

AUSTRALIAN SHAREHOLDERS' ASSOCIATION LIMITED

ABN 40 000 625 669

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Australian Shareholders' Association Limited will be held at 5.45pm on Tuesday 22 May 2018 at Sydney Sofitel Wentworth, 61-101 Phillip Street, Sydney. In 2018, your Board is pleased to announce that ASA will again be holding a hybrid AGM to allow the participation of members from around the country as well as those able to physically attend on the day.

ASA is a longstanding champion of the AGM as the forum where boards are required to front shareholders and give them the opportunity to ask questions. It is a key aspect of good corporate governance. A hybrid AGM allows both shareholders in the room and those far distant to hear from directors, ask questions and vote. It provides for participation by all shareholders, not just some.

If you participate online, you will be able to view the meeting procedures, ask questions of the Board and vote. Only financial members will be eligible to vote.

Steps for participation in hybrid AGM

1. Members attending the AGM physically will register at the AGM venue. Members will have the choice of using their own smartphone or tablet or a hand-held device. We will issue hand-held devices to the members without a personal smart phone or tablet.
2. For those ASA members participating in the meeting online, you will need to download the Lumi AGM App onto your smartphone device. The app is available in Android and iOS only and can be downloaded from the Google Play Store™ Market or the Apple® App Store by searching by app name "Lumi AGM". It is highly recommended that you download the Lumi AGM App in advance of the meeting day.
3. Alternatively, Lumi AGM is available as a mobile web client, and can be accessed using any web browser, on a PC, tablet or smartphone device. To vote using this method, please go to <https://web.lumiagm.com>
4. Registration of members will commence from 5.15pm AEST (4.45pm ACST and 3.15pm AWST) at the close of the National Conference. You will be asked to enter a Meeting ID to register. The Meeting ID is **336-122-513**.
5. You will then be prompted to enter your username and password. **Your username is your unique member number** — we are emailing each member with this number, so please look out for the email from the ASA Board. **Your password is your postcode as recorded in our database**.
6. When successfully authenticated, you will be directed to the Home Screen.
7. Instructions on asking questions and voting are in the Explanatory Memorandum with additional details available on our website. Handouts with instructions will be available to those members attending in Sydney.

ORDINARY BUSINESS

Financial and other reports

To receive and consider the financial reports of the Association and the reports of the Directors and the Auditors for the year ended 31 December 2017.

Resolution 1 – Re-election of Geoff Bowd

To consider, and if thought appropriate, pass the following resolution as an ordinary resolution.

“Geoff Bowd having been appointed to the board on 6 May 2015, retires and, being eligible and offering himself for election, be re-elected as a Director of the Company.”

The Board has interviewed the candidate standing for re-election. After careful consideration, the board (with the exclusion of the director seeking re-election) recommends members vote FOR the re-election of the director.

Resolution 2 – Re-election of Don Hyatt

To consider, and if thought appropriate, pass the following resolution as an ordinary resolution.

“Don Hyatt, having been appointed to the board on 8 January 2015, retires and, being eligible and offering himself for election, be re-elected as a Director of the Company.”

The Board has interviewed the candidate standing for election. After careful consideration, the board (with the exclusion of the director seeking election) recommends members vote FOR the re-election of the director.

Resolution 3 – Election of Alison Buxton

To consider, and if thought appropriate, pass the following resolution as an ordinary resolution.

“Alison Buxton, having been appointed to the board on 26 June 2017, retires and, being eligible and offering herself for election, be elected as a Director of the Company.”

The Board has interviewed the candidate standing for election. After careful consideration, the board (with the exclusion of the director seeking election) recommends members vote FOR the election of the director.

PROXIES

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

The instrument appointing a proxy and any other document necessary to show the validity of the appointment must be received at the registered office of the Association, Suite 11, Level 22, 227 Elizabeth Street, Sydney NSW 2000, Australia, by 5.15pm EST Sunday, 20 May 2018 in order that the appointment may be effective at the meeting.

By Order of the Board

David Fletcher
Company Secretary
18 April 2018

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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 the Association 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 or post to PO Box A398, Sydney South NSW 1235, by no later than by 5.00pm EST 15 May 2018 in order to aid the efficiency of the meeting.

Statement by the board in support of Resolutions 1, 2 and 3

The Board of the ASA has carefully considered and assessed the qualifications and experience of the three candidates – Mr Geoff Bowd and Mr Don Hyatt and Ms Alison Buxton.

Mr Geoff Bowd has been a director of ASA since 6 May 2015. He has been a company monitor since 2007, was Chairman of the Victorian Company Monitor Committee from 2012 to late 2016 and has also served as Chairman of the Policy Committee in 2015 and 2016. Mr Bowd is 77 and lives in Victoria. Directors support Mr Bowd's nomination and will vote any undirected proxies in favour of his election.

