

Equestrian Australia Limited
ACN 077 455 755
(Company)

Appendix A to Explanatory Memorandum

Proposed amendments to the constitution of the Company

In relation to the marked-up text of the Company's constitution (**Constitution**) that appears below, text that is double-underlined text is text proposed to be inserted into the Constitution, and text which is double-strikethrough text is text that is proposed to be deleted from the current Constitution. For example, the below text denotes that "**shall be at least 5% of the Voting Members**" will be deleted, and "**shall be the lesser of 1% or 200 of the Voting Members**" is to be inserted.

- (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, ~~shall be at least 5% of the Voting Members~~, based on the total number of Voting Members on the day prior to the relevant General Meeting.

Resolution 1

Proposed amendment to clause 4.1 of the Constitution

Existing Text	Text showing deletions and insertions	Text after passing of special resolution and approval in accordance with clause 40
"Branch Territory" means, in respect of a Branch, its State of incorporation and such Territory as may be administered by it as provided in Rule <u>5.2(c)</u> .	"Branch Territory" means, in respect of a Branch, its State <u>or Territory</u> of incorporation and such <u>Territory</u> as may be administered by it as provided in Rule 5.2(c).	"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 <u>5.2(c)</u> .

Proposed amendment to clause 5.2(c)(ii) of the Constitution

Existing Text	Text showing deletions and insertions	Text after passing of special resolution and approval in accordance with clause 40
As at the date of approval of this Constitution under the Act, Equestrian sport in the: Australian Capital Territory, is administered by Equestrian New South Wales; and Northern Territory of Australia, is administered by Equestrian Queensland. with the approval of the Company and each of the Branches.	(c) As at the date of approval of this Constitution under the Act, Equestrian sport in the: (i) Australian Capital Territory, is administered by Equestrian New South Wales; and (ii) Northern Territory of Australia, is administered by Equestrian Queensland, with the approval of the Company and each of the Branches.	As at the date of approval of this Constitution under the Act, Equestrian sport in the: Australian Capital Territory, is administered by Equestrian New South Wales. with the approval of the Company and each of the Branches.

Proposed amendment to clause 5.2(h) of the Constitution

Existing Text	Text showing deletions and insertions	Text after passing of special resolution and approval in accordance with clause 40
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, Equestrian Northern Territory is not a Member of the Company for the purposes of the Act or this Constitution, is therefore not entitled to exercise any of the powers, rights or entitlements granted to members of a company under the Act, or Members under this Constitution, and any other reference to "Branch" or "Branches" in this Constitution expressly excludes Equestrian Northern Territory.	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, Equestrian Northern Territory is not a Member of the Company for the purposes of the Act or this Constitution, is therefore not entitled to exercise any of the powers, rights or entitlements granted to members of a company under the Act, or Members under this Constitution, and any other reference to "Branch" or "Branches" in this Constitution expressly excludes Equestrian Northern Territory. <u>in relation to Rule 15.2 and 40.</u>	Notwithstanding any other Rule in this Constitution, including but not limited to <u>5.2(a)</u>, and notwithstanding being referred to as a Branch in that Rule, Equestrian Northern Territory is not a Member of the Company in relation to Rule 15.2 and 40.

Proposed amendment to clause 5.2(i) of the Constitution

Existing Text	Text showing deletions and insertions	Text after passing of special resolution and approval in accordance with clause 40
None.	(i) <u>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).</u>	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).

Holly Fulker
Company Secretary
27/10/2025