

## NOTICE OF ANNUAL GENERAL MEETING (AGM)

Notice is hereby given that the AGM of the Australian Shareholders' Association Limited (ASA or the Association) will be held at 5.00pm (AEST) on 10 May 2023 at the offices of Magellan Financial Group, Level 36, 25 Martin Place, Sydney.

All members are important to the ASA and ultimately as a "for purpose" organisation, our members are the reason we exist. The AGM is a great way to have your voice heard, so we would very much appreciate your participation and your votes on the resolution being put to members. Whilst voting and questions are not compulsory, each vote really counts. The overall results are published, and they help your Board and Management team make decisions in the future. We do hope you will join other members at this year's AGM.

The 2023 AGM will be a **hybrid** meeting, with members having the ability to attend the meeting in person at the above address or participate online, either using the Lumi App or via <https://web.lumiagm.com/359121060> We thank Lumi for supporting the ASA by providing us with the facilities to conduct a hybrid AGM.

ASA is a longstanding champion of the AGM as the forum where Boards engage with shareholders. We are proud to offer members another hybrid AGM.

When participating online, you will be able to view the meeting procedures, ask questions of the Board and vote. Only financial members will be eligible to vote. With Lumi's assistance, ASA will also be opening proxy lodgement for financial members prior to the meeting. This will mean that members can record their votes via the Lumi technology prior to the meeting instead of sending a proxy form. If a member attends the meeting online, their vote will be valid and will only be superseded if the member explicitly appoints a proxy and votes through that proxy. Members can change their lodged votes until the resolution closes during the meeting and any change will be recorded and amended in Lumi's database.

### Steps for participation in the hybrid AGM

1. **Members physically attending** the AGM may use their own smart phone or device. They may also choose to use voting cards that will be provided on the day.
2. **ASA members participating in the meeting online** will need to have a smart phone or tablet or computer that is sound enabled, has built in speakers or is connected to speakers or headphones. On this device,
  - a. You can access Lumi AGM using any web browser, on a PC, tablet or smart-phone device. To vote using this method, please go to <https://web.lumiagm.com/359121060> by typing this address in your browser.
3. Registration of members will commence 30 minutes prior to the meeting, from 4:30pm AEST (4:00pm ACST and 2:30pm AWST). You may be asked to enter a Meeting ID to register. The Meeting ID is: **359-121-060**.
4. You will then be prompted to enter a user-name and password.
  - a. **Your user-name is your unique member number** — we are emailing each member with this number, so please look out for the email from the ASA Board on or after 19 April 2023. Please call 02 9252 422 for any clarification.
  - b. **Your password is your postcode as recorded in our database.**
5. When successfully authenticated, you will be directed to the Home Screen.
6. Instructions on asking questions and voting are in the Explanatory Memorandum with

additional details available on our website  
<https://www.australianshareholders.com.au/Public/Annual-General-Meeting>

## ITEMS OF BUSINESS

### Financial and other reports

To receive and consider the Financial Statements, the Directors' Report and the Auditor's Report of the Association for the year ended 31 December 2022.

### Re-election of Mr. Steven Mabb

To consider, and if thought appropriate, pass the following resolution as an ordinary resolution.

*"Mr. Steven Mabb, having been appointed to the Board on 16 June 2020, retires and, being eligible and offering himself for election, be elected as a Director of the Company."*

After careful consideration, the Board (with the exclusion of the Director seeking election) recommends members vote **FOR** the election of the Director.

This resolution will be the subject of a poll.

### Election of Mr. Karl Schlobohm

To consider, and if thought appropriate, pass the following resolution as an ordinary resolution.

*"Mr. Karl Schlobohm, having been appointed to the Board on 17 April 2023, retires and, being eligible and offering himself for election, be elected as a Director of the Company."*

After careful consideration, the Board (with the exclusion of the Director seeking election) recommends members vote FOR the election of the Director.

This resolution will be the subject of a poll.

## PROXIES

A member of the Association entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on their behalf. A proxy need not be a member of the Association.

The instrument appointing a proxy and any other document necessary to show the validity of the appointment **must be received at the registered office of the Association, Suite 11, Level 22, 227 Elizabeth Street, Sydney NSW 2000, Australia, by 5.00pm AEST 9 May 2023** in order that the appointment may be effective at the meeting.

