

Notice of Annual General Meeting

Notice is given that the 119th Annual General Meeting (**AGM**) of The Royal Automobile Club of Queensland Limited (**RACQ**) will be held as follows:

Date	Tuesday, 22 October 2024
Time	10am (Brisbane time)
Location	RACQ's Corporate Offices, 2649 Logan Road, Eight Mile Plains, QLD 4113
Online platform available at	racq.com/AGMlive

The Meeting Information and Explanatory Memorandum accompanying this Notice of Meeting provides additional information on the matters to be considered at the AGM and forms part of the Notice of Meeting.

The AGM will be held in-person and online. For members who wish to attend online, you can join through an online platform where you will be able to watch, listen, vote and submit written questions. Members will also be able to ask questions via telephone.

Instructions for attending the AGM via the online platform are contained in the Meeting Information accompanying this Notice of Meeting.

We also encourage members to monitor racq.com/AGMplatform for any updates following the issuing of this Notice.

Business of the meeting

Consideration of Reports

To receive and consider RACQ's Financial Report and the reports of the directors and the auditor for the financial year ended 30 June 2024.

All members can view the Annual Statutory Report which contains the Financial Report for the year ended 30 June 2024 on RACQ's website (racq.com/annualreports).

Items for approval

Resolution 1. South East Queensland Elected Director Election

As recommended by the board, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

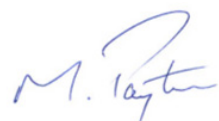
"That pursuant to rule 9.9 of the Constitution, Robert Hubbard, who is retiring from office by rotation, and being eligible for re-election, is re-elected as a director of RACQ."

Resolution 2. Regional Queensland Elected Director Election

As recommended by the board, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That pursuant to rule 9.9 of the Constitution, William Fellowes, who is retiring from office by rotation, and being eligible for re-election, is re-elected as a director of RACQ."

Dated: 1 August 2024
By order of the Board



Matthew Payten
Group Company Secretary & General Counsel

Notes

- (a) A member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy. The proxy need not be a member of RACQ.
- (b) A member who is entitled to cast a vote at the meeting is entitled to lodge a direct vote using the attached Voting Form or online at **racq.com/AGMplatform**.
- (c) To attend the AGM, a corporation must appoint a representative in accordance with the Corporations Act in which case RACQ will require written proof of the representative's appointment to be lodged with or presented to RACQ before the meeting.

Meeting information



Attending the AGM

The AGM will be held as both an in-person (RACQ's Corporate Offices, 2649 Logan Road, Eight Mile Plains, QLD 4113), and online (racq.com/AGMlive) meeting.

Corporate representative

A corporation that is a member may appoint a representative to attend the AGM in accordance with the Corporations Act. Evidence of the representative's appointment must be provided by no later than 10am, Sunday, 20 October 2024 using the details set out under **Further Information** below. The representative should also bring evidence of his or her appointment to the AGM if they attend in person.

Voting

Voting on all resolutions will be by poll.

Eligible members can vote in the following ways:

- Direct vote prior to the AGM by submitting a completed Voting Form or via the online platform by 10am, Sunday, 20 October 2024. If you lodge a direct vote, you are voting directly and not appointing a third party, such as a proxy, to act on your behalf.
- Direct vote during the AGM either in person or via the online platform racq.com/AGMlive. There is more information on this below.
- Appointment of an individual or body corporate proxy if you are entitled to attend and vote. A proxy need not be a member of RACQ. If you appoint a proxy, you may either direct your proxy how to vote or give your proxy discretion to vote as they see fit. If you appoint the Chair of the Meeting as your proxy, and you do not direct your proxy on how to vote on a particular resolution, then by submitting the proxy appointment you will be expressly authorising the Chair to exercise your proxy on that resolution. The Chair intends to vote undirected proxies on, and in favour of, the proposed resolutions. Proxy appointments must be received by 10am, Sunday, 20 October 2024.
- Appointment of an attorney via a relevant power of attorney (or certified copy) provided to RACQ by no later than 10am, Sunday, 20 October 2024 in accordance with lodgement details set out in the Voting Form.

More information on the lodgement of direct votes or the appointment of a proxy prior to the AGM is provided in the Voting Form and at racq.com/AGMplatform.

In accordance with rule 8.1 of RACQ's Constitution, the directors have determined that at the AGM a member who is entitled to attend and vote on a resolution at the AGM is entitled to a direct vote in respect of that resolution and have approved the use of the online platform as means by which members may deliver their direct vote.

More information regarding online participation at the AGM (including how to vote and ask questions) is available in the Online Platform Guide available from racq.com/AGMplatform.

Note: In accordance with RACQ's Constitution, a new member must have been approved as a member for more than 3 months before they are entitled to vote at the AGM. In addition, a member is not entitled to vote at the AGM if a member has fees unpaid that are overdue.

Questions from members

The Chair of the meeting will allow a reasonable opportunity at the AGM for members to ask questions or make comments about the management of RACQ (including an opportunity to ask questions of the auditor).

