



Notice of Special General Meeting and Explanatory Memorandum

Equestrian Australia Limited ACN 077 455 755

Date of Meeting: 11 December 2025

Time of Meeting: 7.00pm AEDT

Place of Meeting: Fully online telecommunication meeting

The Meeting has been convened following requests pursuant to section 249D of the Corporations Act by Members with at least 5% of the votes that may be cast at the Meeting.

Notice of Meeting

Notice is hereby given that a Special General Meeting of Members of Equestrian Australia Limited ACN 077 455 755 (**Equestrian Australia or Company**) will be held on Thursday, 11 December 2025 and conducted online via the Vero Meeting Portal commencing 7.00pm AEDT.

The Meeting has been convened following requests pursuant to section 249D of the Corporations Act by Members with at least 5% of the votes that may be cast at the Meeting.

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum is a part of this Notice.

Proxy forms are to be submitted via the Vero Meeting Portal by no later than 7.00pm AEDT Tuesday, 9 December 2025. Further information regarding voting by proxy is provided in the Explanatory Memorandum.

Terms used in this Notice will, are defined in Section 4 of the Explanatory Memorandum.

Agenda

Resolutions 1 to 6 are the subject of a request pursuant to section 249D of the Corporations Act by Members with at least 5% of the votes that may be cast at the Meeting.

Ordinary business

1. Resolution 1 – Removal of David Zachary Miles as a director of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That David Zachary Miles be removed as a director of Equestrian Australia Limited.”

2. Resolution 2 – Removal of Wolf-Christian Bennecke as a director of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Wolf-Christian Bennecke be removed as a director of Equestrian Australia Limited.”

3. Resolution 3 – Removal of Elizabeth Jane Ballantyne as a director of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Elizabeth Jane Ballantyne be removed as a director of Equestrian Australia Limited.”

4. Resolution 4 – Removal of Rhett Patrick Oliver as a director of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Rhett Patrick Oliver be removed as a director of Equestrian Australia Limited.”

5. Resolution 5 – Removal of Ellen Stephanie Lyons as a director of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Ellen Stephanie Lyons be removed as a director of Equestrian Australia Limited.”

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6. Resolution 6 – Removal of Femmegje Flora Hundertmark as a director of the Company

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Femmegje Flora Hundertmark be removed as a director of Equestrian Australia Limited.”

General business

To consider any other business as may be lawfully put forward in accordance with the Constitution.

By order of the board

Holly Fulker
Company Secretary
18 November 2025

Explanatory Memorandum

1. Introduction

The following information is provided to Members of Equestrian Australia Limited ACN 077 455 755 (**Equestrian Australia or Company**) in connection with the business to be considered at the Special General Meeting of Shareholders to be held online via the Vero Meeting Portal on Thursday, 11 December 2025 commencing at 7.00pm AEDT.

The Notice of Meeting, which is also enclosed, sets out details of proposals concerning the Resolutions to be put to Members.

The Directors recommend Members read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum are defined in Section 4.

ORDINARY BUSINESS

2. Background to the Meeting

2.1 Section 249D of the Corporations Act

The Meeting has been convened in response to a request from Members of the Company pursuant to section 249D of the Corporations Act to consider the composition of the Company's Board. On 28 October 2025, the Company received a Notice of Requisition from Members under section 249D of the Corporations Act (**Notice of Requisition**). The Notice of Requisition also purported to serve as a notice pursuant to section 203D of the Corporations Act which requires notice of intention to move resolutions to remove directors to be given to the company at least 2 months before the meeting is to be held (or at a meeting earlier where the company elects to convene such meeting before the 2 month timeframe).

Pursuant to section 249D of the Corporations Act, the directors of a company must call and arrange to hold a general meeting within 21 days of receipt of a valid request from members holding at least 5% of the votes that may be cast at the general meeting. The general meeting must be held no later than 2 months after the request has been given to the company.

The Notice of Requisition contained the signatures of Members with at least 5% of the votes that may be cast at a general meeting and therefore complied with the requirements of section 249D of the Corporations Act.

Pursuant to Rule 12.1(a) of the Constitution, a notice of special general meeting is required to be given at least 45 days prior to the special general meeting and specify the place, day and hour of the meeting. Rule 12.1(c) requires that the agenda for the meeting stating the business to be transacted must be given 21 days prior to the meeting. In the current circumstances, it is not possible for the Company to comply with the 45 day requirement under the Constitution and hold the Meeting within the period of 2 months as required under section 249D of the Corporations Act.

