

**SANDHURST HOLDINGS (AUSTRALIA) LIMITED**  
**ACN 083 189 655**  
**NOTICE OF THE 2023 ANNUAL GENERAL MEETING**

Notice is hereby given that the 2023 Annual General Meeting of the Members of Sandhurst Holdings (Australia) Limited (**Holdings**) will be held in person in Sandhurst Club, 75 Sandhurst Boulevard, Sandhurst and online virtually **from 7.00pm (AEDT) on Monday 27 November 2023.**

**BUSINESS OF THE MEETING**

**Item 1: ORDINARY BUSINESS**

**Resolution 1:           2022 AGM Minutes**

To consider and, if considered appropriate, pass the following **Ordinary Resolution:**

“That the Minutes of the 2022 Sandhurst Holdings (Australia) Limited AGM (to be tabled at the AGM) be considered for approval, as a true and accurate record of the meeting.”

**Item 2:           2023 Financial Report, Directors’ Report and Auditor’s Report**

To receive and consider the Financial Report, Directors’ Report and Auditor’s Report for the year ended 30 June 2023.

**Item 3: RE-ELECTION OF DIRECTORS**

**Resolution 2:           Re-election of Jeff Kerr**

To consider and, if considered appropriate, pass the following **Ordinary Resolution:**

“That Jeff Kerr, a director retiring by rotation in accordance with the Constitution, is re-elected as a Director of the Company and has been endorsed by the Board to re-stand.”

A copy of Jeff Kerr’s Bio and Photo can be located here:

[https://www.sandhurst.com/assets/documents/DirectorNominee\\_JeffKerr.pdf](https://www.sandhurst.com/assets/documents/DirectorNominee_JeffKerr.pdf)

**Item 4: (Resolutions 3 – 22) ELECTION OF DIRECTORS**

**Resolution 3:           Election of Madison Robinson**

To consider and, if considered appropriate, pass the following **Ordinary Resolution:**

“That Madison Robinson elected as a Director of the Company.”

A copy of Madison Robinson’s bio and photo can be located here:

[https://www.sandhurst.com/assets/documents/DirectorNominee\\_MadisonRobinson.pdf](https://www.sandhurst.com/assets/documents/DirectorNominee_MadisonRobinson.pdf)

The Board is pleased to confirm that Madison Robinson participated in the 2023 Director Election Interview Process.

**Resolution 4:           Election of Andre Olschyna**

To consider and, if considered appropriate, pass the following **Ordinary Resolution:**

“That Andre Olschyna is elected as a Director of the Company.”

A copy of Andre Olschyna's bio and photo can be located here:

[https://www.sandhurst.com/assets/documents/DirectorNominee\\_AndreOlschyna.pdf](https://www.sandhurst.com/assets/documents/DirectorNominee_AndreOlschyna.pdf)

**Resolution 5: Election of Joshua Smith**

To consider and, if considered appropriate, pass the following **Ordinary Resolution**:

"That Joshua Smith is elected as a Director of the Company."

A copy of Joshua Smith Nomination Form, Bio and Photo can be located here:

[https://www.sandhurst.com/assets/documents/DirectorNominee\\_JoshuaSmith.pdf](https://www.sandhurst.com/assets/documents/DirectorNominee_JoshuaSmith.pdf)

The Board is pleased to confirm that Joshua Smith participated in the 2023 Director Election Interview Process.

**Resolution 6: Election of Sam Innes**

To consider and, if considered appropriate, pass the following **Ordinary Resolution**:

"That Sam Innes elected as a Director of the Company."

A copy of Sam Innes Nomination Form, Bio and Photo can be located here:

[https://www.sandhurst.com/assets/documents/DirectorNominee\\_SamInnes.pdf](https://www.sandhurst.com/assets/documents/DirectorNominee_SamInnes.pdf)

The Board is pleased to confirm that Sam Innes participated in the 2023 Director Election Interview Process.

**Resolution 7: Election of Paul Groves**

To consider and, if considered appropriate, pass the following **Ordinary Resolution**:

"That Paul Groves elected as a Director of the Company."

A copy of Paul Groves' Nomination Form, Bio and Photo can be located here:

[https://www.sandhurst.com/assets/documents/DirectorNominee\\_PaulGroves.pdf](https://www.sandhurst.com/assets/documents/DirectorNominee_PaulGroves.pdf)

The Board is pleased to confirm that Paul Groves participated in the 2023 Director Election Interview Process.

