

# ANNUAL GENERAL MEETING

2024



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 5.30pm (AEST) on Tuesday, 21 May 2024 at the Rydges Hotel Melbourne at 186 Exhibition Street, Melbourne, Victoria, 3000.

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 2024 AGM will be a **hybrid** meeting, with members having the ability to attend the meeting in person at the above address or participate online via <https://web.lumiagm.com/317231977> on your smartphone, tablet or computer. The meeting ID is: 317-231-977. There will be ASA staff present in the room to assist members to vote electronically. We are proposing that all voting be via the electronic platform. If any member who will be present at the physical meeting does not have access to a smartphone, tablet or computer they should contact the Company Secretary as soon as possible so that a voting card can be prepared.

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 on a pro bono basis by providing us with 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 7 May 2024. 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 If a member attends the meeting online, their vote will be valid and will only be superseded if the member explicitly appoints a proxy and votes through that proxy.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 and any change will be recorded and amended in Lumi's database.

### Steps for participation in the hybrid AGM

1. **Members physically attending** the AGM may use their own smart phone or device.
2. **ASA members participating in the meeting online** will need to have a smart phone 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 2023.

#### Ordinary Resolutions

#### 2. Election of Directors

- (a) To re-elect Lel Smits as a Director
- (b) To re-elect Michael Jackson as a Director
- (c) To elect Richard Goldman as a Director
- (d) To elect Benjamin Lister 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 5.30pm AEST on 20 May 2024 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  
24 April 2024

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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 15 May 2024** 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 2023. 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 2023 Annual Report and are expected to be available on ASA's website from around 30 April 2024. A printed copy will be provided on request made to the national office.

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## Item 2 – ELECTION OF DIRECTORS

Ms Lel Smits and Mr Michael Jackson joined the Board on 24 February 2021 and are offering themselves for re-election. Mr Richard Goldman was appointed to the Board on 27 April 2023. Richard was appointed to fill a vacancy. As his appointment occurred after the Notice of Meeting for the 2023 AGM was despatched, Richard's appointment was not considered by members at last year's AGM. Mr Benjamin Lister joined the Board on 23 April 2024 and is offering himself for election.

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 2023 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 also conducts an annual performance review. This self-assessment and review assists the People & Culture Committee and 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.

Members will be aware that members of the Australian Investors Association (AIA) became members of ASA when AIA ceased to carry on business. To smooth the amalgamation of AIA members into ASA, all former AIA Directors have been invited to participate in ASA Board meetings since December 2023. Mr Lister was an active AIA Director prior to the membership amalgamation and has contributed as an Observer at ASA Board meetings since December 2023. To further assist the transition, the Board has agreed that Mr Lasse Peterson and Ms Nadine Wake will continue to participate in ASA Board meetings as Observers for a further 12 months. Mr Peterson is already an active ASA member, having been appointed as Queensland Chair. Ms Wake was an active AIA Director and has contributed to ASA since late 2023 in the Observer role.

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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## **Lel Smits BA BMA MA (JOURNALISM) DIPINVREL**

Lelde Smits is an experienced finance journalist and awarded entrepreneur and director, including being named Director of the Year by Women in Finance and Women in Banking and Finance Rising Star Finalist in 2022. As advisor to ASX listed companies Lelde has more than 15 years of experience as a communications and governance professional working to drive economic empowerment in our community. Following a successful career as a broadcast finance journalist in Australia, Lelde relocated to Wall Street to work as the New York foreign correspondent for Australian Financial Review's digital division and a markets reporter inside the New York Stock Exchange for an independent media company in New York.

Returning to Sydney, Lelde co-founded Australia's premier investor and media relations consultancy – The Capital Network. Under Lelde's leadership the growing team has serviced more than 200 listed companies and fund managers and has been recognised with industry awards. Lelde specialises in digital investor communications and has guided hundreds of people and companies to establish and grow their profiles and enhance communications. While her own online professional, informative and educational investor video content has been viewed more than 1 million times she has dedicated her voluntary work to providing independent thought leadership and service to the investment community to foster economic empowerment.

Lel has attended several member meetings in Adelaide, her home town.

Lel has completed AICD's Governance Foundations for Not-for-Profit Directors.

