where Boards engage with shareholders. We are proud to offer members another hybrid AGM and we thank Lumi for supporting the ASA by providing us with, pro-bono, the facilities to conduct a hybrid AGM.

When participating online, you will be able to view the meeting procedures, ask questions of the Board and CEO, and vote. Only financial members will be eligible to vote. With Lumi's assistance, ASA will also be opening electronic proxy lodgement for financial members on Monday 28 April 2025. This will mean that members can record their votes via the Lumi technology prior to the meeting instead of sending a proxy form. If a member attends the meeting online, their vote will be valid and will only be superseded if the member explicitly appoints a proxy and votes through that proxy. Members can change their lodged votes until the resolution closes during the meeting. Any change will be recorded and amended in Lumi's database.

### Steps for participation in the hybrid AGM

1. **Members physically attending** the AGM should use their own smart phone or device to vote.
2. **ASA members participating in the meeting online** will need to have a smartphone or tablet or computer that is sound enabled, has built in speakers or is connected to speakers or headphones. Details for accessing the Lumi platform are provided in the Online Meeting Guide below.

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## NOTICE OF ANNUAL GENERAL MEETING (AGM)

### ITEMS OF BUSINESS

#### 1. Financial and other reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 December 2024.

#### Ordinary Resolutions

#### 2. Election of Directors

- (a) To re-elect Julieanne Mills as a Director
- (b) To elect Geoff McClelland as a Director.

#### POLL

Voting on all items will be conducted by poll.

#### PROXIES

A member of ASA is entitled to attend and vote at the meeting or appoint a proxy to attend and vote on their behalf. A proxy need not be a member of ASA.

The (non-electronic) instrument appointing a proxy and any other document necessary to show the validity of the appointment **must be received at the registered office of ASA, Suite 11, Level 22, 227 Elizabeth Street, Sydney NSW 2000, Australia, by 4.00pm AEST on 4 May 2025** in order that the appointment may be effective at the meeting.

Proxies are encouraged to vote via the Lumi technology. Refer to the Online Meeting Guide below. Members who wish to lodge a non-electronic proxy may send a properly signed proxy in the form set out at the end of this Notice of Meeting to the above address.

By Order of the Board

Michael Jackson  
Company Secretary  
10 April 2025

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## NOTICE OF ANNUAL GENERAL MEETING (AGM)

AUSTRALIAN SHAREHOLDERS' ASSOCIATION LIMITED

ABN 40 000 625 669

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

### ADDITIONAL INFORMATION

#### Questions for Directors or the Auditor

Should a member or proxy holder have a question or comment for the Directors concerning ASA, or questions for the Directors or the Auditor concerning the financial or other reports, it is **requested that the question or comment be sent to the Company Secretary, by email to [share@asa.asn.au](mailto:share@asa.asn.au)** or by post to the registered office of ASA, Suite 11, Level 22, 227 Elizabeth Street, Sydney NSW 2000, Australia, by no later than by **5.30pm AEST on 5 May 2025** in order to aid the efficiency of the meeting.

#### Item 1 – FINANCIAL REPORTS

This Item relates to ASA's Financial Report, Directors' Report and Auditor's Report (the Financial Reports) for the year ended 31 December 2024. This Item does not require a formal resolution and so no vote will be held. Shareholders may ask questions and make comments on the Financial Reports or the management of ASA and will have an opportunity to ask questions of ASA's auditor in relation to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by ASA and the independence of the auditor in relation to the conduct of the audit.

The Financial Reports are in ASA's 2024 Annual Report and are available on ASA's website. A printed copy will be provided on request made to the national office.

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## Item 2 – ELECTION OF DIRECTORS

ASA seeks to maintain a high-quality Board, comprised of volunteers, with the skills and experience to represent members. A Board skills matrix is provided in ASA's 2024 Annual Report. The Board uses the skills matrix to assess and track the key skills and experience the Board has, and is seeking to achieve.

