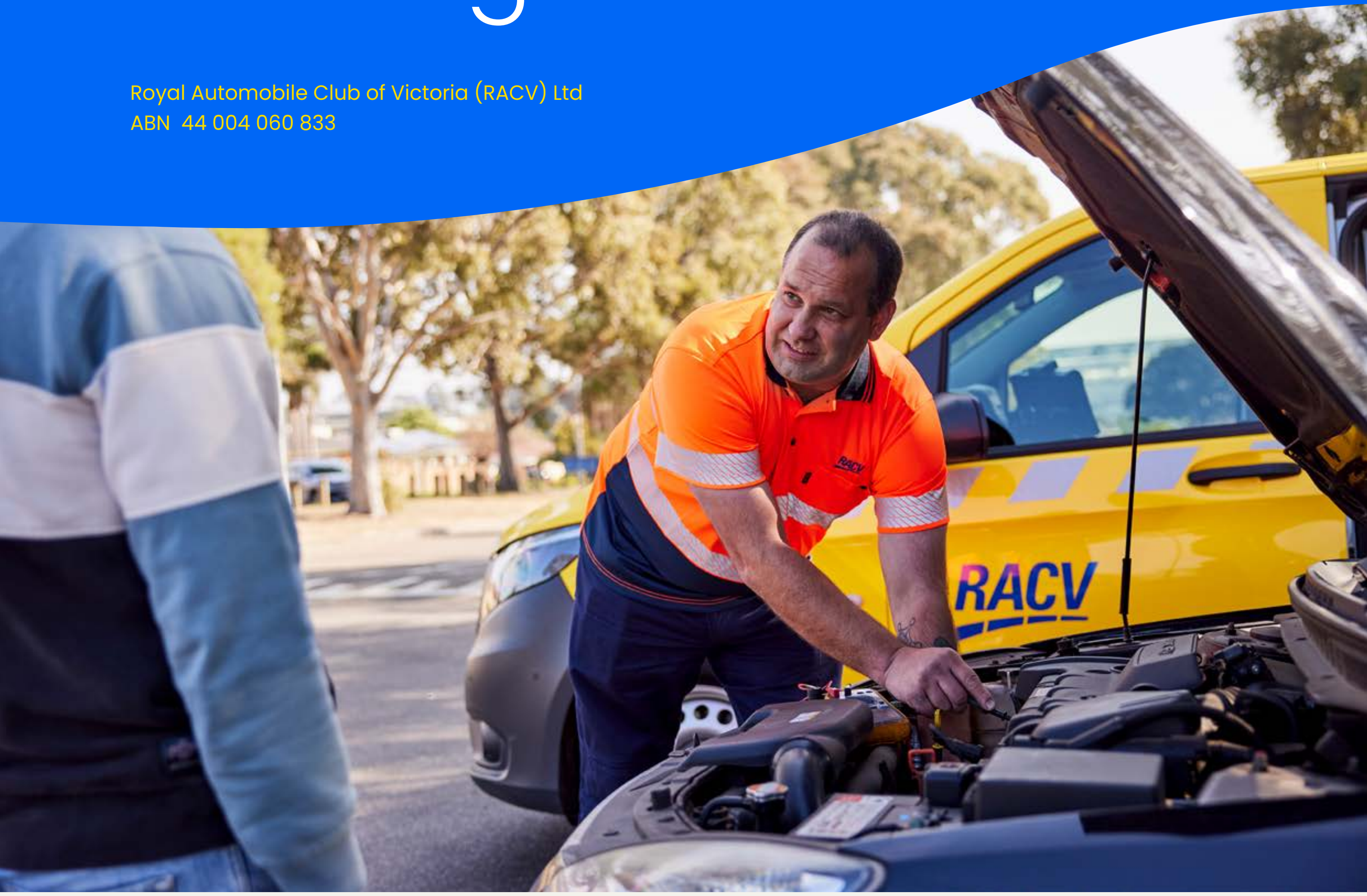
Notice of 2025 Annual General Meeting

Royal Automobile Club of Victoria (RACV) Ltd
ABN 44 004 060 833



We are pleased to give notice that the Annual General Meeting (AGM) of the Royal Automobile Club of Victoria (RACV) Ltd will be held at the RACV City Club, 501 Bourke Street, Melbourne 3000 on Wednesday, 12 November, 2025 at 10.00am Australian Eastern Daylight Time (AEDT).

