

### **ASX Announcement**

### Addendum to Notice of Annual General Meeting

**Dynamic Group Holdings Limited (ASX: DDB)** ("**Dynamic**" or the "**Company**") refers to the Notice of Annual General Meeting dated 30 October 2024 ("**Notice of AGM**") in respect of an Annual General Meeting to be held at 76 Hasler Way, Osborne Park, Western Australia on Friday, 29 November 2024 at 12:00 pm (WST) ("**AGM**"),

The Directors wish to insert an additional resolution (Resolution 6 – Appointment of Auditor at AGM to fill vacancy) in the Notice of AGM to be considered at the upcoming AGM. Details of the new resolution is outlined in the attached Addendum to Notice of Annual General Meeting.

This announcement has been authorised for release by Thomas May to the ASX on behalf of the Board of Directors.

**ENDS** 

Chairman
Craig David Hughes
Dynamic Group Holdings Limited
info@dynamicgroupholdings.com.au
+61 8 6404 2798



### Addendum to Notice of Annual General Meeting

Dynamic Group Holdings Limited (ASX: DDB) ("Dynamic" or the "Company") hereby gives notice to shareholders of the Company, that in relation to the Notice of Annual General Meeting dated 30 October 2024 ("Notice of AGM") in respect of an Annual General Meeting to be held at 76 Hasler Way, Osborne Park, Western Australia on Friday, 29 November 2024 at 12:00 pm (WST) ("AGM" or "Meeting"), the Directors have determined to issue this addendum to the Notice of AGM ("Addendum") for the purposes set out below.

Defined terms used in this Addendum have the same meaning given to that term in the Notice of AGM, unless stated otherwise.

### **Agenda**

Pursuant to this Addendum, the following additional resolution, Resolution 6 is added to the Notice of AGM:

### Resolution 6: Appointment of Auditor at AGM to fill vacancy

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

"That, for the purposes of section 327B of the Corporations Act and for all other purposes, BDO Audit Pty Ltd having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointment as auditor of the Company, effective from the close of the Meeting."

### **Explanatory Statement**

### Resolution 6: Appointment of Auditor at AGM to fill vacancy

Section 327C(1) of the *Corporations Act 2001* (Cth) ("Corporations Act") provides that if a vacancy occurs in the office of auditor of a public company the Directors must within 1 month appoint an auditor to fill the vacancy. Section 327C(2) of the Corporations Act provides that an auditor so appointed holds office until the Company's next annual general meeting.

As announced by the Company to ASX on 19 April 2024, BDO Audit Pty Ltd ("BDO Audit") was appointed as auditor of the Company. The appointment follows the resignation of BDO Audit (WA) Pty Ltd ("BDO WA") and ASIC's consent to the resignation in accordance with section 329(5) of the Corporations Act. The change of auditor arose as a result of BDO WA restructuring its audit practice whereby audits will be conducted by BDO Audit, an authorised audit company, rather than BDO WA.

Under section 327(C)(2) of the Corporations Act, BDO Audit retires at the AGM. As BDO Audit is eligible for election as auditor of the Company as and from the AGM, Resolution 6 proposes the election of BDO Audit as auditor of the Company.

BDO Audit has given its written consent to act as the Company's auditor, subject to Shareholder approval.

If Resolution 6 is passed, the appointment of BDO Audit as the Company's auditor will take effect from the close of the AGM.







### **ASX Announcement**

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for BDO Audit to be appointed as the Company's auditor. A copy of this nomination is annexed to this Addendum as Annexure A.

### **Board recommendation**

Resolution 6 is an ordinary resolution.

The Directors of the Company believe Resolution 6 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

### Replacement Proxy form

Shareholders are encouraged to participate in voting on the resolutions to be considered at the AGM. To vote by proxy, please complete, sign and return your personalised proxy form in accordance with the instructions set out in the proxy form. Alternatively, you may vote online at www.automicgroup.com.au, or in person by attending the AGM.

Proxy form instructions (by proxy form or online voting) must be received by the Company's share registry by no later than 12:00 pm (WST) on Wednesday, 27 November 2024. Instructions received after that time will not be valid for the AGM. Please refer to the full Notice of AGM for further important information.

If Shareholders wish to have their votes counted by proxy in respect of Resolution 6, Shareholders must use the replacement Proxy Form to vote on ALL Resolutions. In the event that a Shareholder provides a replacement Proxy Form, any Proxy Form dispatched with the original Notice of Meeting which has been completed by that Shareholder will be disregarded. If you have already voted and do not wish to vote on Resolution 6 or otherwise change your proxy vote, you do not need to take any action, as the proxy you previously submitted remains valid.