Members may submit written questions no later than 10am, Sunday, 20 October 2024 before the meeting online at racq.com/AGMplatform or by using the contact details set out under Further Information below.

If you have queries in relation to individual or personal matters, please contact us at racq.com or by calling 13 19 05. These questions will not be put to the meeting.

Further information

No recording and broadcasting devices (including voice recorders, still cameras and video cameras) are permitted at the AGM unless authorised by the Chair.

Please use the contact details below if you need any further information about the AGM:

RACQ

C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

Telephone 1800 250 297
Email racq@linkmarketservices.com.au

Explanatory Memorandum



This Explanatory Memorandum has been prepared for RACQ members in relation to the business to be conducted at the AGM. The Chair intends to vote undirected proxies on, and in favour of the proposed resolutions.

Resolutions 1 and 2 require ordinary resolutions, which means that to be passed, the resolution needs the approval of a simple majority of the votes cast by members entitled to vote on the resolution.

Financial statements and reports

The Corporations Act requires that the report of the directors, the auditor's report and the Financial Report be laid before members at the AGM.

Neither the Corporations Act nor the Constitution requires a vote of members at the AGM on the financial statements and reports. However, members will be given reasonable opportunity at the AGM to raise questions with respect to these reports.

RACQ's auditor, EY, will be present at the AGM and members will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the auditor's report, RACQ's accounting policies, and the independence of the auditor.

The report of the directors, the auditor's report and the Financial Report are available at the RACQ website [racq.com/annualreports](https://racq.com.au/annualreports).

Resolution 1 - South East Queensland Elected Director Election

Members are asked to consider re-electing Robert Hubbard as an Elected Director of RACQ for South East Queensland.

Pursuant to RACQ's Constitution, Robert Hubbard retires from office at the conclusion of the AGM in 2024. Robert is eligible for and has given notice of his intention to stand for election. As the only eligible candidate standing for the available position of Elected Director for South East Queensland, Robert will be re-elected by an ordinary resolution of the members. If the resolution is not passed, then a casual vacancy is taken to exist in respect of that position and may be filled by the board.

The board (with Robert Hubbard abstaining) recommends you vote in favour of Resolution 1.

Robert's profile is available on the RACQ website racq.com.au/about-us/corporate/board-of-directors with his submission for election below.

Submission for election - Robert Hubbard

I am delighted to set out my submission for re-election to the board of RACQ. RACQ is one of Queensland's leading institutions, respected throughout Queensland for the services it delivers and the causes, such as road safety, it so skilfully advocates on behalf of all Queenslanders. As a director of RACQ you are a custodian of something very special that has been created over the last century, and so your key goal must be to preserve and grow this for the next century.

I believe that my experience and approach to corporate governance and problem solving are well suited to both the current risks but also the future growth of RACQ. The impact of decarbonisation on transport, insurance and where we live requires transformation for all of us, including RACQ. My governance skills in finance, risk management, investment and divestment decisions, strategy and the transformation agendas that necessary follow have been well tested over the last 20 years. Thus, I believe I can add value to RACQ and its members over my next term.

Resolution 2 - Regional Queensland Elected Director Election

Members are asked to consider re-electing William Fellowes as an Elected Director of RACQ for Regional Queensland.

Pursuant to RACQ's Constitution, William Fellowes retires from office at the conclusion of the AGM in 2024. William is eligible for and has given notice of his intention to stand for re-election. As the only eligible candidate standing for the available position of Elected Director for Regional Queensland, William will be re-elected by an ordinary resolution of the members. If the resolution is not passed, then a casual vacancy is taken to exist in respect of that position and may be filled by the board.

The board (with William Fellowes abstaining) recommends you vote in favour of Resolution 2.

William's profile is available on the RACQ website racq.com.au/about-us/corporate/board-of-directors with his submission for election below.

Submission for election - William Fellowes

I am honoured to nominate for the position of Elected Director - Regional Queensland to continue to represent and advocate for the members of RACQ, which I have proudly done since 2021. As an experienced Non Executive Director and financial services expert, I bring a unique regional voice and deep expertise to the boardroom.

My perspective is both global and regional, having worked extensively across US & UK as a PwC Director for more than 16 years, before relocating my family in 2016 to Cairns, and now a small property west of Roma, where I am a business owner, proud father of two boys, and resident. Our region presents unique challenges and opportunities that require dedicated representation within the RACQ boardroom. I am committed to providing real-world insights, as well as personal and community experiences into the issues that matter most to us.

My passion lies in strengthening the economies and communities of Regional Queensland. My commitment is demonstrated by the number of Queensland-wide organisations I serve as a board member including Children's Health Queensland Hospital & Health Service and Opera Queensland, and as an independent expert of the Investment Committee for the Royal Flying Doctor Service (Queensland).

Leveraging my commercial and technical expertise in audit and accounting, I aim to ensure robust governance and strategic decision-making for the benefit of RACQ members. My experience equips me to address the financial and operational needs of our organisation while keeping the specific concerns of regional communities at the forefront.