The skills matrix in the Annual Report was compiled following a Board self-assessment conducted in 2024. Individual Director self-assessments were cross-checked via a peer review. The assessment was carried out using a tool provided by BoardOutlook. The Board thanks BoardOutlook for providing the tool and its staff on a pro bono basis in recognition of the important role ASA plays in relation to governance and Australian companies.

The Board's People & Culture Committee assists the Board in considering the future composition of the Board.

Following consideration of the mix of skills, experience, expertise, diversity, independence and other qualities of the Directors, the Board (with the exception of each Director in relation to his own election) has recommended the election of each Non-Executive Director under item 2.

A candidate for election is required to address the meeting prior to the vote. The following statements are based on material which has been provided by the candidates.

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## **Julieanne Mills GAICD BA Design, MA Fine Art**

Julieanne joined the Board in 2022 and has been a member of the ASA since 2017 and a company monitor since 2019. She is an experienced long-term investor who believes in good governance and investing for the future in a rapidly changing world.

A graduate and continuing member of the AICD, Julieanne brings to the Board a retail investor perspective, an understanding of good corporate governance, a continuing interest in organisational strategy, risk and opportunity, and an interest and passion for ethical and sustainable investing. Her background in the design and creative industries brings creative thinking, design skills and diversity to the Board. She is married with two sons in their twenties.

“My experiences as a member of the ASA has given me an enormous respect for the contributions, skills and experience reflected in the membership, especially the volunteers, and the value and integrity of the ASA as an educator and advocate for retail shareholders. I believe the key challenges for investors are sustainability and governance. It is important that the ASA appeals to a broad membership.”

*The Board (other than Ms Mills) recommends shareholders vote in favour of the re-election of Ms Mills to the Board. The Chairman of the AGM intends to vote all available proxies in favour of this Item.*

## **Geoff McClelland, MBA, FAICD, MACS Snr**

Geoff was appointed to the Board to fill a casual vacancy on 8 April 2025.

Geoff recently retired with 40+ years of global experience in Information Technology, having held senior staff roles and consulted to large organisations around the world, in several industry sectors, including Retail, Hospitality, Defence and Finance. He has been a member of both the Australia Investors Association (AIA) and the Australian Shareholders Association (ASA) since 2013. In late 2022, Geoff became the Convenor for the Sydney Inner West discussion group and in June 2023 a member of the NSW State Committee, which he has chaired since February 2024.

Geoff has been an investor since 1993 and while primarily a fundamental analysis, buy and hold investor, with an emphasis on sector analysis, he does use technical analysis to time entry and exits.

Geoff has a Master of Business Administration (MBA) from UTS (Finance Major) and is a Fellow (Retired) of the Australian Institute of Company Directors (FAICD) and a Senior member (Retired) of the Australian Computer Society (MACS Snr).

*The Board (other than Mr McClelland) recommends shareholders vote in favour of the election of Mr McClelland to the Board. The Chairman of the AGM intends to vote all available proxies in favour of this Item.*

The Board considers each candidate to be an independent director.

# Online Meeting Guide

Australian Shareholders' Association Limited AGM  
6 MAY 2025, 4:00pm AEST

## Attending the meeting virtually

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

To participate online, visit <https://meetings.lumiconnect.com/300-218-235-022> on your smartphone, tablet or computer.

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



Scan to join the meeting

To log in, you may require the following information:

**Meeting ID: 300-218-235-022**

### ASA Members

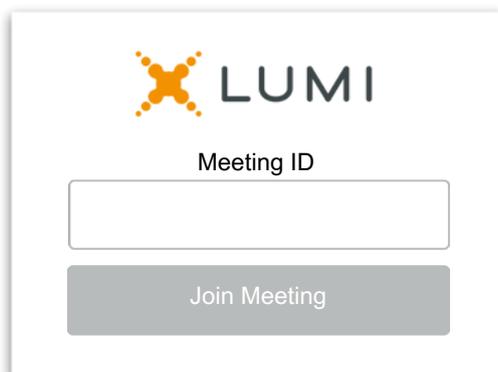
- **Username**  
(ASA Member Number)
- **Password**  
(postcode of your registered address)

### Appointed Proxies

To receive your unique username and password, please contact the ASA on +61 (0) 2 9252 4244.

