**EXPLANATORY NOTES ON ITEMS OF BUSINESS**

**INFORMATION ON ORDINARY BUSINESS**

***SPECIAL BUSINESS***

**ITEM 1: TO CONSIDER AMENDMENTS TO THE CONSTITUTION**

See explanatory memorandum included in Annexure A and marked up copy of the Constitution in Annexure B.

***ORDINARY BUSINESS***

**ITEM 1: TO CONSIDER THE FINANCIAL REPORT**

The Company’s Financial Report for 2023 has been made available to Members. During this item of business, Members at the meeting can comment on and ask questions about the Company’s performance and financial position. There will be no formal resolution put to the meeting in relation to the financial report.

The Company’s Auditor will also be present at the meeting and Members will be given the opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Auditor’s report, the accounting policies adopted by the Company and the independence of the Auditor in relation to the conduct of the audit.

**ITEM 2: RE-ELECTION OF DIRECTORS**

**Item 2.1** The profile of Mr Cameron Webb, who retires in accordance with Article 5.4(b) of the Company’s Constitution and offers himself for re-election, is included in Annexure C to these Explanatory Notes.

**Item 2.2** The profile of Mr Owen Chew Lee, who retires in accordance with Article 5.4(b) of the Company’s Constitution and offers himself for re-election, is included in Annexure C to these Explanatory Notes.

**Item 2.3** The profile of Professor Clifford Hughes, who retires in accordance with Article 5.4(b) of the Company’s Constitution and offers himself for re-election, is included in Annexure C to these Explanatory Notes.

**ITEM 3: ELECTION OF DIRECTOR**

**Item 3.1** The profile of Dr Joan O’Donnell, who was appointed to a casual vacancy on 24 April 2023 in accordance with Article 5.5 of the Company’s Constitution and offers herself for election, is included in Annexure C to these Explanatory Notes.

**ITEM 4: OTHER ORDINARY BUSINESS**

Such other ordinary business as may be permitted by the Constitution may be dealt with at this point.

**Item 4.1** Additional matters to take effect upon the passing of the Special Resolutions amending the Constitution:

4.1.1 It is noted that Mr Tim Woodall is appointed by the Board as an Independent Director and, satisfying the requirements of Article 5.4, the appointment is as a WA Independent Director.

4.1.2 It is noted that Mr Graham Reed is appointed by the Board as an Independent Director and, satisfying the requirements of Article 5.4, the appointment is as a WA Independent Director