Australian Institute of Company Directors

Notice of 2026 Annual General Meeting

Notice is given that the 2026 Annual General Meeting (**AGM**) of the Australian Institute of Company Directors Limited (**AICD**) ABN 11 008 484 197 (the **Company**) will be held as a hybrid meeting on Monday 30 November 2026, commencing at 5.30pm Sydney time (AEDT).

Members can attend the meeting in person at the AICD Sydney Office, Level 5, 1 Martin Place, Sydney NSW or participate online through a platform provided by MUFG Corporate Markets (**MUFG**) at https://meetings.openbriefing.com/AICD26 which will allow members to view the AGM, vote, ask questions or make comments. Members may also attend the meeting or ask questions by telephone.

Information about how to participate in the meeting is included on page 2 of this Notice and at the following web address: **aicd.com.au/AGM**.

Items of Business

1. **Reports of Chair and Managing Director & Chief Executive Officer**

   To receive the Reports of the Chair and the Managing Director & Chief Executive Officer for the financial year ended 30 June 2026, as included in the 2026 Annual Report.

2. **Financial Statements and Reports**

   To receive and consider the financial statements, the Directors' Report and the Auditor's Report for the year ended 30 June 2026.

3. **Appointment of Auditor**

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

   "That, for the purposes of section 327B of the Corporations Act 2001 (Cth) and for all other purposes, following ASIC's consent to resignation of KPMG, PricewaterhouseCoopers having consented in writing to act, be appointed as auditor of the AICD with effect from the date that ASIC's consent takes effect."

By order of the Board

Helen Wild FAICD
Company Secretary

Sydney
30 October 2026

Information for Members

Voting by Poll

Voting on the proposed resolution at this meeting will be conducted by poll. If the poll result is not available prior to the end of the meeting, they will be published on the AICD website and communicated to members as soon as practicable following the meeting.

Appointment of Proxies

A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on their behalf. A proxy need not be a member of the AICD.

Members are encouraged to submit a proxy even if they plan to participate in the meeting online, so that their vote will be counted, if for any reason they are unable to attend or to vote at the meeting. If a member submits a proxy and then attends the meeting, the proxy will not be permitted to vote on that member's behalf.

If a member appoints a proxy (other than the Chair of the meeting) and directs them how to vote on a resolution and their named proxy does not attend the meeting or does not vote on the resolution on a poll, the Chair of the meeting will be their proxy and will vote on their behalf on a poll as they have directed on the proxy form. If a member has not directed their proxy how to vote, then the proxy may vote as the proxy determines.

If a member appoints the Chair of the meeting as their proxy (or the Chair is appointed by default if the member has not filled in the name of their proxy in their proxy form) and no direction is provided in relation to a resolution, the member authorises the Chair to exercise their proxy as the Chair sees fit in relation to that resolution. **The Chair of the meeting intends to vote all undirected proxies in favour of the proposed resolution.**

Lodgement of Proxies

To be effective, a proxy form or other instrument appointing a proxy must be signed by a member or a member's attorney and must be received (along with the power of attorney or other authority under which it is signed, or a certified copy of that power of attorney or authority) by the AICD by **5.00pm (AEDT) on Saturday 28 November 2026.**

Completed proxies may be submitted:

1. by hand delivery to MUFG Corporate Markets (AU) Limited, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150;

2. by post to the Australian Institute of Company Directors C/- MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South NSW 1235 Australia; or

3. by lodging the proxy online at https://au.investorcentre.mpms.mufg.com/voting/AICD. To use the online proxy appointment facility, members will need their AICD Member ID number and postcode, or they can access the facility using the personalised link sent to them by email.

(If the proxy form is signed by an attorney, the original power of attorney or certified copy of it must be received by post or hand delivery no later than 48 hours prior to the AGM, unless it has been previously given to the AICD.)

How to participate in the AGM

Details on how to participate in the meeting are set out below and are also available in the Virtual Meeting User Guide at **aicd.com.au/AGM**.

Members can participate in the AGM in the following ways:

1. **in person:** members (and proxyholders) who wish to attend the meeting in person can register from 5.00pm on the day of the meeting.

2. **online:** members (and proxyholders) can view a live webcast of the AGM and submit a written question or comment, and vote while the meeting is in progress through an online platform at https://meetings.openbriefing.com/AICD26. Registration to participate in the meeting opens at 5.00pm Sydney time (AEDT) on Monday 30 November 2026.

   Members will require their AICD Member ID Number and postcode to register for the meeting.