## Registering for the meeting

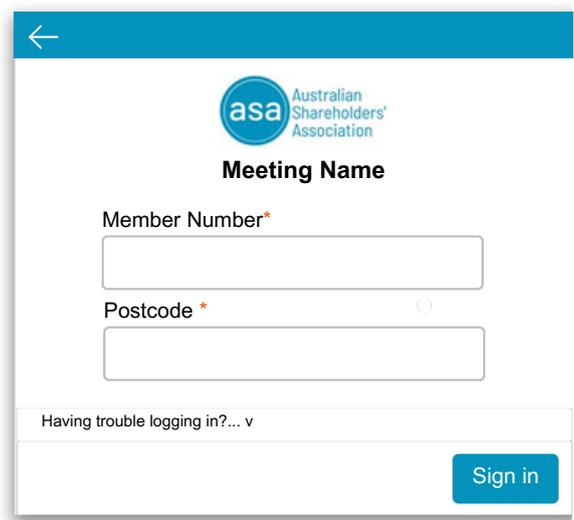
- 1 To participate in the meeting, follow the direct link at the top of the page. Alternatively, visit **meetings.lumiconnect.com** and enter the unique 12-digit Meeting ID, provided above.



The screenshot shows the LUMI logo at the top, followed by the text 'Meeting ID' above a text input field. Below the input field is a grey button labeled 'Join Meeting'.

- 2 **To register as a Member,** enter your Member Number and Postcode and press Sign in.

**To register as a proxyholder,** In the 'Member Number' field enter your username and in the 'Postcode' field enter your password.



The screenshot shows the ASA logo at the top, followed by the text 'Meeting Name' above a text input field. Below this are two text input fields labeled 'Member Number\*' and 'Postcode\*'. At the bottom right is a blue button labeled 'Sign in'. A link 'Having trouble logging in?... v' is visible above the button.

# Watching the meeting

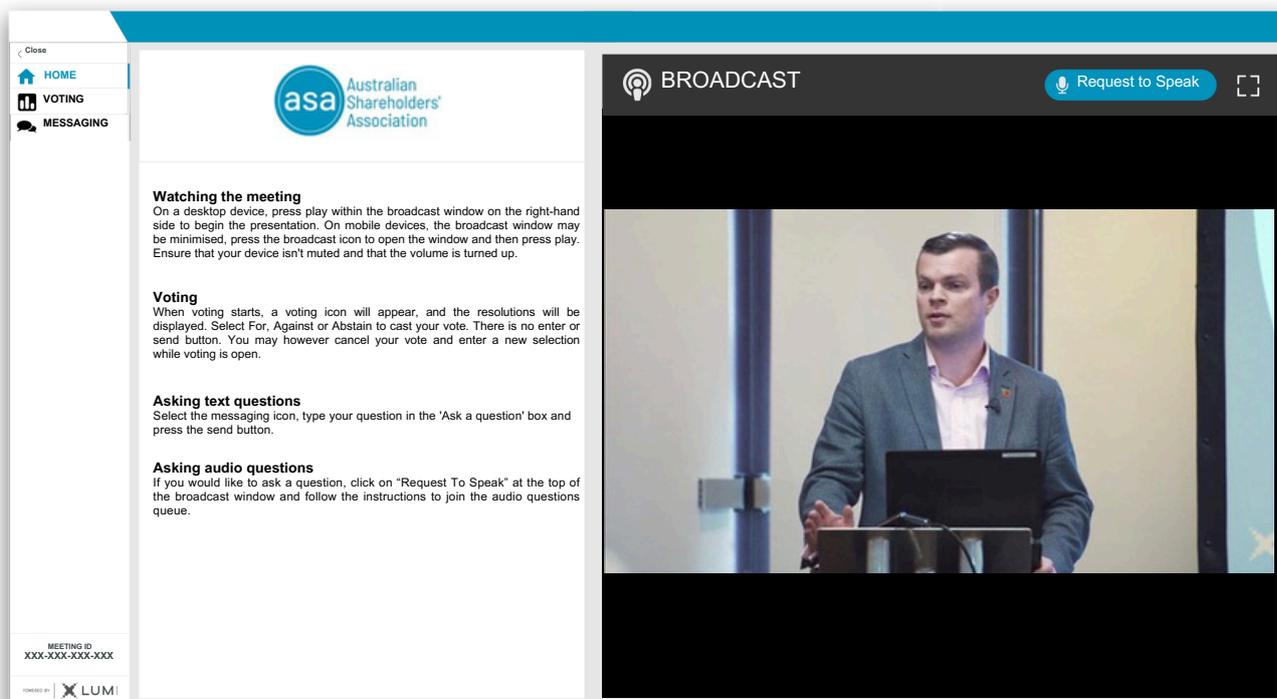
3 On a desktop/laptop device, you will see the home tab on the left, which displays the meeting title and instructions. The webcast will appear automatically on the right. Press play and ensure your device is not muted.