**Resolution 8: Election of Craig Allen**

To consider and, if considered appropriate, pass the following **Ordinary Resolution**:

"That Craig Allen is elected as a Director of the Company and has been endorsed by the Board."

A copy of Craig Allen's bio and photo can be located here:

[https://www.sandhurst.com/assets/documents/DirectorNominee\\_CraigAllen.pdf](https://www.sandhurst.com/assets/documents/DirectorNominee_CraigAllen.pdf)

The Board is pleased to confirm that Craig Allen participated in the 2023 Director Election Interview Process.

**Resolution 9: Election of Matt Van Rensburg**

To consider and, if considered appropriate, pass the following **Ordinary Resolution**:

"That Matt Van Rensburg elected as a Director of the Company."

A copy of Matt Van Rensburg Nomination Form, Bio and Photo can be located here:

[https://www.sandhurst.com/assets/documents/DirectorNominee\\_MattVanRensburg.pdf](https://www.sandhurst.com/assets/documents/DirectorNominee_MattVanRensburg.pdf)

The Board is pleased to confirm that Matt Van Rensburg participated in the 2023 Director Election Interview Process.

**Resolution 10: Election of Anthony (Tony) Packard**

To consider and, if considered appropriate, pass the following **Ordinary Resolution**:

“That Anthony (Tony) Packard is elected as a Director of the Company.”

A copy of Tony Packard’s bio and photo can be located here:

[https://www.sandhurst.com/assets/documents/DirectorNominee\\_AnthonyPackard.pdf](https://www.sandhurst.com/assets/documents/DirectorNominee_AnthonyPackard.pdf)

The Board is pleased to confirm that Tony Packard participated in the 2023 Director Election Interview Process.

**Resolution 11: Election of Lee Atkinson**

To consider and, if considered appropriate, pass the following **Ordinary Resolution**:

“That Lee Atkinson elected as a Director of the Company and has been endorsed by the Board.”

A copy of Lee Atkinson Nomination Form, Bio and Photo can be located here:

[https://www.sandhurst.com/assets/documents/DirectorNominee\\_LeeAtkinson.pdf](https://www.sandhurst.com/assets/documents/DirectorNominee_LeeAtkinson.pdf)

The Board is pleased to confirm that Lee Atkinson participated in the 2023 Director Election Interview Process.

**Resolution 12: Election of Katie McLean**

To consider and, if considered appropriate, pass the following **Ordinary Resolution**:

“That Katie McLean elected as a Director of the Company.”

A copy of Katie McLean Nomination Form, Bio and Photo can be located here:

[https://www.sandhurst.com/assets/documents/DirectorNominee\\_KatieMcLean.pdf](https://www.sandhurst.com/assets/documents/DirectorNominee_KatieMcLean.pdf)

**Resolution 13: Election of Lisa-Monique Lee**

To consider and, if considered appropriate, pass the following **Ordinary Resolution**:

“That Lisa-Monique Lee elected as a Director of the Company and has been endorsed by the Board.”

A copy of Lisa-Monique Lee Nomination Form, Bio and Photo can be located here:

[https://www.sandhurst.com/assets/documents/DirectorNominee\\_Lisa-MoniqueLee.pdf](https://www.sandhurst.com/assets/documents/DirectorNominee_Lisa-MoniqueLee.pdf)

The Board is pleased to confirm that Lisa-Monique Lee participated in the 2023 Director Election Interview Process.

**Resolution 14: Election of Neil Jones**

To consider and, if considered appropriate, pass the following **Ordinary Resolution**:

“That Neil Jones elected as a Director of the Company.”

A copy of Neil Jones Nomination Form, Bio and Photo can be located here:

[https://www.sandhurst.com/assets/documents/DirectorNominee\\_NeilJones.pdf](https://www.sandhurst.com/assets/documents/DirectorNominee_NeilJones.pdf)

**Resolution 15: Election of Susanne Horman**

To consider and, if considered appropriate, pass the following **Ordinary Resolution**:

“That Susanne Horman elected as a Director of the Company.”