   Proxyholders will require a proxy number provided by MUFG 24 hours prior to the meeting and should call the help line on +61 1800 990 363 on the day of the meeting if they have not received their proxy number by email.

   The online platform will provide details on how to ask questions, make comments and vote. Further information, including browser requirements, is also available in the Virtual Meeting User Guide at **aicd.com.au/AGM**.

   Please note that there may be a 15-30 second delay when attending online or watching the webcast live.

3. **by telephone:** members who are not attending the AGM in person and wish to join the meeting by telephone, or to speak at the meeting to ask a question or make a comment, will need to pre-register for the meeting by contacting MUFG on +61 1800 990 363 **by 5.00pm Sydney time (AEDT) on Friday 27 November 2026**.

   MUFG will provide details of a unique PIN to be used to attend the meeting. Members should call 1800 416 188 (Australia Toll Free) or +61 2 9189 1107 (International) and provide their PIN to join the meeting by telephone. Members participating by telephone can follow the prompts to ask a question during the meeting. **Members cannot vote by telephone during the meeting and are encouraged to consider appointing a proxy or voting online during the meeting.**

Instructions will also be provided by the Chair at the commencement of the meeting regarding how to vote and how to ask questions or make comments, if members are attending online or by telephone.

Submitting questions in advance of the meeting

Members may submit questions relating to the business of the meeting, prior to the AGM. Please submit questions by emailing the Company Secretary at **AGM@aicd.com.au**:

- by 5.00pm Sydney time (AEDT) on Monday 23 November 2026 (being no later than 5 business days before the AGM) if the question is directed to the auditor regarding their independence, the conduct of the audit, the auditor's report, or the accounting policies of the AICD; or
- by 5.00pm Sydney time (AEDT) on Wednesday 25 November 2026 for all other questions.

While the Chair will endeavour to respond to as many questions as possible during the meeting, it may not be possible to respond to all questions individually or to address all topics raised.

A record of all questions asked both prior to, and during the meeting, will be made available on the AICD's website shortly following the meeting.

Technical difficulties

Technical difficulties may arise during the course of the meeting. The Chair of the meeting will consider the impact of these technical difficulties on members and may continue or adjourn the meeting, if the Chair determines it is appropriate to do so.

Individual members who are experiencing technical difficulties with registration to attend online, or with the online platform during the meeting, should call the MUFG help line on +61 1800 990 363.

Notice of Meeting - Explanatory Notes for Items of Business

Item 2: Financial Statements and Reports

The 2025/26 Financial Report is included in the AICD's 2026 Annual Report and is available at **aicd.companydirectors.com.au/about/annual-reports**, or can be viewed and downloaded at **aicd.com.au/AGM**.

While there is no requirement for a resolution for this item of business, members will be given a reasonable opportunity to:

- ask questions about, or make comments on, the operations and management of the AICD, and
- ask the auditor questions regarding the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the AICD in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Item 3: Appointment of Auditor

In 2026, Management conducted a market review of AICD's external audit arrangements, with the AICD Board recommending the appointment of PricewaterhouseCoopers (PwC) as AICD's external auditor commencing from the FY27 audit.

In accordance with the Corporations Act 2001 (Cth), a change of auditor requires the consent of the Australian Securities and Investments Commission (ASIC) and approval by members at a general meeting.

Section 328B(1) of the Corporations Act requires that written notice of nomination of an auditor proposed to be appointed at a company's annual general meeting be received from a member of the Company. A copy of this notice is attached as Annexure A.

PricewaterhouseCoopers has provided its written consent to act as auditor of AICD, subject to member approval. If approved by AICD members at the 2026 AGM, the appointment of PricewaterhouseCoopers as AICD's external auditor will take effect upon ASIC's consent to the resignation of KPMG as the AICD's current external auditor.

The Board recommends that members vote in favour of Item 3 in the Notice of Meeting. The Chair of the meeting intends to vote all undirected proxies in favour of this resolution.

Annexure A

15 October 2026

The Secretary

Australian Institute of Company Directors Limited

Level 5, 1 Martin Place

Sydney NSW 2000

Attention: Ms Helen Wild, Company Secretary

Dear Ms Wild

Notice of Nomination of PricewaterhouseCoopers for appointment as auditor

In accordance with the provisions of section 328B of the Corporations Act 2001, I, Reema Ramswarup being a member of the Australian Institute of Company Directors Limited, hereby nominate PricewaterhouseCoopers for appointment as auditor of AICD.

Yours faithfully

Reema Ramswarup