



ARB CORPORATION LTD

Tel: +61 3 9761 6622
Fax: +61 3 9721 9093
arb.com.au

Postal Address:
PO Box 105, Kilsyth,
Victoria 3137 Australia

Street Address:
42-44 Garden Street, Kilsyth,
Victoria 3137 Australia

ASX ANNOUNCEMENT

15 September 2023

NOTICE OF ANNUAL GENERAL MEETING 2023

ARB Corporation Limited (“**ARB**” or the “**Company**”) will hold its Annual General Meeting (“**Meeting**”) at 9.30am (AEDT) on Thursday, 19 October 2023, in the Bourke Rooms 1 and 2, Level 2, RACV Club, 501 Bourke Street, Melbourne Victoria 3000.

Please find attached the following documents in relation to the Meeting:

- Notice of Annual General Meeting; and
- Proxy Form.

These documents include detailed information about how shareholders can participate in the Meeting.

For those unable to attend the Meeting in person, management presentations will be broadcast online at <https://loghic.eventsair.com/arb2023agm/register/Site/Register> from 9.30am (AEDT) on Thursday, 19 October 2023. Shareholders attending online will be able to view and listen to the presentations, however they will be unable to view or participate in question time and voting online.

If you will not be able to attend the physical meeting at the scheduled time but want to ensure your vote is counted, you can participate by appointing a proxy to attend the Meeting and vote. Alternatively, you can lodge your Proxy Form online at www.investorvote.com.au, or by mail or fax as set out in the Notice of Meeting. Proxy voting closes at 9.30am (AEDT) on Tuesday, 17 October 2023.

The Notice of Annual General Meeting includes instructions to shareholders on how to lodge their proxy votes.

For general shareholder inquiries, please contact Computershare on 1300 850 505 or +61 3 9415 4000.

Authorised by:
Damon Page,
Company Secretary

For inquiries, please contact:
Damon Page
Company Secretary
+61 3 9761 6622
company.secretary@arb.com.au

For personal use only

NOTICE OF ANNUAL GENERAL MEETING - 2023

Notice is given that the Annual General Meeting of ARB Corporation Limited (the “Company”) will be held at 9.30 am (Melbourne time) on Thursday, 19 October 2023 in the Bourke Rooms 1 and 2, Level 2, RACV Club, 501 Bourke Street, Melbourne Victoria 3000 (the “AGM” or “Meeting”).

AGENDA ITEMS

ORDINARY BUSINESS

FINANCIAL REPORTS

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2023, all of which are contained in the Annual Report.

Note: This item of business does not require Shareholders to vote on a resolution or to adopt the received reports.

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

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

“That for the purpose of section 250(R) of the Corporations Act and for all other purposes, the Remuneration Report (being the remuneration report of the Company for the financial year ended 30 June 2023) be adopted.”

Note: In accordance with section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out at pages 10 to 12 of the Annual Report, available at <https://www.arb.com.au/about/annual-reports/>.

RESOLUTION 2: RE-ELECTION OF MR ANDREW STOTT AS A DIRECTOR

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

“That Mr Andrew Stott, who retires as a Director of the Company in accordance with the Company's Constitution and, being eligible for re-election, offers himself for re-election, is re-elected as a Director of the Company.”

RESOLUTION 3: APPOINTMENT OF AUDITOR

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

“That, for the purposes of section 327B of the Corporations Act 2001 (Cth) and all other purposes, Deloitte Touche Tohmatsu, having been duly nominated by a shareholder and having consented in writing to act as auditor, be appointed as auditor of the Company and its controlled entities effective from the conclusion of this Meeting.”

By order of the Board
15 September 2023



Damon Page
Company Secretary

NOTES

ENTIRE NOTICE

The details of the Resolutions contained in the Explanatory Statement accompanying this Notice should be read together with, and form part of, this Notice.

VOTING ENTITLEMENTS

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Directors have determined that, persons who are registered holders of shares in the Company as at 7.00pm (Melbourne time), on Tuesday, 17 October 2023 will be entitled to attend and vote at the Meeting.

Transactions recorded after that time will be disregarded in determining Shareholder entitlements to attend and vote at the Meeting.