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

## **Michael Jackson LLB GAICD**

Michael was appointed as a director and company secretary of ASA in February 2021. He has over 30 years' experience as a director, company secretary and corporate executive. His experience includes setting strategy, managing risk and structuring, negotiating, and implementing complex projects and contracts. He has experience in both the private sector and government.

Michael led a team of lawyers and contract managers at a global aerospace, space, transportation, defence and security group. Earlier in his career he was Chief Operating Officer at a financial institution, with responsibility for a diverse range of corporate services. He is an experienced General Counsel and Company Secretary.

In 2024 he joined the Board of New South Wales Bridge Association Limited. That company is in the process of a major restructure, and it is anticipated that Michael will continue as a Director when the company changes its name to Sydney Bridge Club Limited.

Michael has worked in environments with complex stakeholder relationships and has deep experience working with regulators. He has been assisting Carol Limmer to monitor Westpac for three years and previously assisted with the monitoring of Magellan. He is a keen investor and Bridge player.

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

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## **Richard Goldman B.Bus MBA FAICD CA FCPA**

Richard has over 30 years' corporate experience leading finance, strategy, IT and commercial functions across iconic ASX listed companies in Banking and Financial Services, Airlines, Telecommunications, Professional Services, Equity Investment, and Fast-Moving Consumer Goods. He has also held senior executive positions in the Australian Government, NSW Government, and the Not-for-Profit sector.

He brings a range of skills to the Board including strategic planning, corporate governance, risk management, finance and accounting, commercial management, and information technology.

Richard has a keen interest in corporate governance, education, ethics, and sustainability. His interest in finance education extends to providing thought leadership to leading Australian universities.

He holds a Master of Business Administration, a Bachelor of Business and is a Fellow of the Australian Institute of Company Directors, Chartered Accountant, and Fellow of CPA Australia.

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

## **Ben Lister BEng MBA GAICD**

Ben is an accomplished leader and business executive with 25 years of experience across strategy, operations, sales, marketing, innovation and financial management. He is currently a senior leader at Cummins, a global power technology organisation where he holds Board director roles in New Zealand, Australia and Singapore. Ben was also previously a Director of the Australian Investors Association.

Ben has experience in successful collaboration with teams, stakeholders, and community partners and is passionate about innovation, diversity, and effective governance in organisations.

He is also a keen equities and property investor and advocate for financial literacy and strong corporate governance.

As a passionate investor and advocate for enhancing financial literacy Ben is excited about the opportunity to contribute his skills, experience, and expertise to help the Australia Shareholders Association achieve its goals.

He is particularly drawn to the Australian Shareholders Association's mission to educate and advocate for individual investors. Provision of quality independent financial advice, he believes, is a rarity with many organisations offering biased advice.

Ben's experiences, along with his qualifications in Engineering, MBA and GAICD, equips him with the knowledge and skills necessary to provide strategic guidance and oversight to the organisation.

*The Board (other than Mr Lister) recommends shareholders vote in favour of the election of Mr Lister 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

21 MAY 2024, 5:30pm 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://web.lumiagm.com/317231977> 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 may require the following information:

Meeting ID: 317-231-977

### ASA Members

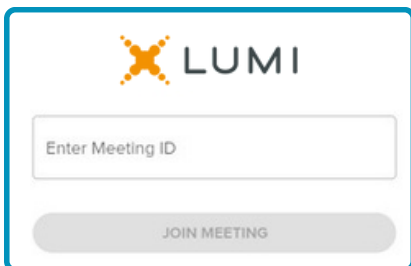
**Username**  
(ASA Member Number)  
**Password**  
(postcode of your registered address)

### Appointed Proxies

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

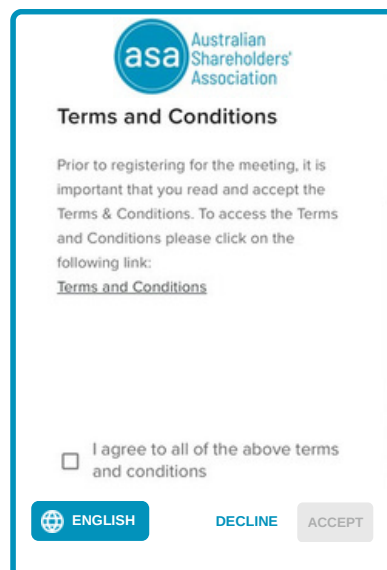
## Participating at the meeting

- 1 To participate in the meeting, follow the direct link at the top of the page. Alternatively, visit [web.lumiagm.com](https://web.lumiagm.com) and enter the unique 9-digit Meeting ID, provided above.