You can watch the webcast full screen, by selecting the full screen icon.



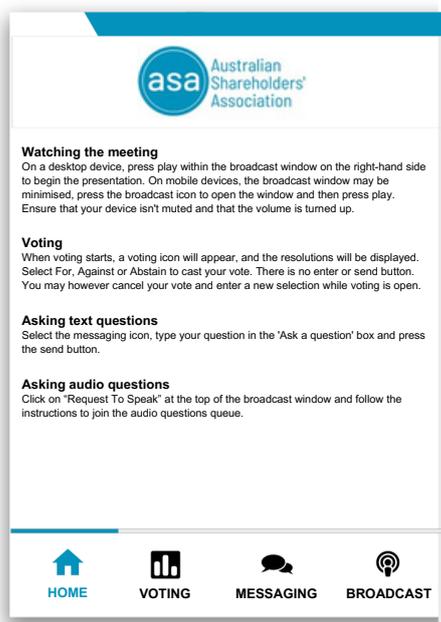
To reduce the webcast to its original size, select the minimise icon.



4 On a mobile device, select the Broadcast icon at the bottom of the screen to open the webcast. Press play and ensure your device is not muted.

During the meeting, mobile users can minimise the webcast at any time by selecting one of the other icons in the menu bar.

You will still be able to hear the meeting while the broadcast is minimised. Selecting the Broadcast icon again will reopen the webcast.



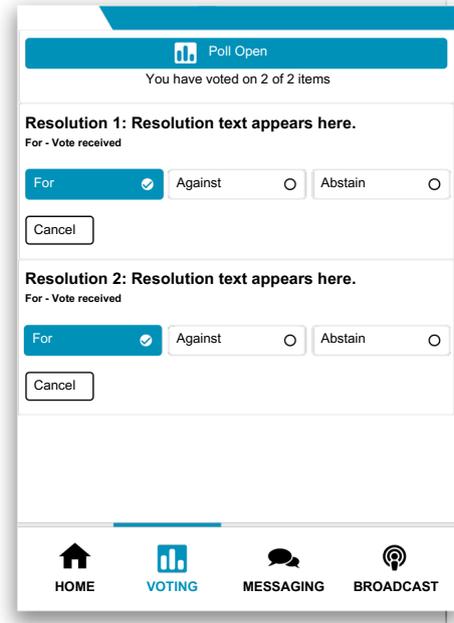
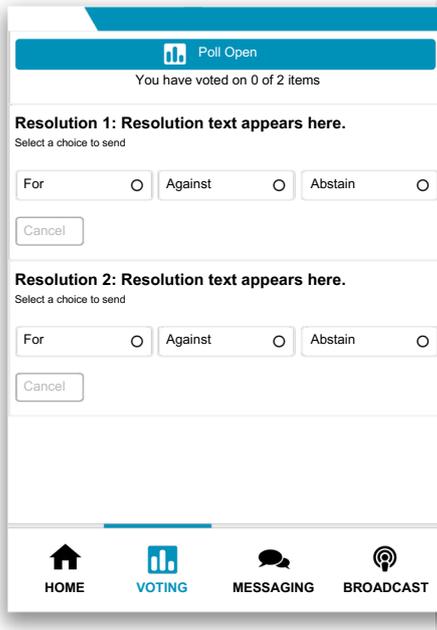
# Voting

5

When the Chair declares the poll open:

- A voting icon  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.