The Company may accept proxy Forms dispatched with the original Notice of Meeting received from Shareholders in the event that a replacement proxy Form is not provided by the relevant Shareholder.

The Company encourages all shareholders to vote prior to the AGM by returning their proxy voting instructions before the deadline and advises that all voting in respect of resolutions considered at the AGM will be conducted on a poll.

The updated proxy form with the addition of Resolution 6 is annexed to this Addendum as Annexure В.



Phone: 1800 808 614

Mail: Locked Bag 5390 Parramatta NSW 2124

Fax: 1300 855 378

Email: service@ausfoodsuper.com.au

# NOTICE OF NOMINATION OF AUDITOR (Resolution 6)

The Company Secretary

Dynamic Group Holdings Limited

Suite 116, 1 Kyle Way

CLAREMONT WA 6010

Dear Sir

### **Nomination of Auditor**

Australian Meat Industry Superannuation Pty Ltd as Trustee for Australian Meat Industry Superannuation Trust (trading as Australian Food Super), being a member of Dynamic Group Holdings Limited, hereby nominate BDO Audit Pty Ltd for appointment as auditor of Dynamic Group Holdings Limited at the Company's next annual general meeting or any adjournment thereof.

I consent to the distribution of a copy of this notice of nomination as an annexure to the notice of meeting for the 2021 annual general meeting of Dynamic Group Holdings Limited in accordance with section 328B(3) of the Corporations Act.

Yours faithfully,

Rebecca Fletcher

R. Hutcher

**Company Secretary** 

Australian Food Super



Dynamic Group Holdings Limited | ACN 153 894 403

# Replacement Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

**Holder Number:** 

Your proxy voting instruction must be received by **12.00pm (AWST) on Wednesday, 27 November 2024,** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### **SUBMIT YOUR PROXY**

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <a href="https://investor.automic.com.au/#/home">https://investor.automic.com.au/#/home</a> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### **DEFAULT TO THE CHAIR OF THE MEETING**

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### **STEP 2 - VOTES ON ITEMS OF BUSINESS**

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

 $\textbf{\textbf{Joint holding}} : \label{eq:loss} \textbf{\textbf{Where the holding is in more than one name, all Shareholders should sign.}$ 

**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 Proxy Voting Form when you return it.

**Companies**: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

### **CORPORATE REPRESENTATIVES**

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automic.com.au.

## **Lodging your Proxy Voting Form:**

### Online:

Use your computer or smartphone to appoint a proxy at

https://investor.automic.com.au/#/loginsah

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



### BY MAIL:

Automic GPO Box 5193 Sydney NSW 2001

### IN PERSON:

Automic Level 5, 126 Phillip Street Sydney NSW 2000

### **BY EMAIL:**

meetings@automicgroup.com.au

### BY FACSIMILE:

+61 2 8583 3040

### All enquiries to Automic: WEBSITE:

https://automicgroup.com.au/

**PHONE:** 1300 288 664 (Within Australia)

+61 2 9698 5414 (Overseas)

### STEP 1 - How to vote

### **APPOINT A PROXY:**

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Dynamic Group Holdings Limited, to be held at 12.00pm (AWST) on Friday, 29 November 2024 at 76 Hasler Way Osborne Park WA hereby:

If Shareholders wish to have their votes counted by proxy in respect of Resolution 6, Shareholders must use this replacement Proxy Form to vote on ALL Resolutions. In the event that a Shareholder provides a replacement Proxy Form, any Proxy Form dispatched with the original Notice of Meeting which has been completed by that Shareholder will be disregarded. If you have already voted and do not wish to vote on Resolution 6 or otherwise change your proxy vote, you do not need to take any action, as the proxy you previously submitted remains valid.

The Company may accept proxy Forms dispatched with the original Notice of Meeting received from Shareholders in the event that a replacement proxy Form is not provided by the relevant Shareholder.

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

### AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default). I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

### STEP 2 – Your voting direction

Resolutions		For	Against Abstain
1.	Adoption of Remuneration Report		
2.	Election of Director – Craig David Hughes		
3.	Election of Director – Andrew Malcom Haslam		
4.	Election of Director – Murray Frith Rutherford		
5.	Approval of 10% Placement Facility (Listing Rule 7.1A)		
6.	Appointment of Auditor at AGM to fill vacancy		

# Individual or Securityholder 1 Securityholder 2 Securityholder 3 Sole Director and Sole Company Secretary Director Director Contact Name: Email Address: Contact Daytime Telephone Date (DD/MM/YY) By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).