EQUESTRIAN AUSTRALIA

PO Box 673
Sydney Markets NSW 2129

P +61 2 8762 7777
E info@equestrian.org.au
W www.equestrian.org.au
ABN 190 7745 5755

AGENDA FOR SPECIAL GENERAL MEETING

EQUESTRIAN AUSTRALIA LIMITED ABN 19 077 455 755

TO ALL VOTING MEMBERS, TAKE NOTICE THAT

The 2025 Special General Meeting of Equestrian Australia Limited (EA) will be held

Date: Wednesday, 19 November 2025
Time: Immediately following the conclusion of the AGM
Location: Fully online telecommunication meeting

Agenda

1. Welcome and Acknowledgement of Country
2. Apologies
3. Determination and declaration as to the presence of a quorum
4. Confirmation of Minutes of the Previous Special General Meeting held on Friday, 15 November 2024
5. Voting on Resolutions
6. Close of Meeting

Resolutions

Members will be asked to consider and, if thought fit, to pass the following resolutions as special resolutions, as required by EA's constitution (**Constitution**) and also by the *Corporations Act 2001* (Cth), noting also that clause 40 of the Constitution states that a special resolution that is passed, to alter the Constitution does not have any effect unless, on the same special resolutions, at least five (5) of EA's Branches also vote in favour:

Special Resolutions:
The Board is seeking the members to consider and, if thought fit, to pass the following resolutions as special resolution.

Resolution 1: That the Constitution be amended in relation to recognising Equestrian Northern Territory as a Branch as set out below:

1. Amendments to Rule 4.1 Definitions "Branch Territory" means, in respect of a Branch, its State or Territory of incorporation and such Territory as may be administered by it as provided in Rule 5.2(c).
2. Removal of Rule 5.2(c)(ii) 'Northern Territory of Australia, is administered by Equestrian Queensland'.
3. Amendments to Rule 5.2(h) ' Notwithstanding any other Rule in this Constitution, including but not limited to 5.2(a), and notwithstanding being referred to as a Branch in that Rule,

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Equestrian Northern Territory is not a Member of the Company in relation to Rule 15.2 and 40.'

4. Inclusion of Rule 5.2(i) 'From the adoption of this Constitution the Branches and the Company recognise Equestrian Northern Territory as a Branch with all the conferring rights, obligations, responsibilities and benefits imposed on Equestrian Northern Territory from that date, subject to 5.2(h).'

Following a call for motions, the motions below were received from 100 Voting members in accordance with Rule 14 of the Constitution.

Resolution 2: That the Constitution be amended in relation to Rule 40 as set out below:

40 Alteration of Constitution
This Constitution may be altered by Special Resolution; and such Special Resolution shall have no effect unless, on the same resolution, a simple majority of votes cast by Voting Members in at least three (3) Branch Territories are in favour.

Resolution 3: That the Constitution be amended in relation to Rule 16.1 as set out below:

16.1 Quorum
No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for:
(a) an Annual General Meeting at which the only business to be transacted falls within sections 250R(1) and 250T of the Act, shall be 20 Voting Members; or
(b) all other General Meetings of the Company, including any Annual General Meeting at which business will be transacted in addition to that referred to in Rule 16.1(a), shall be the lesser of 1% or 200 of the Voting Members, based on the total number of Voting Members on the day prior to the relevant General Meeting.

Resolution 4: That the Constitution be amended to provide Equestrian Northern Territory with Branch status and add Equestrian Australia as a Branch member, as set out below:

1. That Rule 5.2(a) be amended to delete the words 'subject to Rule 5.2(h); and to insert the words; "Equestrian Australia" after Equestrian Western Australia.'
2. That Rule 5.2(c) be amended to delete the words 'and (ii) Northern Territory of Australia, is administered by Equestrian Queensland, with the approval of the Company and each of the Branches.'
3. That Rule 5.2(h) be deleted in its entirety.

Members will be asked to consider and, if thought fit, to pass the following resolutions as an ordinary resolutions, as required by EA's constitution (**Constitution**) and also by the *Corporations Act 2001* (Cth):

Resolution 5: That the Membership-Bylaws rule 2.6(a) be amended to provide members, as set out below:

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'A person or body seeking membership of EA may apply for membership of any Branch in any State or Territory.'

Participation Instructions

No Voting Member shall be permitted to attend or take part in a General Meeting unless all monies (under Rule 7) then due and payable to EA are paid.

Vero Voting is an independent voting and meeting service and has been appointed by Equestrian Australia to manage and host the Equestrian Australia 2025 Annual General Meeting & Special General Meeting via the Vero Meeting Portal.

A separate email will come from Vero Voting with instructions to log onto the Meeting Portal. Through the meeting portal, you can:

- Register to attend the meeting
- Submit a proxy vote
- Ask questions, prior to and during the meeting
- Review all relevant documentation related to the Annual General Meeting and Special General meeting
- Attend the meetings.

Voting Instructions

- Members may vote in person (online) or by proxy.
- Completed proxy forms must be received by 7.00pm Monday, 17 November 2025 and can be submitted via the Vero Voting Meeting Portal.

Appointing a Proxy

A Member who is entitled to attend and vote at the SGM has a right to appoint a proxy to attend, ask questions and, if applicable, vote at the SGM.

The proxy appointed by a Member need not themselves be a Member. A proxy can be either an individual or a body corporate.

If a Member appoints a body corporate as their proxy, that body corporate will need to appoint an individual as its corporate representative to exercise the powers of the body corporate at the SGM, in accordance with section 250D of the Corporations Act.

Where an individual is appointed as a corporate representative, they should bring to the SGM, or provide to the Company prior to the SGM, evidence of their appointment.

Chair as Proxy

You may appoint the Chair of the meeting as your proxy.

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If you direct the Chair of the meeting to vote on an item of business, your vote will be cast in accordance with your direction. If you do not direct the Chair of the meeting on how to vote on an item of business, or the Chair of the meeting becomes your proxy by default, then by submitting a proxy/nominee appointment, you will be expressly authorising the Chair of the meeting to exercise your votes as an undirected proxy.

Members who do not wish to attend the SGM but would like to vote on the resolutions set out in this notice, EA strongly encourages you to complete the proxy form and appoint the Chair of the meeting as your proxy.

Chair's Voting Intentions
The Chair intends to vote for all available proxies in the following ways:

Resolution 1: In favour.

NB: In relation to resolutions 2 through 5 submitted by members, the EA Board is currently considering their position and an updated agenda will be circulated in accordance with the EA Constitution.

Explanatory Notes
Additional information regarding resolution 1 is provided in Appendix A, the explanatory memorandum.
Information regarding resolution 2 through 5 is provided in Appendix B, copies of the Motions received by members.

Assistance
Questions on using the portal and voting - Vero Voting
Support: support@verovoting.com.au

Questions regarding the meeting details - Equestrian Australia
Email: agm@equestrian.org.au

By Order of the Board
Holly Fulker
Company Secretary
27 Octoeber 2025

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