VOTING BY POLL

Voting on each Resolution will be conducted by a poll, rather than on a show of hands.

REQUIRED MAJORITY

Resolutions 1 to 3 (inclusive) are ordinary resolutions and each will be passed if more than 50% of the votes cast by Shareholders entitled to vote on Resolutions 1 to 3 are cast in favour of the Resolution.

APPOINTING PROXIES

A Shareholder entitled to attend and vote at the Meeting may appoint a proxy for that purpose. A Proxy Form is enclosed with this Notice.

A Shareholder entitled to cast two or more votes at the AGM may appoint two proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise 50% of the Shareholder's votes (any fractions will be disregarded).

If a Shareholder appoints two proxies, neither may vote on a show of hands.

A Shareholder entitled to attend and vote at the Meeting can appoint an individual or a body corporate as proxy. A proxy need not be a Shareholder.

A proxy must be signed by the Shareholder or their attorney who has not received any notice of revocation of the authority. If a Shareholder is a company, it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.

Shareholders are encouraged to notify an appointed proxy of their appointment to enable them to participate in the Meeting and to exercise their voting instructions.

If you appoint the Chairman as your proxy and do not specify how the Chairman is to vote on a Resolution, the Chairman will vote, as your proxy, ***in favour of*** the Resolution.

CORPORATE REPRESENTATIVES

A body corporate appointed as a proxy for a Shareholder entitled to attend and vote at the Meeting will need to appoint a representative to exercise the powers that body corporate may exercise as the Shareholder's proxy pursuant to section 250D of the Corporations Act. If a representative of a corporate member or proxy is to attend the Meeting, a certificate of appointment of the representative must be produced prior to admission to the Meeting. The form of certificate of appointment can be obtained from the Share Registry of the Company, Computershare Investor Services Pty Ltd, by visiting www.investorcentre.com/au under the help tab, "Printable Forms".

LODGING YOUR PROXY FORM

To be valid, the Proxy Form and the power of attorney or other authority (if any) under which it is signed, or a certified copy of any such power of attorney or other authority, must be:

- deposited at the Company's Share Registry, Computershare Investor Services Pty Ltd located at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067;
- received by post to the Share Registry of the Company, Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne, Victoria 3001;
- successfully transmitted by facsimile to the Share Registry of the Company on 1800 783 447 within Australia or +61 3 9473 2555 outside Australia;
- deposited at or received by post to the registered office of the Company at 42-44 Garden Street, Kilsyth, Victoria 3137; or
- lodged online at www.investorvote.com.au;

by no later than 9.30 am (Melbourne time) on Tuesday, 17 October 2023. Any proxy received after that time will not be valid for the Meeting.

To use the online facility at www.investorvote.com.au, Shareholders receiving electronic communications can click on the proxy link received by email and enter their postcode or country code registered to their holding whilst Shareholders receiving communications by mail will enter their six-digit Control Number, SRN or HIN and postcode which can be found on their Proxy Form. Alternatively, Shareholders can scan the QR Code on their enclosed Proxy Form with their mobile device.

Custodians Voting

Intermediary online subscribers only (custodians) should visit: www.intermediaryonline.com to submit their voting intentions.

VOTING EXCLUSION STATEMENT

Resolution 1

The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the Company's Key Management Personnel ("KMP"), details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of a KMP, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the KMP or is a Closely Related Party of a KMP.

However, the Company will not disregard a vote cast on Resolution 1 by a person described above if:

- the vote is cast by the person as a proxy for a Shareholder that is permitted to vote on Resolution 1; and
- either:
 - the person is appointed as the proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
 - the person appointed as the proxy is the Chairman and the proxy appointment:
 - does not specify the way the proxy is to vote on Resolution 1; and
 - expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

If you are a member of the KMP or a Closely Related Party of a member of the KMP (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as described above), you may commit an offence by breaching the voting restrictions that apply to you under the Corporations Act.

A Closely Related Party of a member of the KMP means any of the following:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependant of the member or of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- a company the member controls.

Resolutions 2 and 3

There are no voting restrictions on Resolutions 2 and 3.