A copy of Susanne Horman Nomination Form, Bio and Photo can be located here:

[https://www.sandhurst.com/assets/documents/DirectorNominee\\_SusanneHorman.pdf](https://www.sandhurst.com/assets/documents/DirectorNominee_SusanneHorman.pdf)

**Resolution 16: Election of Keith Hopkins**

To consider and, if considered appropriate, pass the following **Ordinary Resolution**:

“That Keith Hopkins elected as a Director of the Company and has been endorsed by the Board.”

A copy of Keith Hopkins’ Nomination Form, Bio and Photo can be located here:

[https://www.sandhurst.com/assets/documents/DirectorNominee\\_KeithHopkins.pdf](https://www.sandhurst.com/assets/documents/DirectorNominee_KeithHopkins.pdf)

The Board is pleased to confirm that Keith Hopkins participated in the 2023 Director Election Interview Process.

**Resolution 17: Election of David Baguley**

To consider and, if considered appropriate, pass the following **Ordinary Resolution**:

“That David Baguley is elected as a Director of the Company.”

A copy of David Baguley’s bio and photo can be located here:

[https://www.sandhurst.com/assets/documents/DirectorNominee\\_DavidBaguley.pdf](https://www.sandhurst.com/assets/documents/DirectorNominee_DavidBaguley.pdf)

The Board is pleased to confirm that David Baguley participated in the 2023 Director Election Interview Process.

**Resolution 18: Election of Ian Richards**

To consider and, if considered appropriate, pass the following **Ordinary Resolution**:

“That Ian Richards is elected as a Director of the Company.”

A copy of Ian Richards’ bio and photo can be located here:

[https://www.sandhurst.com/assets/documents/DirectorNominee\\_IanRichards.pdf](https://www.sandhurst.com/assets/documents/DirectorNominee_IanRichards.pdf)

The Board is pleased to confirm that Ian Richards participated in the 2023 Director Election Interview Process.

**Resolution 19: Election of Brenda Beekman**

To consider and, if considered appropriate, pass the following **Ordinary Resolution**:

“That Brenda Beekman is elected as a Director of the Company and has been endorsed by the Board.”

A copy of Brenda Beekman’s bio and photo can be located here:

[https://www.sandhurst.com/assets/documents/DirectorNominee\\_BrendaBeekman.pdf](https://www.sandhurst.com/assets/documents/DirectorNominee_BrendaBeekman.pdf)

The Board is pleased to confirm that Brenda Beekman participated in the 2023 Director Election Interview Process.

**Item 5: OTHER BUSINESS**

To transact any other business which may legally be brought before the meeting in accordance with the Company’s Constitution and the *Corporations Act 2001* (Cth) (**Act**).

## **VOTING ENTITLEMENTS**

Subject to any requirements under the Act, each Member entitled to vote, as detailed in the Company's Constitution, is entitled to one vote.

Where a member has an interest (i.e. share entitlement) jointly held, only the vote of the registered holder whose name appears first in the Register of Members in respect of that Membership will be counted.

No Member is entitled to vote at any General Meeting unless all sums presently payable in respect of that Member's Membership have been paid.

To address any queries in relation to voting, please refer to the Company's Governance FAQ, available on the website <https://www.sandhurst.com/governance-faq>

## **VIRTUAL PARTICIPATION**

The Company is pleased to provide shareholders with the opportunity to attend and participate the Company's AGM through an online meeting platform powered by Vero Voting ("Vero"), the Company's trusted independent partner.

Vero complies with the Australian Privacy Principles. A copy of the Privacy Policy is available via the Vero online portal: <https://www.verovoting.com.au/privacy-policy/>

During the lead up to the AGM, members may receive confirmation and reminder emails directly from Vero on Sandhurst's behalf.

## **JOIN THE AGM**

To join the 2023 Sandhurst Club AGM, members must register via the online portal. The Vero AGM portal is <https://sandhurst.verovoting.com.au>

Each Shareholder will receive an email from Vero with an email that contains a unique, personalised and confidential link to vote.

Registration opens 9.00am (AEDT) Monday 6 November 2023 and closes at 7.00pm (AEDT time) on Saturday 25 November 2023.

## **QUESTIONS FROM MEMBERS IN ADVANCE**

Questions from members in advance of the AGM are welcomed. Please refer to Annexure A, which should be completed and submitted via email: [sonia@brmmatters.com.au](mailto:sonia@brmmatters.com.au) no later than 7.00pm (AEDT) Friday 17 November 2023. An opportunity to submit questions via the online portal will also be available. Responses to member questions will be addressed by the Chair during the AGM.