By Order of the Board

Michael Jackson  
Company Secretary  
17 April 2023



Australian Shareholders' Association Limited  
ABN 40 000 625 669  
Suite 11, Level 22  
227 Elizabeth Street, Sydney NSW 2000  
PO Box A398, Sydney South NSW 1235  
t (02) 9252 4244 | f (02) 9071 9877  
e share@asa.asn.au

**AUSTRALIAN SHAREHOLDERS' ASSOCIATION LIMITED**  
ABN 40 000 625 669

**NOTICE OF ANNUAL GENERAL MEETING  
EXPLANATORY MEMORANDUM**

**ADDITIONAL INFORMATION**

**Questions for Directors or the Auditor**

Should a member or proxy holder have a question or comment for the Directors concerning the Association, or questions for the Directors or the Auditor concerning the financial or other reports, **it is requested that the question or comment be sent to the Company Secretary, by email to [share@asa.asn.au](mailto:share@asa.asn.au)** or post to PO Box A398, Sydney South NSW 1235, by no later than **by 5.00pm AEST on 9 May 2023** in order to aid the efficiency of the meeting.

**Retirement of Mr Andrew Kearnan**

Having completed a three-year term, Mr Kearnan has advised the Board that he intends to retire from the Board with effect from the end of the 2023 AGM. The Board wishes to thank Mr Kearnan for his very significant contribution to ASA over the course of his term as a Director.

**Statement by the Board in support of resolution**

The Board of the ASA has carefully considered and assessed the qualifications and experience of the candidate for the Board, Mr Steven Mabb, and Mr Karl Schlobohm.

A candidate for election is required to address the meeting prior to the vote. The following statement is based on material which has been provided by the candidate.

**Steven Mabb**

Steven was appointed to the board on 16 June 2020 and is a member of the Education Committee, the Remuneration & Nominations Committee and the Finance, Risk & Audit Committee. A successful entrepreneur, in 2007 he helped develop and launch the Vionic footwear brand with his business partners in the U.S., which went on to become a top 20 brand and was subsequently sold to a large U.S. listed company in 2018. He then returned to Queensland with his young family to become a full time, committed investor and quickly joined the ASA after discovering the many benefits it could offer.

Since joining ASA, he has given many member presentations, contributed to EQUITY and ASA podcasts and is an active member of the Queensland company monitoring team. He brings a range of required skills to the board including strategic planning and better ways to develop culture and staff retention. He is also a confident spokesperson on the benefits ASA can provide to potential members and is passionate about progressing the quality of education and advocacy support ASA will provide members going forward. He served as Queensland State Chair from 2020 to 2022 and was appointed Chair of the ASA Board in March 2022. He is a graduate of the Australian Institute of Company Directors and has also completed further educational courses at AICD, including The Role of the Chair and Governance Foundations for Not-for-Profits.

## **Karl Schlobohm**

Karl is a qualified Chartered Accountant and a Fellow of the Governance Institute of Australia, with over 30 years' experience across a wide range of businesses and industries. Within the chartered environment, Karl worked for Ernst & Young and Grant Thornton for a combined 10 years, and has run his own boutique practice for the past 15 years.

Karl has extensive listed company experience spanning the ASX, LSE, AIM and TSX exchanges, and has acted as Director, Company Secretary and / or Chief Financial Officer for a number of publicly-listed companies in the resources industry over the past 20 years. In addition to his various commercial executive roles, Karl has served on the Audit & Risk Committee of the Wesley Mission (2010 to 2019) and as the Independent Director of a Private Ancillary Fund (since 2020).

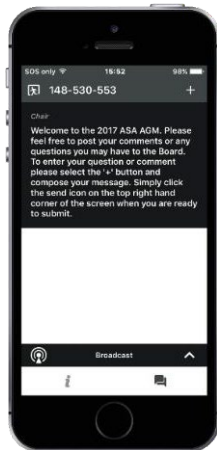
Karl has a keen interest in corporate governance, ethics, and sustainability, as well as stakeholder communications and investor relations. He has convened and / or managed numerous shareholder meetings and presented at a range of investor conferences.

Karl holds degrees in Commerce (UQ) and Economics (UQ), a Masters of Taxation (UNSW), and Graduate Certificate in Forensic Accounting (QUT).

## What you need to participate in a hybrid/virtual AGM?

- A stable internet connection
- A smart phone, smart device (tablet) or computer with sound enabled or headphones and speakers
- Access to the Lumi AGM webpage
- Your unique ASA member number
- Your postcode as registered in the ASA database

### Instructions on submitting and asking questions during a hybrid/virtual AGM:



When the Chair declares the polls open, the resolutions and voting choices will appear on the screen of the device you are using. Members are required to press the option corresponding with the way in which they wish to vote, either 'For', 'Against' or 'Abstain' as highlighted in the example image below.