APPOINTING THE CHAIRMAN OF THE MEETING AS PROXY

The Proxy Form contains detailed instructions regarding how to complete the Proxy Form if a Shareholder wishes to appoint the Chairman as their proxy. Shareholders should read those instructions carefully.

By appointing the Chairman as the Shareholder's proxy in relation to Resolution 1, the Shareholder expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

The Chairman of the Meeting intends to exercise all undirected and available proxies by voting ***in favour of*** all Resolutions.

QUESTIONS AND COMMENTS

Shareholders may submit questions prior to the Meeting by lodging the questions by email addressed to company.secretary@arb.com.au.

To allow time to collate questions and prepare answers, please submit any questions by email by no later than 5.00pm (Melbourne time) on Thursday, 12 October 2023.

As part of the consideration of the financial statements and reports, Shareholders (as a whole) will be given a reasonable opportunity at the Meeting to ask questions about, and make comments on, the management of the Company and the Remuneration Report. Similarly, Shareholders (as a whole) will be given a reasonable opportunity at the Meeting to ask questions of the Auditor (i.e. Pitcher Partners), or the Auditor's representative, which are relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the Auditor's independence in conducting the audit.

EXPLANATORY STATEMENT

This Explanatory Statement accompanies and forms part of this Notice. The purpose of this Explanatory Statement is to inform Shareholders about the business of the Meeting and each Resolution.

RECEIPT AND CONSIDERATION OF FINANCIAL REPORTS

Under the Corporations Act, the Directors are required to lay before the AGM the Financial Report, the Directors' Report and the Auditor's Report (together, "Reports").

Under the Corporations Act, the Auditor (i.e. Pitcher Partners) is required to attend (or to be represented) at the AGM. Prior to the AGM, Shareholders who are entitled to cast a vote at the AGM may submit written questions to the Auditor for response by the Auditor at the AGM if such questions are relevant to:

- the content of the Auditor's Report; or
- the conduct of the audit of the Financial Report.

All such written questions for the Auditor must be submitted by email addressed to company.secretary@arb.com.au by no later than 5:00 p.m. on Thursday, 12 October 2023 (pursuant to section 250PA of the Corporations Act).

Under section 250PA of the Corporations Act, the Company is required to pass on all such written questions to the Auditor; and the Auditor must prepare a list of questions that the Auditor has received from the Company and which the Auditor considers to be relevant to the content of the Auditor's Report and the conduct of the audit of the Financial Report. The Auditor may omit questions from the question list that are the same in substance as other questions and questions that are not received in a timely manner. At the AGM, the Chairman will give the Auditor, or the Auditor's representative, a reasonable opportunity to answer the questions on the question list. The Company will make the list of questions prepared by the Auditor available at the AGM.

If a Shareholder has elected not to receive a hard copy of the Annual Report, a copy can be obtained free of charge by contacting the Company by email at company.secretary@arb.com.au. Alternatively, Shareholders may access the Annual Report at the Company's website www.arb.com.au/about/investor-relations/ or via the Company's announcement platform on ASX.

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the AGM. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company. However, under the Corporations Act, if at least 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report, then:

- if comments are made on the Remuneration Report at the AGM, the Company's remuneration report in respect of the financial year ending on 30 June 2024 will be required to include an explanation of the Board's proposed action in response to those comments or, if no action is proposed, the reasons why; and
- if, at the Company's annual general meeting in 2024, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report in respect of the financial year ending on 30 June 2024 are against its adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting ("Spill Meeting") be held to consider the election of Directors of the Company ("Spill Resolution"). Where applicable, the Spill Meeting must be held within 90 days of the date of the 2024 annual general meeting. If more than 50% of the votes cast on the Spill Resolution are in favour of the Spill Resolution, the Spill Resolution will be passed and all of the Directors in office at the 2024 annual general meeting (other than the Managing Director) will cease to hold office immediately before the end of the Spill Meeting, unless they are re-elected at the Spill Meeting.

It is noted that at the Company's last annual general meeting (held in 2022), the votes cast against the remuneration report in respect of the financial year ended on 30 June 2022 represented less than two per cent (1.87%) of the total votes cast and accordingly, a 'spill resolution' will not under any circumstances be required for the AGM.

