

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting (AGM or Meeting) of Diabetes Australia Limited will be held on Friday 20 November 2026.

Time: 2:00pm (AEDT)

NSW (excl. Broken Hill)	2:00pm
ACT, TAS, VIC	2:00pm
SA, Broken Hill	1:30pm
QLD	1:00pm
NT	12:30pm
WA	11:00am

Place: Deloitte, Level 46, Quay Quarter Tower, 50 Bridge Street, Sydney and via Weblink

The AGM will be held at Sydney and by the following link diabetesaus.verovoting.com.au

Members entitled to vote at the Meeting in accordance with the Company's Constitution will be able to participate, cast a vote if entitled to, ask questions or make comments online using Vero Voting. If you are in person, please raise your hand and wait to be addressed.

As determined by the Chair, voting at the AGM will occur by a poll through the online platform at Vero Voting and in person. Voting will open prior to the commencement of the Meeting and close when the Chair announces closure of the poll / voting.

Members wishing to attend the AGM are required to register via Vero Voting at diabetesaus.verovoting.com.au. To login use 'Member Number' and 'Last Name'. Once registered access details will be provided. If you have difficulty registering, please contact support@verovoting.com.au or call +61 8 6500 0810.

If you plan on attending in person, to ensure we have adequate seating arrangements in place, please RSVP by 6 November 2026 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 of Diabetes Australia. Further details regarding the appointment of the proxy are included in the proxy form.

To be valid, a proxy must be appointed via Vero Voting at diabetesaus.verovoting.com.au or in writing on the proxy form provided with this notice, also available here diabetesaustralia.com.au/agm, and received by 2:00pm (AEDT) on 18 November 2026.

Proxy forms 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

Items of Business:

1. Opening including Acknowledgement of Country
2. Chair & President Report
3. Group Chief Executive Officer Report
4. Confirmation of Minutes
5. Consolidated audited Annual Financial Report for 30 June 2026
6. Election of Directors
7. Directors' Remuneration Pool
8. Closing Comments

Technical difficulties may arise during the course of the AGM. The Chair of the Meeting has discretion as to whether and how the AGM should proceed in these circumstances. In exercising their discretion, the Chair of the Meeting will have regard to the number of members impacted and the extent to which participation in the business of the meeting is affected. Where they consider it appropriate, the Chair of the Meeting may continue to hold the AGM and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, members are encouraged to lodge a directed proxy by 2:00pm (AEDT) 18 November 2026, even if they plan to attend the AGM online.

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

EXPLANATORY NOTES AND RESOLUTIONS

Agenda Item 4

Confirmation of Minutes of Annual General Meeting 28 November 2025

The minutes of the 2025 Annual General Meeting are available on the Diabetes Australia website diabetesaustralia.com.au/agm.

Resolution: That the minutes of the Annual General Meeting 28 November 2025 be approved.

Confirmation of Minutes of Extraordinary General Meeting 19 June 2026

The minutes of the 2026 Extraordinary General Meeting are available on the Diabetes Australia website diabetesaustralia.com.au/agm.

Resolution: That the minutes of the Extraordinary General Meeting 19 June 2026 be approved.

Agenda Item 5

Audited Annual Financial Report for 2025-26 financial year

The audited Annual Financial Report for 2025-26 has 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 Directors

Clause 13.2(b)(2) of the Company's Constitution sets out the Board renewal process, which is that at least one third of the directors (rounded to the nearest whole number) must retire and may offer themselves for re-election, unless they have reached the maximum term of office.

Directors Gordon Bunyan and Dr Glynis Ross have reached maximum tenure and will retire at the conclusion of the AGM.

The Chair and Board propose a resolution of thanks be put to members to recognise this valuable service.

Resolution: That the members record their sincere thanks to Gordon Bunyan and Dr Glynis Ross for their valuable service and contribution as directors of the Company.

Director Andrew Rutherford retires and offers himself for re-election. Andrew was appointed to the Board in September 2023 and is Chair and President. He brings a wealth of experience from a variety of both executive leadership and non-executive roles across finance, telecommunications, and management, including various Chief Operating Officer and Chief Financial Officer roles across several countries. Andrew is a Non-Executive Director of BT Funds Management Group.

The Board endorses Andrew Rutherford for re-election by members.

Resolution: That Andrew Rutherford be re-elected as a director of the Company in accordance with the Company's Constitution.

Clause 13.3(d) of the Company's Constitution sets out that the Board may review nominees in accordance with selection criteria and a board composition policy, and endorse candidates for election by the members.

Nominee Caitlin Rogers lives with Type 1 diabetes and brings valuable lived experience, alongside a strong commitment to advocacy, accessibility and improving outcomes for people living with diabetes. She has experience in strategic leadership, stakeholder engagement, and community development, with leadership roles across the higher education and community services sectors. Caitlin has served on a number of advisory councils and governance groups, including as Chair of the Diabetes Australia Community Advisory Council, and has contributed to initiatives focused on improving outcomes for regional communities.

The Board endorses Caitlin Rogers for election by members.

Resolution: That Caitlin Rogers be elected as a director of the Company in accordance with the Company's Constitution, effective at the conclusion of this meeting.

Agenda Item 7

Directors' Remuneration Pool

Clause 4.2(b) of the Company's Constitution provides that: The board may decide the remuneration from the Company to which each director is entitled for services as a director, provided that the amount is fair and reasonable and the total aggregate amount provided to all non-executive directors of the Company for their services as directors (inclusive of superannuation) must not exceed in any financial year the amount fixed by the Company in a general meeting.

The Company has undertaken an independent external benchmarking exercise through Directors Australia, which recommended fee levels that are fair, reasonable and comparable to organisations of equivalent size and nature. Based on this guidance a pool of $400,000 is recommended as fair and reasonable. The proposed pool covers all Board remuneration and is inclusive of Committee and Chair fees.

Resolution: That the directors' remuneration pool of $400,000 be approved by members.