NOTICE OF ANNUAL GENERAL MEETING

WINDSOR RSL CLUB LTD

ACN 000 811 290

NOTICE IS GIVEN that the Annual General Meeting of Windsor RSL Club Ltd ACN 000 811 290 (**Windsor RSL** or **Club**) will be held at:

Location: The Auditorium of the Windsor RSL Club, 36 Argyle Street, South Windsor, NSW 2756

Date: Sunday 30th August 2026

Time: 1 pm

BUSINESS

Due notice is hereby given of the Business of the Meeting:

1. Attendance and Apologies.
2. To receive and consider the minutes of the Annual General Meeting held on 31st August 2025.
3. To receive and consider the Chairman's Report.
4. To receive and consider the Financial Report, the Director's Report & the Auditor's Report for the Financial year ended 31 March 2026 (*).
5. To consider and if thought fit, approve each of the Ordinary Resolutions listed below under the heading 'Ordinary Resolutions'.
6. To consider and if thought fit, approve each of the Special Resolutions for Life memberships listed below under the heading 'Special Resolutions'.
7. To conduct and declare the election of the Board.
8. To conduct and declare the election of the President of the Club.
9. To notify members of any expression of interest in an amalgamation, or any unsolicited merger offer, received by the Club from any other registered club in the previous 12 months before the Annual General Meeting (if any have been received).
10. General Business.

(*) These reports are available on the Club's website (www.windsorrsl.com.au) and are also available from the Club on request.

Note: Detailed questions from members on financial accounting items, must be received in writing by the Company Secretary a minimum of 14 days prior to the date of the Meeting.

ORDINARY RESOLUTIONS

Ordinary Resolution No 1:

That under the *Registered Clubs Act 1976* (NSW):

1. The members hereby approve and agree to reasonable expenditure by the Club for the following expenditure and benefits for Directors until the next Annual General Meeting of the Club:

    a. Reasonable meals and refreshments associated with each Board meeting of the Club.
    b. The provision of appropriate apparel for the use of Club Directors when representing the Club.
    c. The reasonable cost of Directors attending industry meetings, seminars, lectures, trade displays, and other similar events as may be determined by the Board from time to time.
    d. The reasonable cost of the Directors attending functions whilst representing the Club, as approved by the Board.
2. The members acknowledge that the benefits in paragraph 1 above are not available to members generally, but only to those who are Directors of the Club and those members directly involved in the above activities.

Ordinary Resolution No 2:

That under the *Registered Clubs Act 1976* (NSW):

1. The members hereby approve the reasonable cost of Directors attending Industry meetings and conferences such as, or like, ClubsNSW Conferences and RSL and Services Clubs Association Conferences.

2. The members acknowledge that the benefits in paragraph 1 above are not available to members generally, but only to those who are Directors of the Club and those members directly involved in the above activities.

Ordinary Resolution No 3:

That under the *Registered Clubs Act 1976* (NSW) the members hereby approve and agree to an honorarium of:

1. $15,000 per annum be paid to the President (1 person);
2. $9,000 per annum be paid to the Vice President (1 person); and
3. $6,000 per annum be paid to each other Director (7 persons),

plus any applicable superannuation, until the next Annual General Meeting, with such amounts to be paid in equal monthly instalments in arrears for each month the person holds such office, provided that if any person serves in office for any period of less than a calendar month, then the payment for that month will be prorated daily.

Explanatory Notes – Ordinary Resolution 3

1 This resolution is proposed to enable the Board to increase Honorarium payments to each Director to commence in September 2026.

2 The increases to the honorarium represent the uplift in responsibility and compliance obligation that each Director is now responsible for. The increases are proposed as follows:

President increased from $12,000 per annum to $15,000 per annum.
Vice President increased from $6,000 per annum to $9,000 per annum.
Director increased from $3,500 per annum to $6,000 per annum.

General Notes regarding Ordinary Resolutions

1. Under the *Registered Clubs Act 1976* (NSW) (**Registered Clubs Act**), honoraria and other benefits made available to the Board and other members, which are not equally available to all full members of the Club, must first be duly approved at this Annual General Meeting.

2. Under the Registered Clubs Act, the members would hereby approve for the next year until the 2027 AGM, the above Ordinary Resolutions to cover expenses and benefits relating to Directors and others deriving directly or indirectly any profit, benefit or advantage not equally offered to every full member.

