

Notice of Annual General Meeting

Chittering Financial Services Ltd
A.B.N. 77 096 017 506

To be held at 10:00am on Wednesday 27th November 2024
at the Moodjar Meeting Room, 21 Binda Place, Bindoon WA

Agenda

1. Chairman's Report

2. Receipt of Annual Report

To receive the company's Financial Report, the Director's Report and the Auditor's Report for the year ended 30 June 2024.

3. Amendments to Constitution

To consider, and if thought fit, to pass each of the following resolutions as a special resolution. See explanatory notes included.

(a) That Rule 40(1) of the constitution of the company be deleted and replaced with the following:

"Three shareholders present constitute a quorum for a meeting. No business may be transacted at any meeting, except the election of a Chairman and the adjournment of the meeting, unless a quorum is present at the commencement of the meeting."

(b) That Rule 69 of the constitution of the company be deleted and replaced with the following:

- "(1) The Board may meet together, adjourn and otherwise regulate its meetings as it thinks fit.*
- (2) Subject to the Corporations Act, the number of Directors whose presence is necessary to constitute a quorum for a meeting of Directors is the number determined by the Directors and, unless so determined, is three.*
- (3) The Board may at any time, and the Secretary, on request of any Director, must convene a meeting of the Board subject to Rule 69(2). Reasonable notice of a meeting of the Board may be given by mail (electronic or otherwise), personal delivery or facsimile transmission to the usual place of business or residence of the Director or at any other address given to the Secretary by the Director or by any technology agreed to by all the Directors present at a validly convened meeting of the Board."*

4. Election of Directors

To consider, and if thought fit, to pass each of the following resolutions as an ordinary resolution.

(a) That Jeffrey Hollands retires by rotation in accordance with the Constitution of the Company, and being eligible, offers himself for re-election.

(b) That Nicolette Grundlingh retires by rotation in accordance with the Constitution of the Company, and being eligible, offers herself for re-election.

5. Announce Grant Round recipients

Attending the meeting

All shareholders may attend the Annual General Meeting.

Joint holders: In the case of joint shareholders, all holders may attend the Meeting. If only one holder attends (including by proxy), that shareholder may vote at the Meeting as if that holder were solely entitled to the shares. If more than one joint holder is present (including by proxy), the joint holder whose name appears first in the register may vote.

Proxy: If you are unable to attend the Meeting, you are entitled to appoint a proxy to attend and vote. See the attached Proxy Form for information on appointing a proxy.

Corporate shareholder: A corporate shareholder may appoint one or more persons to act as its representative under section 250D of the Corporations Act, but only one representative may exercise the corporate shareholder's powers at any one time. The company requires written evidence of a representative's appointment to be given to the company before the meeting.

Voting rights

Each shareholder is entitled to one vote. For the purposes of voting at the Meeting, shares will be taken to be held by the persons who are registered as members as at 13th November 2024.

By order of the Board



Nicolette Grundlingh
Company Secretary

Explanatory Notes – Agenda item 3a and 3b

This information has been included to assist you in making an informed decision about the resolutions proposed at the meeting.

3a. The Board has identified two provisions of the constitution of the Company which require updating. The first relates to the quorum requirement at shareholders meetings. The second relates to Board meetings.

Currently, Rule 40(1) of the constitution requires two (2) shareholders present to constitute a quorum and therefore for resolutions passed at such a shareholder meeting to be valid. The Board believes that a quorum requirement of just two(2) shareholders is not sufficient for a company with a broad shareholder base like ours. Accordingly, the proposal is to change Rule 40(1) to stipulate that three (3) shareholders be required to constitute a quorum.

The Board unanimously recommends shareholders vote in favour of that resolution.

3b. Regarding Board meetings, the existing Rule 69 of the constitution stipulates that two (2) directors may call a meeting of the Board. However, under the Corporations Act, only one director may do so. Accordingly, the proposed new Rule 69 seeks to align the constitution with the Corporations Act in this regard.

Also, the existing Rule 69 sets a quorum of two (2) directors present for a Board meeting. However, this is also not in line with the Corporations Act which requires three (3) directors to be present for a meeting of the directors of a public company, such as ours, to be quorate. The proposed new Rule 69 better reflects the requirements of the Corporations Act.

Accordingly, the Board unanimously recommends shareholders vote in favour of that resolution.”