

# PRITCHARD EQUITY LIMITED

ABN 80 100 517 404

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the twenty first annual general meeting of Pritchard Equity Limited will be held at 10 Murray Street, Hamilton, NSW 2303 on 24 November 2023 at 3:00 pm.

If you would like to attend the meeting by Zoom, you may do so by using the following connection:

Meeting ID: 835 4965 8067

Passcode: 194081

### BUSINESS

**1. Financial Statements and Reports**

To consider the Directors' Report, Financial Statements and Independent Audit Report for the year ended 30 June 2023.

**2. Adoption of Remuneration Report**

To adopt the Remuneration Report for the year ended 30 June 2023.

**3. Re-election of Director**

Steven Pritchard retires by rotation in accordance with the provisions of the constitution and, being eligible, offers himself for re-election.

**4. Issue of shares to Steven Pritchard**

That Steven Pritchard be issued with 10,000 A ordinary shares in the capital of the company in lieu of directors fees.

**5. Issue of shares to Enzo Pirillo**

That Enzo Pirillo be issued with 10,000 A ordinary shares in the capital of the company in lieu of directors fees.

**6. Issue of shares to Gordon Elkington**

That Gordon Elkington be issued with 10,000 A ordinary shares in the capital of the company in lieu of directors fees.

# NOTICE OF ANNUAL GENERAL MEETING

## 7. Amendment to the Constitution

To consider and if thought fit to pass the following resolution as a special resolution:

That the company's constitution be amended by repealing rule 31.10 and replacing it with the following new rule:

### 31.10 Unclaimed Dividends

- (a) Unclaimed dividends may be used by the directors as they think fit for the benefit of the company until they are claimed or dealt with under sub-rule (b) or in accordance with any law relating to unclaimed moneys.
- (b) The directors may revoke the payment of an unclaimed dividend and retain the dividend for the benefit of the company if the dividend remains unclaimed for three years from the date it was payable.
- (c) The company must give written notice to the affected member at least six months prior to the date on which the directors intend to revoke the payment of an unclaimed dividend.

## 8. General Business

To transact any other business which may be properly brought forward.

The company has determined that, for the purpose of voting at the meeting, shares will be taken to be held by those persons recorded on the company's register on 22 November 2023 at 3:00 pm.



Steven Pritchard  
Director  
19 October 2023

# EXPLANATORY NOTES – BUSINESS OF THE MEETING

## 1. Financial Statements and Reports

During this item there will be an opportunity for shareholders to ask questions and comment on the Directors' Report, Financial Statements and Independent Audit Report for the financial year ended 30 June 2023. No resolution is required to be passed on this item.

## 2. Adoption of Remuneration Report

During this item there will be an opportunity for shareholders to comment on and ask questions about the Remuneration Report on page 7 of the company's annual report.

Note that the vote on this item is advisory only and does not bind the directors of the company.

## 3. Re-election of Director

Steven Pritchard

Mr Pritchard was appointed a director of the Company in 2002.

More information about the qualifications and experience of Mr Pritchard can be found in the Company's Annual Report.

## 4. Issue of ordinary shares to Steven Pritchard, Enzo Pirillo and Gordon Elkington

Currently the remuneration approved by shareholders for non-executive directors is set at a maximum of \$80,000 per annum.

The company proposes to ask shareholders at the forthcoming Annual General Meeting to approve an issue of 10,000 A ordinary shares to each of the directors in lieu of directors' fees. Based upon the last sale price of \$0.60 per A ordinary share this is equivalent to \$6,000 per director.

None of the directors will vote any shares in which they have a relevant interest in respect of any of resolutions 4, 5 and 6.

## 7. Amendment to the Constitution

The company's constitution presently includes the following provision relating to unclaimed dividends:

### 31.10 Unclaimed Dividends

Except as otherwise provided by the Act, all dividends unclaimed for 1 year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the company until claimed.

The company is presently holding unclaimed dividends on behalf of a number of shareholders and former shareholders, and this creates additional record-keeping and accounting work for the company. The company has lost touch with most of the persons concerned, and would like to tidy all this up by paying outstanding dividends to persons who can be found, and revoking any other unclaimed dividends for the benefit of the company.

Rule 31.10 as it presently stands does not allow the directors to do this. The directors believe however that the procedure set out in the new rule 31.10 represents a fair way of dealing with the issue.

## Notes relating to proxies

1. A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies (who need not be members of the company) to attend and vote in the member's place. Where a member appoints more than one representative, proxy or attorney, the appointees are entitled to vote on a poll but not on a show of hands.
2. A member who appoints two proxies may specify a proportion or number of the member's votes which each proxy is appointed to exercise. A single proxy exercises all the member's votes.
3. Proxy forms may be delivered in person, by mail or by facsimile to the company's registered office. Proxy forms must be completed, signed and received no later than 48 hours before the meeting.

4. The company's registered office details are as follows.

Pritchard Equity Limited  
10 Murray Street  
Hamilton NSW 2303

PO Box 413  
Hamilton NSW 2303

Telephone +61 2 4920 2877

Facsimile +61 2 4920 2878

# PRITCHARD EQUITY LIMITED

ABN 80 100 517 404

Registered Office: 10 Murray Street, Hamilton, NSW 2303

Telephone 02 4920 2877 Facsimile 02 4920 2878

## PROXY FORM

I/We

of

being a member of Pritchard  
Equity Limited hereby appoint

of

or in his/her absence

of

or in his/her absence, the Chairman of the Meeting, as my/our general/special proxy to vote on my/our behalf at the Annual General Meeting of the company to be held 24 November 2023 or at any adjournment of that meeting.

Signature of shareholder

Date

Unless otherwise instructed the proxy will vote as he or she thinks fit, or abstain from voting. If the chairman is appointed proxy, he will vote all undirected proxies in favour of all resolutions. Should the member wish to direct the proxy how to vote, the following should be completed.

Agenda item		FOR	AGAINST	ABSTAIN
2.	Adoption of the Remuneration Report (non-binding resolution).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Re-election of director – Steven Pritchard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Issue of A ordinary shares to Steven Pritchard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Issue of A ordinary shares to Enzo Pirillo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Issue of A ordinary shares to Gordon Elkington	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Amendment to the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>