## **QUESTIONS FROM MEMBERS AT THE AGM**

Members will also be able to ask questions during the meeting through the Q&A tab via the online portal and in person, for those attending to be present. If you wish to speak verbally at the meeting, you will have to register no later than 7.00pm (AEDT) Friday 17 November 2023 to arrange and ensure you have the technology in place for the virtual meeting.

## **APPOINTMENT OF A PROXY**

As detailed in the Company's Constitution, Members eligible to vote, have the right to appoint a Proxy. The Proxy does not have to be a Member.

In relation to each resolution, a proxy may be directed to vote as follows:

- FOR – meaning a vote in favour of the resolution
- AGAINST – meaning a vote in opposition to the resolution
- ABSTAIN – meaning no vote will be recorded for the resolution.

You will need to complete a voting option for each resolution. If you do not wish to direct your proxy how to vote on any resolution, then your vote will be 'discretionary'. A discretionary vote mean the nominated proxy will vote at their discretion.

Any proxies directed to the Chairman for Resolutions 2-19, will be voted in favour for endorsed candidates only.

For the appointment of a Proxy to be effective for the Company's Annual General Meeting, a completed valid proxy form must be received no later than 7.00pm (AEDT) on Saturday 25 November 2023 (48 hours before the AGM).

## **AGM ENQUIRIES**

Should members have any questions please contact:

1. Vero Voting for questions regarding access to and navigating the online portal via email: [support@verovoting.com.au](mailto:support@verovoting.com.au).
2. Sandhurst for questions regarding access to AGM material via email: [sonia@brmatters.com.au](mailto:sonia@brmatters.com.au) or call 03 8787 7011.

## **FURTHER INFORMATION ON THE AGM**

Information on the AGM, including access to the 2023 Annual Report, is also available on the Sandhurst website <https://sandhurst.miclub.com.au/cms/annual-reports/>

A proxy form is enclosed to assist those members that are unable to vote via the Vero Voting online platform.

To be valid, properly completed proxy forms must be received by the Vero Voting **no later than 7.00pm (AEDT) on Saturday 25 November 2023** by email to: [admin@verovoting.com.au](mailto:admin@verovoting.com.au) and/or by submitting it in the Company's locked voting box (located at Sandhurst Club reception), **no later than 7.00pm (AEDT) Saturday 25 November 2023**.

Information on the Director Election By-Laws is also available on the Sandhurst website <https://sandhurst.miclub.com.au/cms/wp-content/uploads/2022/04/Director-Election-By-Laws.pdf>

Dated: 6 November 2023

By Order of the Board

Sonia Joksimovic  
**Company Secretary**

## **EXPLANATORY MEMORANDUM FOR THE 2023 AGM FOR SANDHURST HOLDINGS (AUSTRALIA) LIMITED**

Member approval of resolutions, is required for the purposes of the Constitution and the Corporations Act 2001 (*Cth*) (**Corporations Act**). This Explanatory Statement has been prepared to provide members with material information to enable members to make an informed decision on the business to be conducted at the Annual General Meeting of Sandhurst Holdings (Australia) Limited (the **Company**).

**Voting Options:** All members eligible to vote on resolutions will have three (3) options available to them:

1. Online portal via Vero Voting which will be open and available from 9.00am (AEDT) Monday 6 November 2023;
2. In person by completing a voting form, which is available at Sandhurst Club's reception and submitting this into the Company's locked voting box (also located at Sandhurst Club reception), no later than 7.00pm (AEDT) Saturday 25 November 2023; and
3. A valid and completed proxy form (either submitted online or in person via the Company's locked voting box) received no later than 6.00pm (AEDT) Saturday 25 November 2023.

**There will be no poll voting available at the Company's Annual General Meeting.**

### **Item 1: (Resolution 1): 2022 AGM minutes**

A copy of the 2022 AGM Minutes is enclosed and will be tabled at the meeting and considered for approval and respective execution.

### **Item 2: Consideration of 2023 Financial Report, Directors' Report and Auditor's Report**

The Financial Report, the Directors' Report and the Independent Auditor's Report for the year ended 30 June 2023 (which are contained in the 2023 Annual Report) will be presented at the meeting for consideration.