The Remuneration Report forms part of the Directors' Report, which is contained in the Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Board believes that the remuneration policies adopted by the Company represent appropriate remuneration arrangements given the Company's size, the industry in which it operates and the performance of the Company.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

RESOLUTION 2: RE-ELECTION OF MR ANDREW STOTT AS A DIRECTOR

In accordance with clause 65 of the Company's Constitution, Mr Andrew Stott is required to retire at the AGM. He is, however, eligible for re-election and pursuant to Resolution 2 is seeking re-election as a Director of the Company.

Mr Stott was initially appointed as a Director of the Company in 2006. He is a member of the Remuneration and Nomination Committee. Mr Stott has extensive experience in the 4-wheel drive industry, particularly in sales, marketing and promotional activities.

Recommendation

The Directors (with Mr Andrew Stott abstaining) support the re-election of Mr Stott as a Director of the Company and recommend that Shareholders vote in favour of Resolution 2.

RESOLUTION 3: APPOINTMENT OF AUDITOR

Pitcher Partners is currently the Company's auditor. Following a competitive tender process, the Board has selected Deloitte Touche Tohmatsu ("**Deloitte**") to be appointed as the new auditor of the Company and its controlled entities and Deloitte has consented to the appointment. Under the Corporations Act 2001 (Cth), Shareholder approval is required for the appointment of a new auditor.

ASIC has consented to Pitcher Partners' resignation as auditor.

Karen Phin being a member of the Company, has nominated that Deloitte be appointed as auditor. A copy of the notice of nomination is included at the end of this Explanatory Statement at Schedule 1.

If Resolution 3 is passed, Deloitte will be appointed as the Company's auditor effective from the conclusion of this Meeting.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

GLOSSARY

"**Annual Report**" means the Company's annual report for the financial year ended 30 June 2023, which contains the Directors' Report, the Financial Report and the Auditor's Report.

"**ASX**" means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange (being a financial market operated by it), as the context requires.

"**Auditor**" means Pitcher Partners.

"**Auditor's Report**" means the Auditor's report on the Financial Report.

"**Board**" means the Directors acting as the board of directors of the Company.

"**Chairman**" means the person appointed to chair the Meeting.

"**Corporations Act**" means the *Corporations Act 2001* (Cth).

"**Director**" means a director of the Company.

"**Directors' Report**" means the directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities for the financial year ended 30 June 2023, which forms part of the Annual Report.

"**Explanatory Statement**" means the explanatory statement which accompanies, and forms part of, this Notice.

"**Financial Report**" means the financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities for the financial year ended 30 June 2023, which forms part of the Annual Report.

"**Key Management Personnel**" means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

"**Notice**" means this Notice of Meeting relating to the AGM, including the Explanatory Statement.

"**Proxy Form**" means the proxy form accompanying, and incorporated as part of, this Notice.

"**Remuneration Report**" means the remuneration report of the Company for the financial year ended 30 June 2023, which forms part of the Directors' Report.

"**Resolution**" means a resolution referred to in this Notice.

"**Shareholder**" means a shareholder of the Company.

SCHEDULE 1 – NOTICE OF NOMINATION

NOTICE OF NOMINATION OF AUDITOR

To: The Company Secretary
ARB Corporation Limited
42-44 Garden Street
KILSYTH VIC 3137
(the “Company”)

I am a member of the Company.

I hereby nominate Deloitte Touche Tohmatsu (“Deloitte”) for appointment as auditor of the Company.

This notice serves as a Notice of Nomination in accordance with section 328B(1) of the Corporations Act 2001 (Cth).

In accordance with section 328B(3) of the Corporations Act, please send a copy of this notice to Deloitte, the auditor of the Company and any person entitled to receive notice of general meetings of the Company.

Signed _____



Name: Karen Phin

Dated: 16 August 2023

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ARB Corporation Limited
ABN 31 006 708 756

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

ARB

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:30am (Melbourne time) on Tuesday, 17 October 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of ARB Corporation Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of ARB Corporation Limited to be held at Bourke Rooms 1 and 2, Level 2, RACV Club, 501 Bourke Street, Melbourne, VIC 3000 and online on Thursday, 19 October 2023 at 9:30am (Melbourne time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Andrew Stott as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address
By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