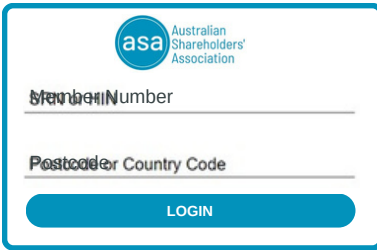
The screenshot shows the LUMI logo at the top. Below it is a text input field labeled "Enter Meeting ID". At the bottom of the form is a button labeled "JOIN MEETING".

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

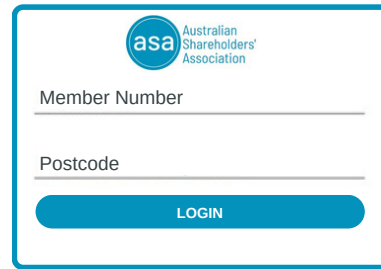


The screenshot shows the "asa Australian Shareholders' Association" logo at the top. Below it is the heading "Terms and Conditions". The text reads: "Prior to registering for the meeting, it is important that you read and accept the Terms & Conditions. To access the Terms and Conditions please click on the following link: [Terms and Conditions](#)". At the bottom, there is a checkbox labeled "I agree to all of the above terms and conditions". Below the checkbox are three buttons: "ENGLISH" (with a globe icon), "DECLINE", and "ACCEPT".

3 To register as a member, enter your Member Number and Postcode.



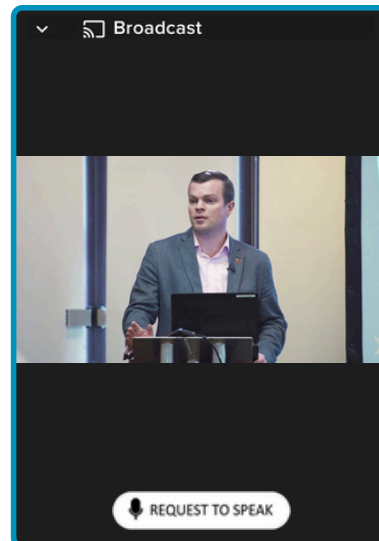
To register as a proxyholder, In the 'Member Number' field enter your username and in the 'Postcode' field enter your password.



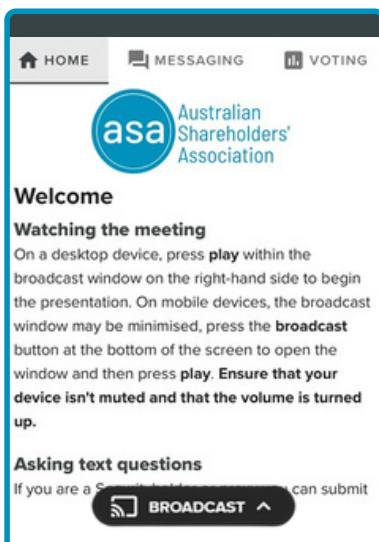
4 Once logged in, you will see the home page, which displays the meeting title and instructions.



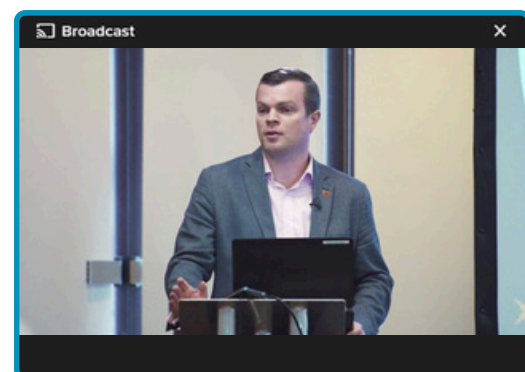
5 On a desktop/laptop device the webcast will appear at the side automatically. On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.



6 During the meeting, mobile users can minimise the webcast at any time by selecting the arrow by the broadcast icon. You will still be able to hear the meeting. Selecting the broadcast icon again will reopen the webcast.