The 2023 Annual Report is available on the Company's website: <https://sandhurst.miclub.com.au/cms/annual-reports/>

In addition, some printed copies of the 2023 Annual Report are available at the Sandhurst Club's reception for interested members.

There is no requirement for members to approve these reports. Representatives from our current auditors, SW Accountant and Advisors will be available at the meeting to answer questions about the financial report of the Company.

The Company's financial statements are in accordance with the requirements of the Australian Accounting Standards.

### **Item 3: (Resolution 2) Re-election of Director**

For a resolution relating to the election of a Director to be passed, it will need to receive more than 50% of the eligible votes. In the case where the number of resolutions passed is greater than the number of vacancies on the Board, the order of elected Directors will be determined by the total number of "for" votes received.

In accordance with the Company's Constitution, one-third of the Board, with the longest standing Directors standing down at the Company's AGM and are eligible for re-election.

Jeff Kerr is standing down and being eligible, offer himself to re-stand. Robert Van Raay has advised the Board his retirement which will take effect at the conclusion of the Company's 2023 AGM.

The Board unanimously recommends the re-election of Jeff Kerr, and for the members to vote in favour of Resolution 2.

#### **Item 4: (Resolution/s 3-22) Election of Directors**

In accordance with the Director Election By-Laws (Clause 11), the order of the following candidates to be voted on have been drawn by members of the Independent Director Election Interview Panel.

For a resolution relating to the election of a director to be passed, it will need to receive more than 50% of the eligible votes. In the case where the number of resolutions passed is greater than the number of vacancies on the Board, the order of elected Directors will be determined by the total number of “for” votes received.

Frank Artufel has advised the Board of his early retirement, taking effect at the conclusion of the Company’s 2023 AGM and therefore enabling a position on the Board to be filled at this year’s AGM.

The Board unanimously recommends the election of the following candidates who participated in an Independent Director Election Interview Process and were assessed against the Companies Board Skills Matrix:

- Craig Allen and for the members to vote in favour of Resolution 8.
- Lee Atkinson and for the members to vote in favour of Resolution 11.
- Lisa Monique-Lee and for the members to vote in favour of Resolution 13.
- Keith Hopkins and for the members to vote in favour of Resolution 16.
- Brenda Beekman and for the members to vote in favour of Resolution 19.

There are a total of six (6) Director positions available to be filled.

#### **Questions from Members (refer to attached Annexure)**

Members are invited to register questions in advance of the AGM.

The **attached** form may also be used to submit a written question.

An opportunity to submit questions via the online portal will also be available.

Please note that individual responses will not be sent.

In the course of the AGM, the Company intends to respond to as many of the more frequently asked questions as is practicable.

Questions must be received by **7.00pm (AEDT) on Friday 17 November 2023**.

Please return the form to [sonia@brmatters.com.au](mailto:sonia@brmatters.com.au). Alternatively, you may also submit questions via the online portal.

Responses to member questions will be addressed by the Chair during the AGM.



---

## QUESTIONS FROM MEMBERS

---

The Annual General Meeting (AGM) of Sandhurst Holdings (Australia) Limited (the “Company”) will be held in person at Sandhurst Club, 75 Sandhurst Boulevard, Sandhurst and online from **7.00pm (AEDT) on Monday 27 November 2023**.

Members are invited to register questions in advance of the AGM.

An opportunity to submit questions via the online portal will also be available.

This form may also be used to submit a written question to the auditor if the question is relevant to the content of the auditor’s report or the conduct of the audit of the financial report to be considered at the AGM.

In the course of the AGM we intend to respond to as many of the more frequently asked questions as it is practicable. Please note that individual responses will not be sent.

Member questions must be received **by 7.00pm (AEDT) on Friday 17 November 2023**. Please return via email to our Company Secretary: [sonia@brmatters.com.au](mailto:sonia@brmatters.com.au).

A hard copy can also be submitted and returned, in the locked voting box located at the Club’s Reception, by the required timeframe stated above.

If emailing please include your name and unique Identification Number, provided by Vero.

Member Name

Member Number

Question/s  Please tick if it is a question directed to the Auditor

1. \_\_\_\_\_

2. \_\_\_\_\_

3. \_\_\_\_\_

4. \_\_\_\_\_

5. \_\_\_\_\_