



Transmetro Corporation
ABN 45 001 809 043

18 October 2024

Companies Announcement Officer
Australian Securities Exchange Ltd
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

Re: Notice of Annual General Meeting and Proxy Form

We attach for your information copies of the following which will be mailed together with the 2024 Annual Report to shareholders of Transmetro Corporation Limited:

- Notice of Annual General Meeting
- Proxy Form

A copy of the Annual Report will be lodged separately with the Exchange.

Yours faithfully

Jakin Agus
Company Secretary





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Notice of Annual General Meeting - Transmetro Corporation Limited

Notice is hereby given that the Annual General Meeting of the members of Transmetro Corporation Limited will be held on Thursday 28th November 2024 at 10:00 am at:
Suite 53, Level 3, 330 Wattle Street
Ultimo, Sydney NSW 2007

Business of the meeting will be as follows:

1. Financial reports, directors' report and auditor's report

To receive, consider and adopt the financial report of the company and of the consolidated group for the year ended 30 June 2024 and the reports by directors and auditors thereon.

Note: There is no requirement of shareholder approval

2. Resolution 1- Adoption of Remuneration Report.

To consider, and if thought fit, pass with or without amendment the following resolution as an ordinary resolution as a non-binding resolution:

"That, for the purposes of section 250R(2) of the Corporation Act and for all other purposes, the Remuneration Report for the financial year ended 30 June 2024 be adopted."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion statement

In accordance with Sections 250BD, 250R and 250V of the Corporation Act, a vote on Resolution 1 must not be cast by, or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or Closely Related of such member. However, if the Company will not disregard a vote if:

- (a) The Person is acting as proxy, the proxy form specifies how the proxy is to vote and the vote is not cast on behalf of a person who is otherwise excluded on this Resolution as described above;
or
- (b) The person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of the member of the Key Management Personnel.

3. Resolution 2- Re-election of David Lloyd as director.

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

"That, for the purpose of clause 14.2 of the Constitution, ASX Listing Rule 14.5 and for all other purposes, to elect Mr. David Lloyd as a Director. Mr. David Lloyd retires by rotation in accordance with the provisions of the Company's Constitution and, being eligible, offers himself for re-election."





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4. **Resolution 3 – Approval of Non-Executive directors’ fee**

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

“That, for the purpose of ASX listing rule 10.17, it is approved the maximum aggregate amount of directors’ fees that may be paid to all of the entity’s non-executive directors will be increased by \$2,640 from \$52,800 per annum to \$55,440 per annum, which will be divided amongst the non-executive directors as they so determine.”

ASX Listing Rule 10.17 requires the Company to obtain shareholder approval for increasing directors’ fees payable to its non-executive directors. If shareholder approval is obtained, the directors fees will be increased to \$55,440 per annum. Otherwise, the directors’ fees will remain at \$52,800 per annum.

No securities have been issued to a director under rule 10.11 and 10.14 with the approval of the holders of the entity’s ordinary securities at any time within the preceding 3 years;

The total amount of directors’ fees paid to the non-executive directors of an entity by the entity or any of its’ child entities has not exceeded the total amount of \$55,440 per annum directors’ fees approved by the holders of its’ ordinary securities under ASX listing rule 10.17.

Voting Exclusion Statement

The company will disregard any votes cast in favour of the resolution by or on behalf of:

- any of the directors; or
- an associate of the directors.

However, the Company need not disregard a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - o the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.”

5. To transact any other business which may be brought forward in accordance with the Articles of Association.



For personal use only



METRO
HOSPITALITY GROUP

Transmetro Corporation

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By Order of the Board

Jakin Agus
Company Secretary
Sydney, 18 October 2024

For personal use only



ABN: 45 001 809 043 TRANSMETRO CORPORATION LIMITED

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