Members are encouraged to express their views on this matter by lodging their vote, either in person or by proxy.

Mr Don Hyatt was appointed to the Board on 8 January 2015. He was Chairman of the Education Committee until 2017 and was the Victorian State Chairman from 2011 to early 2018. He is also a company monitor. Mr Hyatt is 66 and lives in Victoria. Directors support Mr Hyatt's nomination and will vote any undirected proxies in favour of his election.

Members are encouraged to express their views on this matter by lodging their vote, either in person or by proxy.

Mrs Alison Buxton was appointed to the Board on 26 June 2017 and has demonstrated strengths in the areas of strategy, marketing and change management. She has more than 20 years' experience as a senior executive having built a successful career in blue-chip, multinational organisations across several industries. Mrs Buxton is 56 and lives in Victoria. Directors support Mrs Buxton's nomination and will vote any undirected proxies in favour of her election.

Members are encouraged to express their views on this matter by lodging their vote, either in person or by proxy.

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

Resolution 1 — Re-election of Mr Geoff Bowd, BCom MCom

As well as being a director since 2015, Geoff has served as Chairman of the Policy Committee. He has been a company monitor for ten years and was Chairman of the Victorian Company Monitor Committee for three years. In his executive career Geoff worked in retail advertising and a major advertising agency

before joining Amcor Limited, where he held senior executive positions in domestic and international marketing, government liaison and project management.

Resolution 2 — Re-election of Mr Don Hyatt, BApp Sc DipEd MEd MACE

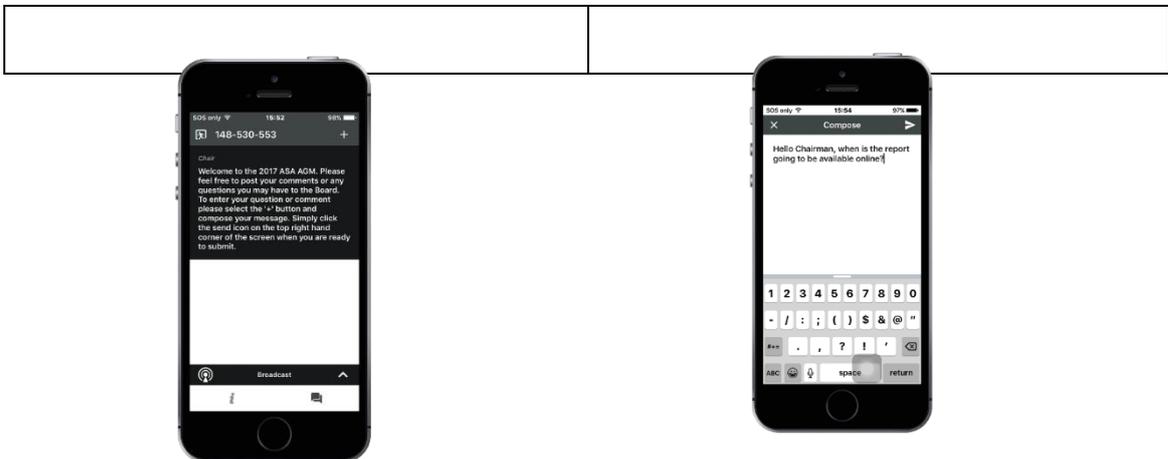
Don has just retired as State Chairman of Victoria at ASA after 6 years in the role. He is currently the ASA board member with oversight responsibility for education and events. He has been a company monitor for the past 7 years. Don spent over 30 years in education as a teacher, assistant principal, author, education officer and curriculum developer. He has been the recipient of several awards and was an Education Officer with CSIRO and President of the Science Teachers' Association of Victoria.

Resolution 3 – Election of Mrs Alison Buxton BCom (Marketing), GAICD

Alison is a non-executive director of Wiljuma Pty Ltd, Confoil Pty Ltd and Independent Director and Marketing Committee Lead for Women Sport Australia. She was previously an independent director of the East Gippsland Food Cluster (EGFC) and a member of its Remuneration & Nominations Committee and Member & Stakeholder Communications & Engagement Committee. Alison has more than 20 years' experience as a senior executive, having built a successful career in blue-chip, multinational organisations across several industries. With a background in marketing and supply chains, she has led large teams across Australia and the broader Asia-Pacific market, driving transformational change in complex environments.

Instructions on asking questions and voting at hybrid AGM

1. Within the 'Messaging' tab, a shareholder can submit their own question to the Chairman. To submit a question, a member should press the '+' button, compose their question and select the 'send' icon.



2. When the Chairman declares the polls open, the resolutions and voting choices will appear. Members are required to press the option corresponding with the way in which they wish to vote.

