



NOTICE OF ANNUAL GENERAL MEETING 2025

Notice to Members

The Annual General Meeting of the Members of Brisbane Racing Club Limited ACN 133 679 786 (**Company**) will be held in the Guineas Room, Eagle Farm Racecourse, Ascot on Wednesday, 15 October 2025 at 10.00am AEST (Brisbane Time) for the purpose of considering the following agenda:

1. Approval of 2024 Annual General Meeting Minutes

To receive and consider the Company's minutes from last year's Annual General Meeting held on 16 October 2024.

2. Adoption of the Annual Report for the year ended 30 June 2025

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Comprehensive Income Statement, Statement of Financial Position, Statement of Cashflows and notes to and forming part of the accounts for the Company for the financial year ended 30 June 2025.

3. Appointment of Auditor

To consider and, if thought fit, pass the following Resolution without modification:

"That in accordance with Section 327B of the Corporations Act 2001 (Cth), BDO Audit Pty Ltd, having been nominated by a Member and consented in writing to act in the capacity of Auditor, be appointed as the Auditor of the Company."

4. Director Election

To announce the result of Director elections to fill the vacancies created by the retirement of three (3) Directors in accordance with the Constitution of the Company.

5. General business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the Board of Directors

David Koch

DAVID KOCH
COMPANY SECRETARY

17 September 2025

Explanatory Statement

This Explanatory Statement is provided to Members of Brisbane Racing Club Limited ACN 133 679 786 (Company) to explain the resolutions to be put to Members at the Annual General Meeting (AGM) to be held in the Guineas Room, Eagle Farm Racecourse, Ascot on Wednesday, 15 October 2025 at 10.00am AEST (Brisbane Time).

The Directors recommend Members read the accompanying Notice of Meeting and this Explanatory Statement in full before making any decision in relation to the resolutions.

Members unable to attend the AGM of the Company are entitled to appoint another person as that Member's proxy to attend. The proxy need not be a Member of the Company. If you intend to utilise a proxy, please contact Mr David Koch (Company Secretary) at email companysecretary@brc.com.au.

There are several steps in making such an appointment which we will convey to you. A proxy form must be received by the Company not less than 48 hours before the AGM.

1. Resolution 1: Approval of 2024 Annual General Meeting Minutes

As is custom, the draft minutes of last year's AGM will be tabled and resolution made to approve as final, if no objection is made.

Previously published on the BRC website, current members are receiving the minutes via direct email this year, as the club moves with the evolving requirements of the Privacy Act 1988 and Australian Privacy Principles.

Copies of the draft minutes are also available on request from Mr David Koch, Company Secretary via email companysecretary@brc.com.au. Members wishing to discuss the draft minutes in the lead up to this year's meeting are invited to do so from today, and hard copies will also be available at the AGM in October.

2. Resolution 2: Adoption of the Annual Report for the year ended 30 June 2025

The Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Comprehensive Income Statement, Statement of Financial Position, Statement of Cashflows and notes to and forming part of the accounts for the Company for the financial year ended 30 June 2025 have been made available to Members. The Company's Annual Financial Report is placed before the Members for discussion.

The Directors recommend that Members adopt the Annual Report and the Financial Report as a true and fair reflection of the results for the year ended 30 June 2025.

3. Resolution 3: Appointment of Auditor

BDO Audit Pty Ltd ("BDO") has been appointed by the Board as the Auditor of the Company pursuant to Section 327A of the *Corporations Act* following a competitive tender for services.

Pursuant to Section 327B of the *Corporations Act*, the approval of Members is sought to appoint BDO as Auditor of the Company.

The Company has received from a Member a written nomination for the appointment of BDO as Auditor of the Company; and BDO has provided its consent to act as Auditor of the Company and as at the date of this Notice of Meeting have not withdrawn its consent.

The Directors recommend that Members vote in favour of this Resolution.

The appointment follows the resignation of Bentleys Brisbane (Audit) Pty Ltd ("Bentleys") in accordance with ASIC consent under s329(5) of the *Corporations Act* 2001.

Bentleys have been the Company auditor since the merger of BTC and QTC in 2009. On behalf of the Brisbane Racing Club, the Board acknowledges the significant contribution of Bentleys to the club during that period, including completion of the financial year ending 30 June 2025 audit.

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4. Resolution 4: Director Election

In accordance with its constitution and by-laws, three (3) current directors have retired. All three retiring directors are eligible for re-election.

On the 11 September 2025, being the conclusion of the nomination period, there were five (5) candidates from 2025/26 season members, completing applications for the three (3) vacant positions, and an election is required this year.

The full list of candidates nominating for re-election/election are:

- Cheryl Ahchee
- Kate Davies (retiring director)
- James Frayne (retiring director)
- Michael Pearson (retiring director)
- Michael Rapkins

The election process is as follows:

- Director candidate profiles, ballot papers and associated materials sent to members electronically via CorpVote on Wednesday 24 September 2025; and
- Voting will close at 5.00pm AEST on 14 October 2025 (the day before the AGM).

Mr David Koch, will act as Returning Officer and Tim Jones from CorpVote Pty Ltd will act as the independent scrutineer for vote counting. The election outcome will be announced at the AGM.

5. General business

As stated in notice of meeting. No further explanation required.

Any inquiries in relation to the Resolutions or the Explanatory Statement should be directed to:

David Koch
Company Secretary
Brisbane Racing Club Limited
PO Box 817
Hamilton Central Qld 4007