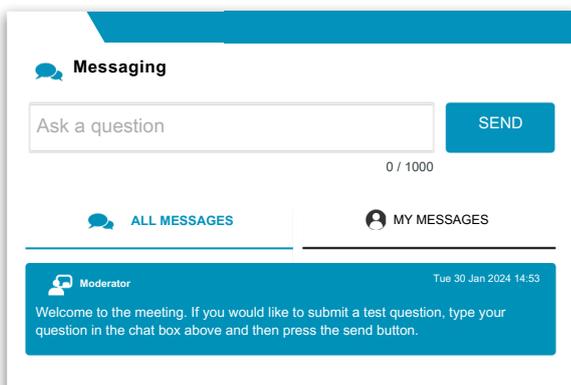


# Text Questions

6

To ask a written question, tap on the messaging icon , type your question in the box at the top of the screen and press the send button .

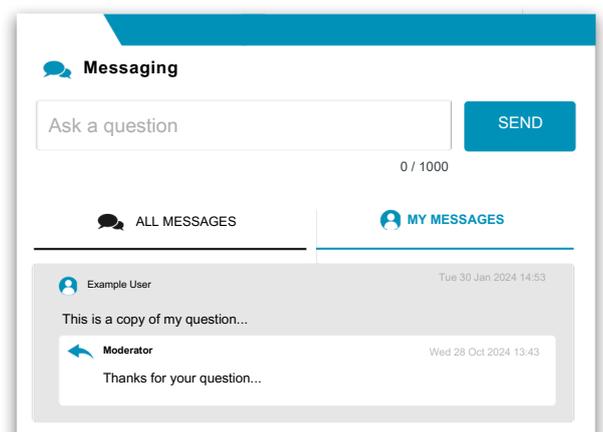
Confirmation that your message has been received will appear.



7

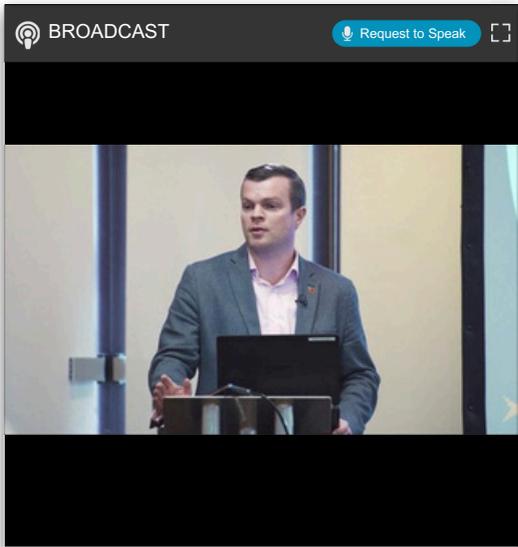
Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

A copy of your sent questions, along with any written responses, can be viewed by selecting "MY MESSAGES".



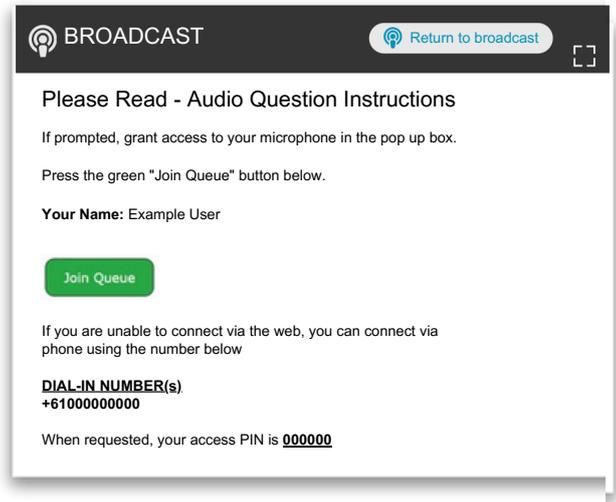
# Audio Questions

- 8 If you would like to ask a verbal question, click the 'Request to Speak' button at the top right corner of the broadcast window.