Members can attend the AGM in person or virtually. Please visit the RACV AGM webpage at **racv.com.au/ourbusiness** for complete details.

Registration opens at 9.30am.

Items of Business

Ordinary Business

1. **Consideration of Reports**

To receive and consider the Financial Report, Directors' Report and Auditor's Report for RACV and its controlled entities for the year ended 30 June 2025, as set out in the Annual Report 2025. No resolution or vote is required for this item of business.

The Annual Report will be available to view prior to the AGM on the RACV website at **racv.com.au/ourbusiness**

2. **Resolution to Re-elect Mr Simon McDowell**

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

That Mr Simon McDowell be re-elected as a Director elected by Ordinary (Club) Members.

3. **Resolution to Re-elect Ms Denice Pitt**

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

That Ms Denice Pitt be re-elected as a Director elected by Ordinary (Club) Members.

4. **Resolution to Re-elect Ms Julie Stanley**

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

That Ms Julie Stanley be re-elected as a Director elected by Ordinary (Club) Members.

Under RACV's Constitution, only Ordinary (Club) Members are entitled to vote on the above resolutions.

Invitation from the President and Chairman

Dear Member,

On behalf of the RACV Board of Directors, I am pleased to invite you to the RACV 2025 Annual General Meeting.

I am very much looking forward to welcoming Members to the meeting whether attending in person or virtually and sharing with you an overview of our business activities and achievements during the 2024/2025 financial year.

Thank you for your ongoing commitment to RACV and I hope you can join us for our meeting on Wednesday, 12 November 2025.

Warm regards

Gregory J Robinson

Information for Members

AGM Attendance and Participation

Members can attend the AGM in person or virtually (online).

Ordinary (Club) Members are entitled to attend, vote and ask questions at the meeting.

Service and Relationship Members are entitled to attend and ask questions only.

For instructions on how to attend and participate in the meeting physically or virtually, please visit the RACV AGM webpage at **racv.com.au/ourbusiness**

Conduct of the AGM

Under the *Corporations Act 2001* (Cth), the Directors are required to lay before the meeting the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2025. No resolution is required for this item of ordinary business. The Chairman of the meeting will give Members a reasonable opportunity to ask questions about or make comments on the business of the AGM or the management of RACV. Members are encouraged to submit questions in advance of the meeting.

The Auditor will attend the meeting to address Members' questions about the conduct of the audit, the Auditor's Report and the accounting policies adopted by RACV in relation to the preparation of the Financial Report.

Meeting Questions

Questions in Advance

Members who would like to submit questions in advance of the AGM to the Company may do so by:

- Emailing: secretary@racv.com.au
- Posting to: L7, 485 Bourke St, Melbourne Vic 3000

Written questions in advance must be received by Monday, 3 November 2025.

Questions at the meeting

Members attending the meeting physically will be able to ask questions from the floor of the meeting.

Members attending virtually will be able to submit written questions during the meeting using the online platform. Members may also register to dial into the meeting and ask a question by emailing **secretary@racv.com.au**. Registrations for using the dial in facility close at 5:00pm (AEDT) Monday, 3 November 2025.

General Voting Information

Under RACV's Constitution:

- Only Ordinary (Club) Members are entitled to vote on the resolutions proposed in items 2, 3 and 4 of the Notice of Meeting

Under RACV's Constitution, Members who are entitled to vote on a resolution may vote at the meeting in person or, in the case of a resolution for which a poll is demanded, by their proxy. The Chairman proposes that a poll be held on each of the resolutions proposed in this Notice of Meeting.

Members attending the AGM online who wish to vote should follow the detailed instructions on how to vote at the meeting. The instructions are set out in the Online AGM Guide that can be found at **racv.com.au/ourbusiness**

Appointment of Proxy

Ordinary Members have a right to appoint a proxy to attend the meeting and to vote on a poll on their behalf. The proxy need not be a Member.