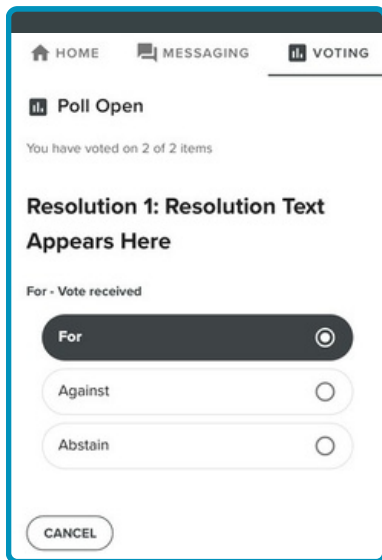
7 Desktop/laptop users can watch the webcast full screen, by selecting the full screen icon. To reduce the webcast to its original size, select the X at the top of the broadcast window.



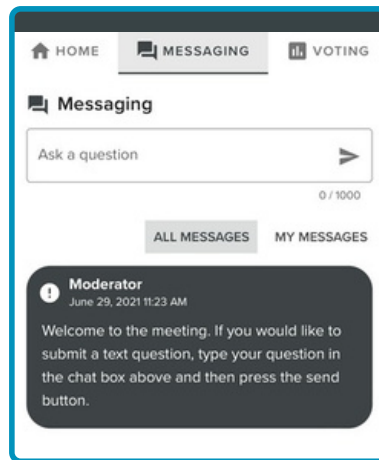


- 8 When the Chair declares the poll open:
- A voting icon will appear on screen and the meeting resolutions will be displayed
  - To vote, select one of the voting options. Your response will be highlighted
- To change your vote, simply select a different option to override

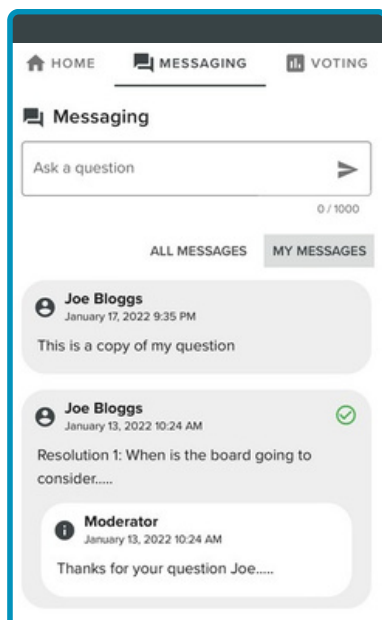
There is no need to press a submit or send button. Your vote is automatically counted. Votes may be changed up to the time the Chair closes the poll.



- 9 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.

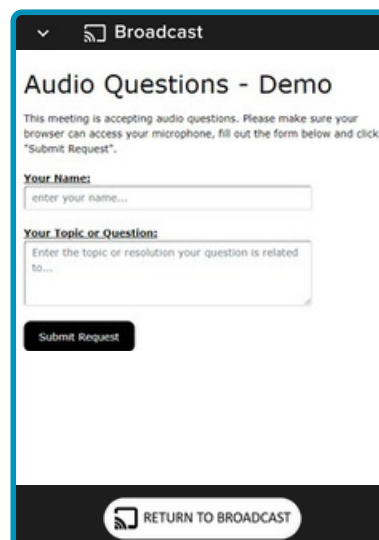


- 10 Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language. A copy of your sent questions, along with any written responses from the meeting team, can be viewed by selecting 'my messages'.



- 11 To ask a question orally:
- Click on the 'Request to speak' button at the bottom of the broadcast window
- Confirm your details  
Click 'Submit Request'  
Follow the audio prompts to connect

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



# ANNUAL GENERAL MEETING

2024



The Voice of Australian Shareholders

## PROXY FORM ANNUAL GENERAL MEETING | 21 MAY 2024

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 5.30pm (AEST) on 21 May 2024 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 LeI Smits	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(b) Re-election of Mr Michael Jackson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(c) Election of Mr Richard Goldman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(d) Election of Mr Ben Lister	<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 \_\_\_\_\_

OR Corporate Member \_\_\_\_\_ Company \_\_\_\_\_

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 7 May 2024)

**To be effective this Proxy Form must be received by the Australian Shareholders' Association by 5:30pm AEST Monday, 20 May 2024. Please refer to the following instructions before completing this Proxy Form.**

# ANNUAL GENERAL MEETING

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The Voice of Australian Shareholders

## 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 (voting via this method will open on 7 May 2024)

**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 5:30pm AEST Monday, 20 May 2024.**

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