- 9 The audio questions interface will now display. Confirm your details, click 'Submit Request' and follow the instructions on screen to connect.

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



 **Home tab** - Displays meeting instructions

 **Messaging tab** - Submit written questions or comments

 **Documents tab** - View documents relating to the meeting, if available

Need help?

If you require any help using this system prior to or during the meeting, please call +61 2 8075 0100 so we can assist you.

# ANNUAL GENERAL MEETING

2025



The Voice of Australian Shareholders

## PROXY FORM ANNUAL GENERAL MEETING | 6 MAY 2025

I (please print) \_\_\_\_\_

Of \_\_\_\_\_

being a member of the Australian Shareholders' Association Limited (ASA), hereby appoint:

1. The Chair of the Meeting (please tick)

OR print here the name of the person or company you wish to appoint as your proxy:

\_\_\_\_\_

or, failing the person so named or if no person is named, the Chair of the Meeting as my proxy to attend and vote on my behalf at the Annual General Meeting of Australian Shareholders' Association Limited to be held at 4.00pm (AEST) on 6 May 2025 and at any adjournment thereof.

2. If you wish to direct your proxy how to vote please complete the following:

ORDINARY BUSINESS	FOR	AGAINST	ABSTAIN*
2(a) Re-election of Ms Julieanne Mills	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(b) Election of Mr Geoff McClelland	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*If you mark the abstain box for a particular candidate, you are directing your proxy not to vote on your behalf on a poll in relation to that resolution and your vote will not be counted in calculating the required majority on a poll.

### 3. SIGNATURE OF MEMBER – THIS SECTION MUST BE COMPLETED

Individual Member \_\_\_\_\_ Email \_\_\_\_\_

Date \_\_\_\_\_

LODGEMENT OF PROXY – Proxies may be lodged:

by mail to ASA, Suite 11, Level 22, 227 Elizabeth Street, Sydney NSW 2000, or

by email (scanned copy) to [share@asa.asn.au](mailto:share@asa.asn.au)

by logging on to the Lumi app and voting via that app (voting via this method will open on Monday, 28 April 2025)

**To be effective this Proxy Form must be received by the Australian Shareholders' Association by 4.00pm AEST on 4 May 2025.**

# ANNUAL GENERAL MEETING

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## INSTRUCTIONS FOR COMPLETION OF THE PROXY FORM

A member of ASA entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on behalf of the member.

A member is not entitled to vote at any meeting unless all subscriptions due to the ASA have been paid.

### 1. Appointment of Proxy

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting, please print the name of that person or company in the space provided.

If you leave this section blank, or the person you appoint does not attend the meeting, the Chair of the Meeting will be your proxy (unless you delete those words). A proxy need not be a member of ASA.

### 2. Vote on the Resolution

You may direct your proxy how to vote by placing a mark in one of the three (3) boxes opposite each resolution.

You may vote "For", "Against" or "Abstain" in relation to each resolution. In order to be elected, a candidate must receive more votes validly cast for their election than against. If you do not mark any of the boxes for a given candidate, your proxy may vote as he or she chooses in relation to that candidate.

### 3. Signature of Member

The Proxy Form must be signed by the member or if signed by a person who is not the registered member a relevant authority must either have been exhibited previously to ASA or be enclosed with the proxy.

LODGEMENT OF PROXY – Proxies may be lodged:

by mail to ASA, Suite 11, Level 22, 227 Elizabeth Street, Sydney NSW 2000, or

by email (scanned copy) to [share@asa.asn.au](mailto:share@asa.asn.au)

by logging on to the Lumi app and voting via that app

**To be valid the Proxy Form and any Power of Attorney or other authority under which it is signed must be received by the Australian Shareholders' Association by 4.00pm AEST Monday, 4 May 2025.**

**Please contact the National Office of the Association on 1300 368 448 if you have any concerns regarding your proxy.**