For the appointment of a proxy to be effective, the proxy form must be completed and received by RACV no later than **10.00am (AEDT) on Monday 10 November 2025**.

A completed proxy form may be given to RACV by any of the following means:

Online Proxy:

Scan the QR Code, or go to **www.vote.racv.com.au**, to lodge your proxy online. To log in, you will need your member number and your postcode.

Paper proxy:

Complete a paper proxy form and return it to the RACV using one of the following methods. If you require a form, please contact CorpVote Support on 1300 710 950 or **support@corpvote.com.au**

By mail:	CorpVote Pty Ltd PO Box 2432 Fitzroy Vic 3065
By email:	**vote@corpvote.com.au**

Proxies held by the Chairman

Members may direct the way their proxy is to vote on a resolution.

If a Member appoints the Chairman as its proxy and does not direct the Chairman as to how to vote on the proxy form, then the Member appoints the Chairman to vote on the Resolutions as the Chairman sees fit. The Chairman intends to vote all undirected proxies held by him in favour of the Resolutions proposed in the Notice of Meeting.

Further information

If you have any questions, please contact the Company Secretary on 03 9703 6793, Monday to Friday between 9.00am-5.00pm (AEDT) or by email at **secretary@racv.com.au**.

Mandy Grogan
Company Secretary & Governance Counsel
22 September 2025

Explanatory Notes

Item 1 – Financial Statements and Reports

The Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2025 will be presented at the meeting (as required by section 317 of the Corporations Act).

While the Board of the Company (**Board**) will have already approved these reports (meaning they will not require member approval), members will be invited to ask questions, make comments and note these reports at the AGM.

Items 2, 3 and 4 – Re-election of Directors

Mr Simon McDowell, Ms Denice Pitt and Ms Julie Stanley are retiring by rotation under RACV's Constitution and, being eligible have offered themselves for re-election.

As there were no external candidates for the election and the number of candidates is equal to the number of vacancies, an election by ballot was not necessary. Accordingly, under Rule 53(a) of the RACV Constitution, Mr McDowell, Ms Pitt and Ms Stanley, each being eligible, will stand for re-election at the AGM.

Simon McDowell

B.A., M.Comm (Marketing)

Mr McDowell was elected as an Independent non-executive director in October 2020. He has extensive business experience in the Retail, Consumer Products and Media & Entertainment sectors. He has broad geographic experience working in Australia, Asia, Europe and USA. He was formerly Chief Operating Officer of Bunnings and held Managing Director, Chief Customer Officer and Chief Marketing Officer roles at Dairy Farm International, Coles Group, Sony and The Coca-Cola Company. Simon holds a Bachelor of Arts and a Masters of Commerce (Marketing).

Denice Pitt

MBM, GAICD

Ms Pitt was elected an Independent non-executive director in November 2019. She is Chair of the Appointments and Remuneration Committee. She has been Chief Executive Officer of Online Education Services (OES) since July 2011. Denice has over 25 years' leadership experience in the telecommunications, technology and outsourcing industries. She is currently a non-executive director of Firbank Grammar, Proversity Ltd and Interactive Design Institute (UK).

Julie Stanley

B.Comm, CA, GAICD

Ms Stanley was elected an independent non-executive director in October 2020. She is Chair of the Audit and Compliance Committee. Julie has extensive experience in finance, accounting, risk management and assurance both in Australia and overseas. She is a Chartered Accountant and Graduate of the Australian Institute of Company Directors. She is also an independent non-executive director of South East Water Corporation (Chair of Financial Audit and Risk Management Committee). Former Assurance and Advisory partner at Deloitte and formerly a non-executive director of Transgrid and Regional Arts Victoria.

Directors' Recommendation

The Board of Directors (with Mr McDowell, Ms Pitt and Ms Stanley abstaining in relation to the items 2, 3 and 4 concerning their own elections, respectively) recommends that members vote in favour of the re-election of Mr McDowell, Ms Pitt and Ms Stanley.

Level 7, 485 Bourke Street
Melbourne Victoria 3000

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