Rule 4.4(a) of the Constitution provides that to the extent that any provision of the Constitution is inconsistent with the provisions of the Corporations Act, the provisions of the Corporations Act will prevail to the extent of the inconsistency. Accordingly, the Board has determined that the Meeting is to be held within the period of 2 months after the Notice of Requisition was received as required under the Corporations Act, notwithstanding that 45 days notice will not be provided. The Board is also mindful of the impending Christmas and New Year period and therefore has determined that the most reasonable course of action is to convene the meeting on approximately 21 days notice so as to give members a reasonable opportunity to participate in the meeting.

The Board notes that the Notice of Requisition requires the Company to call a Meeting of Members to consider the Resolutions to remove 6 out of the 8 directors of the Company (as at the date of the Notice of Meeting) pursuant to section 203D of the Corporations Act.

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The Company's Board currently comprises of:

- (a) David Zachary Miles;
- (b) Wolf-Christian Bennecke;
- (c) Elizabeth Jane Ballantyne;
- (d) Rhett Patrick Oliver;
- (e) Ellen Stephanie Lyons;
- (f) Femmegje Flora Hundertmark;
- (g) Jade Suttor Findlay; and
- (h) Nicholas Alexander Ballard.

Based on the current Board, if all of the Resolutions are passed, the Board of the Company will comprise of two directors, being Nicholas Alexander Ballard and Jade Suttor Findlay with effect from the close of the Meeting.

2.2 Minimum number of directors

Under section 201A of the Corporations Act, as a public company, the Company must have a minimum of three directors, two of whom must ordinarily reside in Australia. Accordingly, if the Resolutions are passed, based on the Board as at the date of the Notice of Meeting, this would result in the Company being left without the statutory minimum number of directors, which in those circumstances would place the Company in breach of the Corporations Act.

Notwithstanding that this position would be contrary to the requirements of the Corporations Act, under Rule 25.3 of the Constitution, the remaining directors could act only for the purpose of appointing directors under Rule 25.2(a), and any such action would need to be taken strictly in accordance with the processes set out in the Constitution for the appointment of directors, including without limitation Rules 22.2 and 25.2.

Members should be aware that if all Resolutions are passed, subject to any changes of the Board at the Annual General Meeting to be held on 19 November 2025, the remaining directors will be entitled to appoint directors to fill casual vacancies without reference to the members.

3. Directors Recommendation

Pursuant to section 203D, the directors the subject of the resolutions are entitled to put their case to members by giving the company a written statement and speaking to the motions as the meeting.

4. Interpretation

The following terms used in the Notice of Meeting and the Explanatory Memorandum are defined as follows:

Chair means the chair of the Meeting;

Company means Equestrian Australia Limited ACN 077 455 755;

Constitution means the constitution of the Company from time to time;

Corporations Act means the *Corporations Act* 2001 (Cth);

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Directors means the board of directors of the Company as at the date of the Notice of Meeting;

Explanatory Memorandum means the explanatory memorandum accompanying this Notice;

Meeting means the Special General Meeting to be held on Thursday, 11 December 2025 as convened by the accompanying Notice of Meeting;

Member means a member of the Company;

Notice of Meeting or **Notice** means the notice of meeting giving notice to shareholders of the Meeting, accompanying this Explanatory Memorandum;

Ordinary Resolution means a resolution passed by more than 50% of the votes cast by Voting Members;

Resolutions means the resolutions set out in the Notice of Meeting; and

Voting Member means those Members who are entitled to vote at a General Meeting in accordance with Rule 5.1 of the Constitution.

5. 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 Limited to manage and host the 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 Special General Meeting
- Attend the meeting.

6. Voting Instructions

- Members may vote in person (online) or by proxy.
- Completed proxy forms must be received by 7.00pm Tuesday, 9 December 2025 and can be submitted via the Vero Voting Meeting Portal.

7. Appointing a Proxy

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

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 Special General Meeting, in accordance with section 250D of the Corporations Act.

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

Chair as Proxy

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

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 Special General Meeting but would like to vote on the resolutions set out in this notice, the Company 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 against the Resolutions.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to:

Holly Fulker (Company Secretary):
Email: CoSec@equestrian.org.au

Any inquiries in relation to the portal and voting should be directed to:

Vero Voting
Email: support@verovoting.com.au