

ABN 63 002 240 459

NOTICE OF THE BARKER FOUNDATION LIMITED ANNUAL GENERAL MEETING

Notice is hereby given that the Forty-fourth Annual General Meeting of the Members of The Barker Foundation Limited will be held in Sue Field Room West, Rosewood Centre and online via Zoom on **Wednesday 5 November 2025** at 6.00pm

AGENDA

1. CHAIR'S WELCOME

2. APOLOGIES

3. PROXIES

4. CONFIRMATION OF PREVIOUS MINUTES

RECOMMENDATION: That the Foundation notes the Minutes of the Meeting held on Wednesday 6 November 2024.

5. CHAIR'S REPORT

RECOMMENDATION: That the Foundation **RECEIVE** and note the Chair's Report

6. FINANCIAL STATEMENTS

RECOMMENDATION: That the Foundation **RECEIVE** and note the Financial Statements

7. ELECTION OF DIRECTORS

Under the new Constitution approved by Members at the 2023 AGM, one-third of Directors are to retire by rotation at the 2024 and 2025 AGM's. This is a transitional clause which achieves the aim of having an orderly rotation of directors – one-third to retire each year to ensure a certain degree of Director continuity but which also allows for orderly renewal of the Board. The remaining one-third will automatically have to retire by rotation at the 2026 AGM as they will have completed 3 Years service and would be eligible to stand for re-election (subject to having completed the maximum continuous term of 9 years).

Currently, there are eight Directors plus the Chair of Council (or his nominee). Mr. David Charles, Chair of Council, has nominated Ms. Meline Nazloomian as his nominee Director on the Board and Ms. Nazloomian will continue in that role. At the 2024 AGM Messrs. Montgomery and Donovan retired by rotation and were re-elected as directors for 3 years. Therefore, two other Directors must retire at this AGM and are eligible to stand for re-election. The two to stand can be determined by the Directors as agreed amongst themselves, or the two can be determined by lot. The two Directors to retire and stand for re-election are Mr. Aaron Black and Ms. Cellina Chen and if elected by Members, will hold office for 3 Years.

Resolved that, Mr. Aaron Black who has retired in accordance with the Constitution, being eligible, and who is willing to be re-elected, is elected as a Director for a term of 3 years.

Resolved that, Ms. Cellina Chen who has retired in accordance with the Constitution, being eligible, and who is willing to be re-elected, is elected as a Director for a term of 3 years.

In addition, two Directors were appointed by the Board since the last AGM to fill casual vacancies and, under Clause 11.7 of the Constitution, they must retire at this AGM and are eligible to be elected for a term of three years.

Ms. Georgie Fleischer and Mr. Li Ma have indicated their willingness to be re-elected for a period of three years.

Resolved that, Ms. Georgie Fleischer who has retired in accordance with the Constitution, being eligible, and who is willing to be re-elected, is elected as a Director for a term of 3 years.

Resolved that, Mr. Li Ma who has retired in accordance with the Constitution, being eligible, and who is willing to be re-elected, is elected as a Director for a term of 3 years.

8. OTHER BUSINESS

To consider any other ordinary business that may have been brought before the meeting in accordance with the Company's Constitution.

9. CONCLUSION

PROXIES

A member entitled to attend and vote at the Annual General Meeting may appoint a person to attend and vote at the meeting as the Member's proxy.

A proxy need not be a Member.

Proxies may only be appointed by returning the enclosed proxy form to the Company Secretary at the Foundation's registered office, Barker College 91 Pacific Highway HORNSBY NSW 2077 no later than 6.00 pm on Monday 3 November 2025. The proxy form must be signed by the Member or an attorney duly authorised in writing. If the Member is a company, the form must be executed under the seal of the company, or by its duly authorised officer or attorney.

By Order of the Company Secretary

Ian Gilmour