3. The members acknowledge that the benefits in Ordinary Resolutions 1, 2, and 3 above are not available to members generally, but only to those members who are elected to the Board, or those members directly involved in the specified activities.

4. To be passed each Ordinary Resolution must receive votes from a simple majority (50% + 1) of those members eligible and voting who, being eligible to do so, vote on each Ordinary Resolution.

5. Financial RSL members, Club members, Golfing members, and Life members are entitled to vote on each Ordinary Resolution.

6. Under the Registered Clubs Act, members who are employees of the Club are not entitled to vote. Proxy voting is prohibited by the Registered Clubs Act.

SPECIAL RESOLUTIONS

Special Resolution No 1:

That member Darrell Logue (Membership no. 225), who has been nominated for Life Membership in accordance with Rule 28 of the Club's Constitution which has been approved by the Board of Directors, be elected as a Life member of the Club.

Explanatory Notes – Special Resolution 1

1 The Board has resolved to recommend Darrell Logue to the members for election to Life Membership of the Club. This is in recognition of his outstanding service to the Club.

2 Under Rule 28 of the Club's Constitution an eligible Ordinary Member may be elected as a Life Member at a General meeting of the Club if a resolution to that effect is carried by a Special Resolution of Voting Members.

Special Resolution No 2:

That member Geoffrey Brand (Membership no. 718), who has been nominated for Life Membership in accordance with Rule 28 of the Club's Constitution which has been approved by the Board of Directors, be elected as Life member of the Club.

Explanatory Notes – Special Resolution 2

1 The Board has resolved to recommend Geoffrey Brand to the members for election to Life Membership of the Club. This is in recognition of his outstanding service to the Club.

2 Under Rule 28 of the Club's Constitution an eligible Ordinary Member may be elected as a Life Member at a General meeting of the Club if a resolution to that effect is carried by a Special Resolution of Voting Members.

Special Resolution No 3:

That member Paul Thomas (Membership no. 1035), who has been nominated for Life Membership in accordance with Rule 28 of the Club's Constitution which has been approved by the Board of Directors, be elected as a Life member of the Club.

Explanatory Notes – Special Resolution 3

1 The Board has resolved to recommend Paul Thomas to the members for election to Life Membership of the Club. This is in recognition of his outstanding service to the Club.

2 Under Rule 28 of the Club's Constitution an eligible Ordinary Member may be elected as a Life Member at a General meeting of the Club if a resolution to that effect is carried by a Special Resolution of Voting Members.

Special Resolution No 4:

That member Graham Ruttley (Membership no. 8166), who has been nominated for Life Membership in accordance with Rule 28 of the Club's Constitution which has been approved by the Board of Directors, be elected to Life membership of the Club.

Explanatory Notes – Special Resolution 4

1 The Board has resolved to recommend Graham Ruttley to the members for election to Life Membership of the Club. This is in recognition of his outstanding service to the Club.

2 Under Rule 28 of the Club's Constitution an eligible Ordinary Member may be elected as a Life Member at a General meeting of the Club if a resolution to that effect is carried by a Special Resolution of Voting Members.

General notes for members regarding the Special Resolutions

1 A Special Resolution will be passed only if at least a 75% majority of the members present and voting (being eligible to do so) vote in favour of the resolution.

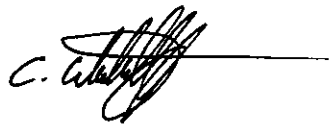
2 In accordance with Rule 30 of the Club's Constitution, financial RSL members, Club members, Golfing members (subject to paragraph 3 below), and Life members are entitled to vote on the Special Resolutions.

3 In accordance with Rule 31(b) of the Club's Constitution, any Golfing member who was a member of Windsor Country Golf Club Ltd but not a member of the Windsor RSL Club Ltd prior to their amalgamation in 2021, will not be eligible to vote on the Special Resolutions.

4 Proxy voting is not permitted and employees are prohibited from voting under the Registered Clubs Act.

5 A Special Resolution must be considered as a whole and the substance of the resolution cannot be amended by motions from the floor of the meeting.

BY ORDER OF THE BOARD



Chris Whiteley

Secretary and Chief Executive Officer

Dated: Monday 3rd August 2026