

# NOTICE OF ANNUAL GENERAL MEETING

**The AGM will be held Friday, 28 November 2025**

**Time:** 8:30 am (AEDT)

**Place:** Sydney and via Weblink

NSW (excl. Broken Hill).....	8:30am	QLD.....	7:30am
VIC, TAS & ACT.....	8:30am	NT.....	7:00am
SA, Broken Hill.....	8:00am	WA.....	5:30am

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](https://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.

Should Members wish to attend the AGM online, they must register their interest with Vero Voting at [diabetesaus.verovoting.com.au](https://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 14 November 2025 to [companysecretary@diabetesaustralia.com.au](mailto: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](https://diabetesaustralia.com.au/agm) and received by 8:30 am (AEDT) on 26 November 2025.

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](mailto:support@verovoting.com.au)

The Explanatory Notes form part of the Notice

## Items of Business:

1. Opening and Welcome, including Acknowledgement of Country
2. Independent Chair Report
3. Group Chief Executive Officer Report
4. Confirmation of Minutes of Annual General Meeting 29 November 2024
5. Consolidated audited Annual Financial Report for 30 June 2025
6. Election of Independent Director: Paul Flynn
7. Closing Comments

# EXPLANATORY NOTES AND RESOLUTIONS

## Agenda item 4

### Confirmation of Minutes of the Annual General Meeting held 29 November 2024

The minutes of the 2024 Annual General Meeting are available on the Diabetes Australia website [diabetesaustralia.com.au/agm](https://diabetesaustralia.com.au/agm).

Resolution: 4. That the minutes of the Annual General Meeting held 29 November 2024 be approved.

## Agenda item 5

### Audited Annual Financial Report for the 2024-25 financial year

The audited Annual Financial Report for 2024-25 has been completed and published on the Diabetes Australia website [diabetesaustralia.com.au/agm](https://diabetesaustralia.com.au/agm).

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

## Agenda item 6

### Election of Independent Director

Pursuant to clause 26 of the Diabetes Australia Constitution, the Company may appoint any person to be an Independent Director, either to fill a casual vacancy or as an addition to the existing Directors.

Details of the Independent Director standing for election:

#### Paul Flynn GAICD, FUnISA, FFIA, SF Fin

Paul is Chief Executive Officer of The Hospital Research Foundation Group. He is a Professorial Fellow at Flinders University College of Business, Government and Law, a University Fellow at the University of South Australia. He has been awarded the Ernst & Young Social Entrepreneur of the Year in South Australia/Northern Territory and the Equity Trustees Australian Not for Profit CEO Award for Innovation. He holds several non-executive director positions in corporate, health and community services including BiomeBank Pty Ltd, North Eastern Community Hospital Inc., YMCA of SA Inc. and is a member of the South Australian Cancer Care Network Advisory Board.

Resolution: 6.1 That Paul Flynn 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.

## Note: PROCESS FOR COMMUNICATIONS

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 it by hard copy, electronically or not at all. Please contact us if you would like to do so on [companysecretary@diabetesaustralia.com.au](mailto:companysecretary@diabetesaustralia.com.au).