

Notice of Annual General Meeting 2025

Dear Member

Notice is given that the 2025 Annual General Meeting (**AGM**) of the Members of Asthma Australia Limited ACN 609 156 630 (**Company**) will be held as follows:

Place:	Virtual Meeting – Microsoft Teams <i>A meeting link will be provided after RSVP is received.</i>
Date:	Friday 21 November 2025
Time:	4:30pm – 5:30pm (AEDT)

Conduct of the AGM

The Chair will provide Members with reasonable opportunity to ask questions about, or make comments on, the business of the AGM or the management of the Company. The Chair will exercise these powers to ensure that the meeting is conducted in an orderly, courteous and timely manner.

Voting at the AGM

You are eligible to attend and vote at the meeting if you are a Voting Member of the Company on 21 November 2025. Any Voting Member who is entitled to attend and vote at the AGM has the right to appoint a proxy to attend and vote on their behalf. A proxy must be a Voting Member of the Company.

A proxy form has been attached to this notice and must be returned to the Company Secretary, Asthma Australia Ltd, Level 13 Tower B, 799 Pacific Highway, Chatswood NSW 2067, by 5pm 19 November 2025.

Relevant documents

Attached to this notice are the following documents:

- (a) the agenda for this AGM;
- (b) the appointment of proxy form;
- (c) the minutes of the 2024 AGM;
- (d) recommendation to extend 3 Directors tenure for one extra term beyond 9 years;
- (e) recommendation to apply automatic annual indexation to Directors' remuneration;

A copy of the annual financial report for the year ended 30 June 2025 is available upon request. Please contact skalayeh@asthma.org.au to receive a copy.

Business of the Meeting

During this AGM, members of Asthma Australia Ltd will have the opportunity to find out about the Company's operations and finances and ask any relevant questions; speak about any items on the agenda; and vote on the resolutions proposed.

The AGM will consider the Asthma Australia Ltd annual financial report.

This AGM will also consider and vote on special resolutions to extend, beyond the maximum 9 year term, Directors whose terms are expiring at the 2026 AGM and to automatically apply indexation to Director remuneration within specific parameters. Details of these special resolutions are set out below.

Director appointments

Three long-standing Directors, James Wright, Rosemary Calder and Simone Carton, will reach the conclusion of their nine-year tenure at the 2026 Annual General Meeting. In considering this matter, the Board carefully assessed a number of factors, including:

1. the provisions of Clause 10.5(a) of the Constitution, which require Directors to retire after nine years of service, and the option to waive this requirement;
2. the current Board Skills Matrix, last reviewed in 2023, which was developed in alignment with the objectives of the previous strategic plan; and
3. the substantial corporate knowledge, relevant skills, and deep contextual understanding of the organisation and its operating environment that the three Directors bring.

Following detailed discussion, the Board acknowledged that, given the significant changes in organisational leadership and the implementation of a new strategic plan, it would not be prudent for three of the nine Directors to conclude their tenure simultaneously. To ensure continuity and preserve organisational knowledge, the Board expressed a preference for a staggered succession approach.

Accordingly, the Board are developing a succession plan that phases the retirement of these three Directors over a defined period — not exceeding a further full term. This work is currently underway.

For these reasons, the proposed resolutions are considered to be in the best interests of Asthma Australia, supporting both stability and the advancement of its purpose during a period of ongoing renewal and change.

Special resolution

- 1. IT IS RESOLVED that, in accordance with clause 10.5(a) of the current Constitution of Asthma Australia Limited (ACN 609 156 630) (Company), the requirement that a Director is entitled to be reappointed as a Director on 2 occasions provided that a Director's period of continuous service not exceed 9 years (excluding any period of service under clause 10.6 of the current constitution of the Company (Constitution)) is waived in respect of JAMES WRIGHT.**
- 2. IT IS RESOLVED that JAMES WRIGHT is eligible for reappointment as a Director at the next Annual General Meeting of the Company in accordance with clauses 10.2 and 10.4 of the Constitution, provided always that JAMES WRIGHT's period of continuous service to the Company not exceed a period of 12 years, excluding any period of service under clause 10.6 of the Constitution.**
- 3. IT IS RESOLVED that, in accordance with clause 10.5(a) of the Constitution, the requirement that a Director is entitled to be reappointed as a Director on 2 occasions provided that a Director's period of continuous service not exceed 9 years (excluding any period of service under clause 10.6 of the Constitution) is waived in respect of ROSEMARY CALDER.**
- 4. IT IS RESOLVED that ROSEMARY CALDER is eligible for reappointment as a Director at the next Annual General Meeting of the Company in accordance with clauses 10.2 and 10.4 of the Constitution, provided always that ROSEMARY CALDER's period of continuous service to the Company not exceed a period of 12 years, excluding any period of service under clause 10.6 of the Constitution.**
- 5. IT IS RESOLVED that, in accordance with clause 10.5(a) of the Constitution, the requirement that a Director is entitled to be reappointed as a Director on 2 occasions provided that a Director's period of continuous service not exceed 9 years (excluding any period of service under clause 10.6 of the Constitution) is waived in respect of SIMONE CARTON.**
- 6. IT IS RESOLVED that SIMONE CARTON is eligible for reappointment as a Director at the next Annual General Meeting of the Company in accordance with clauses 10.2 and 10.4 of the Constitution, provided always that SIMONE CARTON's period of continuous service to the Company not exceed a period of 12 years, excluding any period of service under clause 10.6 of the Constitution.**

Indexation of Board Remuneration

At the 2024 AGM Members approved remuneration of Board Directors. Subsequently a policy was approved by the Board the purpose of which is to provide transparency of the underlying governance about remuneration and to provide clarity about the application of remuneration.

The policy highlighted that indexation of remuneration will require Member approval.

For pragmatic reasons this resolution proposes automatic indexation within certain parameters.

Applying indexation to board director fees is a way to maintain the real value of the compensation over time by automatically adjusting it for inflation. This approach ensures that director compensation keeps pace with economic changes without requiring a separate, formal fee increase vote each year.

The Board seek an equitable process with a robust governance approach and propose that indexation rates are approved by the Appointments Committee, which includes members who are not on the Board. In addition, the indexation rate will range from anywhere between nil up to the annual indexation rate in line with the previous June quarterly wage price index in Australia. This will provide the opportunity to waive indexation should the budget process indicate this is most appropriate.

The first time indexation can be applied is after 1 July 2026.

Special Resolution

For Members to approve the automatic annual indexation of Board Director remuneration from 1 July each year. The indexation rate must be approved by the Appointments Committee who will be informed by the annual budget and other relevant factors. The indexation rate will range from between nil up to the annual indexation rate in line with the previous June quarterly wage price index in Australia. The first time indexation can be applied is after 1 July 2026.

Doris Whitmore
Company Secretary
Asthma Australia Ltd