DIABETES AUSTRALIA
Annual General Meeting
Friday 28 November 2025
26 Arundel Street, Glebe, Sydney and via Vero Platform Online 8:30AM AEDT
Minutes

Members Present:
Andrew Rutherford, President and Board Chair
Craig Beyers, Director
Gordon Bunyan, Director
Zena Burgess, Director
Brett Fenton, Director
Paul Flynn, Director
Steve Goldsworthy, Director
Arthur Koumoukelis, Director
Glynis Ross, Director

Management in Attendance:
Justine Cain, Group CEO
Penny Palmer, Company Secretary
Emily Wooden, Chief Financial Officer & Company Secretary

By invitation:
Leah Russell, Audit Partner BDO

Apologies:
N/A

1. Opening & Welcome including Acknowledgement of Country

The Chair, Andrew Rutherford, declared the 2025 Annual General Meeting open at 8:30am AEDT and welcomed Members, fellow Directors, the Group CEO, members of Group Executive, staff and Leah Russell Audit Partner BDO to the meeting.

The Chair provided an Acknowledgement of Country.

Quorum and Attendance

The Chair noted that 16 proxies had been received. Given proxies received and the 6 members attending in person and online today the quorum requirement of 5 members had been met.

The Chair advised that all Members who were attending online would have the opportunity to cast their votes for the resolutions through the Vero platform and Members attending in person would vote via a show of hands.

Proxies

The Chair intended to vote undirected proxies in favour of all business items. The Chair noted that proxy votes had been counted and would be displayed on the slides prior to each vote being called.

2. Independent President & Chair Report

The Chair presented his report for the financial year ending 30 June 2025.

3. Group Chief Executive Officer Report

The Group CEO, Justine Cain, presented her report for the financial year ending 30 June 2025.

4. Confirmation of Minutes of Annual General Meeting convened on 29 November 2024

The Chair advised that the Minutes of the 2024 AGM which took place on 29 November 2024 were made available online. The minutes were confirmed and would be signed as a correct record of proceedings.

The Chair opened the voting in person and online.

CARRIED 6 (in person) 14 (proxy) 2 (abstain)

5. Consolidated Financial Statements & Independent Auditor's Report for 30 June 2025

The Chair noted that the Annual Financial Statements and Auditor's Report for the year ended 30 June 2025 were made available online on the website.

The Chair advised that Leah Russell, Audit Partner from BDO was in attendance and available to answer any questions.

The Chair then invited questions on the Financial Statements from Members noting a members' resolution was not required for this agenda item. No questions were received.

6. Election of Independent Director: Paul Flynn

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.

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.

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. Paul 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 he is a member of the South Australian Cancer Care Network Advisory Board. Paul has tertiary qualifications in Business Administration from the University of Adelaide, is a Graduate of the AICD and has completed not-for-profit leadership courses at Harvard and Stanford.
In accordance with good governance practice Paul's skills have been identified as well aligned to the Diabetes Australia Board skills matrix.

The **resolution** was put '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'.

The Chair opened the voting in person and online.

CARRIED 6 (in person) 16 (proxy)

Closing Comments

The Chair thanked the Group CEO and the Group Executive Team.

Close

The Chair closed the meeting at 8:50am AEDT.