

NOTICE OF ANNUAL GENERAL MEETING

The AGM will be held Friday, 29 November 2024

Time: 9:00am (AEDT)

NSW (excl. Broken Hill).....	9:00am	NT.....	7:30am
QLD.....	8:00am	SA, Broken Hill.....	8:30am
VIC, TAS & ACT.....	9:00am	WA.....	6:00am

Place: Sydney & Via [Weblink](#)

The Annual General Meeting will be held at Diabetes Australia Sydney Office, 26 Arundel Street Glebe NSW 2037 and by the following link diabetesaus.verovoting.com.au.

Members will also be able to participate, cast a vote (if entitled to), ask questions or make comments online via [Vero Voting](#). Voting rights for member classes are set out in the [Diabetes Australia Constitution](#).

Should Members wish to attend the AGM online, they must register their interest with Vero Voting at diabetesaus.verovoting.com.au. To login use "Member Number" and "Last Name". Once registered, dial in details will be provided.

If you plan on attending in person, to ensure we have adequate seating arrangements in place, please RSVP by 15 November 2024 to companysecretary@diabetesaustralia.com.au.

Members are entitled to appoint a proxy to attend and vote at the Meeting. A proxy is not required to be a Member.

To be valid, a proxy must be appointed in writing on the proxy form provided with this notice, also available here diabetesaustralia.com.au/agm and received by 9:00 (AEDT) on 27 November 2024.

Proxies may be returned in either of the following ways:

- By post to: Vero Voting Reply Paid 85701 DAGLISH WA 6008
- By email to: support@verovoting.com.au

The Explanatory Notes form part of the Notice

Items of Business:

1. Opening & Welcome, including Acknowledgement of Country
2. Independent President & Chair Report
3. Group Chief Executive Officer Report
4. Confirmation of Minutes of Annual General Meeting convened on 25 November 2023
5. Consolidated Financial Statements and Independent Auditor's Report for 30 June 2024
6. Election of Independent Directors: Craig Beyers, Zena Burgess and Arthur Koumoukelis
7. Ratification and approval of Diabetes NSW Constitution (legacy entity)
8. Closing Comments

EXPLANATORY NOTES AND RESOLUTIONS

Agenda item 4

Confirmation of Minutes of the Annual General Meeting held 25 November 2023

The minutes of the 2023 Annual General Meeting are available on the Diabetes Australia website diabetesaustralia.com.au/agm.

Resolution:

4. That the minutes of the Annual General Meeting held 25 November 2023 be approved.

Agenda Item 5

Consolidated Financial Statements and Independent Auditor's Report for the 2023-24 financial year

The Consolidated Financial Statements and Independent Auditor's Report for 2023-24 have been completed and published on the Diabetes Australia website diabetesaustralia.com.au/agm.

Note: A members' resolution is not required for this agenda item.

Agenda item 6

Election of Independent Directors

Pursuant to clause 26.3 of the Diabetes Australia Constitution, an Independent Director must stand for re-election at the third Annual General Meeting following their election. This is referred to as the Independent Director's Term. Accordingly, the following existing Independent Directors of Diabetes Australia hold office until the conclusion of the 2024 Annual General Meeting and offer themselves for re-election for a further Term of three years.

- Craig Beyers
- Zena Burgess
- Arthur Koumoukelis

Details of Directors standing for re-election are here: diabetesaustralia.com.au/about-us/board.

Resolution:

6.1 That Craig Beyers be elected as an Independent Director of the Company in accordance with the Company's Constitution, for a three-year term, effective at the conclusion of this meeting.

6.2 That Zena Burgess be elected as an Independent Director of the Company in accordance with the Company's Constitution, for a three-year term, effective at the conclusion of this meeting.

6.3 That Arthur Koumoukelis be elected as an Independent Director of the Company in accordance with the Company's Constitution, for a three-year term, effective at the conclusion of this meeting.

Agenda item 7

Ratification of Diabetes NSW Constitution (legacy)

Diabetes NSW ACN 001 363 766 became a subsidiary of Diabetes Australia as part of the 2021 unification process. Clause 28 of the Diabetes NSW Constitution provides that its Constitution may only be amended by a Special Resolution of the Members of both Diabetes NSW and Diabetes Australia.

Amendments made to the Diabetes NSW Constitution in 2022 were approved by Special Resolution of Diabetes NSW member(s) including a technical unification provision that allows for directors of Diabetes NSW to act in the best interests of any holding company i.e. Diabetes Australia. These amendments are now put to the Members of Diabetes Australia for approval and ratification.

All the proposed changes are set out in a marked-up Constitution that can be read on our website diabetesaustralia.com.au/agm with the other AGM documents referenced in this Notice.

Proposed Special Resolution:

(requiring the approval of 75% of Members present and eligible to vote)

That it be RESOLVED as a Special Resolution, to amend the Diabetes NSW Constitution by inserting the underlined text and deleting the struck through text in the document as tabled at the AGM.

Note: PROCESS FOR COMMUNICATION

As per section 110K of the Corporations Act 2001, as a member, you have the right to inform us about how you would like to receive information from us including notices of meetings and meeting-related documentation. You can elect to receive documents by hard copy, electronically or not to be sent the documents covered by subsection 110E(5). Please contact us if you would like to do so on companysecretary@diabetesaustralia.com.au. If we do not hear from you we will provide documents electronically.

If you would like hard copies of any of the documents referenced in this Notice, please call us on 1800 177 055.