

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of CPA Australia Ltd will be held on Wednesday 17 May 2023 at 5:30pm (AEST) at the offices of CPA Australia Ltd, Level 20, 28 Freshwater Place, Southbank, Victoria.

Members are able to join online using the platform provided by Link Market Services.

Members should visit cpaaustralia.com.au/agm to access important information concerning the hybrid AGM.

INDEX

PRESIDENT'S MESSAGE – page 3

NOTICE – page 4

INFORMATION FOR MEMBERS – pages 4 to 5

BUSINESS – page 5

INFORMATION ABOUT THE APPOINTMENT OF A PROXY – page 6

GLOSSARY – page 7

PRESIDENT'S MESSAGE

Dear Member

Please see the enclosed Notice of Annual General Meeting for CPA Australia's 2023 Annual General Meeting (**AGM**).

The AGM is to be held on Wednesday 17 May 2023 at 5:30pm (AEST). The physical venue for this year's AGM will be at the offices of CPA Australia Ltd, Level 20, 28 Freshwater Place, Southbank, Victoria.

Members will have the opportunity to join the meeting virtually regardless of location. Members can join the AGM online at cpaaustralia.com.au/agm and can participate virtually in the AGM by following the instructions in the Notice of Meeting.

On behalf of the Board, I invite you to attend our 2023 AGM. Our hybrid meeting will provide you with the opportunity to join regardless of your location. You will see presentations from myself and our Chief Executive Officer, Andrew Hunter, about CPA Australia's operations as well as being able to ask questions during the meeting about the organisation's performance and future direction.

During the AGM, we will endeavour to answer as many questions as possible, including those asked in advance of the meeting. If you attend online and wish to ask a question during the meeting, please ensure you have your Member number and the postcode registered to your membership available when you log in to attend the meeting. You will require these to ask a question. For details on how to find your Member number, please refer to page 4.

Registration will open for those at the physical venue at 4:30pm AEST and those participating online at 5:00pm AEST. Members should submit their proxies online as early as possible if you would like a proxy to attend the AGM on your behalf.

Full details are included in the enclosed Notice of Meeting and Proxy Form.

The Board looks forward to the opportunity to communicate with Members about CPA Australia's current activities and future direction at the AGM.



Merran Kelsall AO FCPA
President and Chair
On behalf of CPA Australia's Board of Directors

NOTICE

By order of the Board



Warren Slade
Company Secretary

NOTICE is hereby given that the AGM of the Company will be held on Wednesday 17 May 2023 at 5:30pm (AEST). The physical venue for this year's AGM will be at the offices of CPA Australia Ltd, Level 20, 28 Freshwater Place, Southbank, Victoria. Members can also join online through the Link Market Services online platform at cpaaustralia.com.au/agm.

Unless the context requires otherwise, terms defined in the Glossary on page 7 have the same meanings when used elsewhere in this Notice.

INFORMATION FOR MEMBERS

Attendance and voting at the AGM

In person: You may attend the AGM in person at the date, time and place specified in this Notice.

By webcast: You may join the AGM online via webcast and participate as set out further in this Notice (see heading Questions from Members).

By proxy: If you would like to appoint a proxy to attend the AGM on your behalf, please refer to the enclosed Proxy Form.

Registration: Members attending the AGM's physical venue (in person or by proxy) must register their attendance. Online registration is also required to join the AGM online.

COVID-19

Members who wish to attend the AGM in person should follow any government requirements and recommendations regarding COVID-19.

If you or someone you have been in contact with becomes unwell or experiences any COVID-19 symptoms (including a fever, chills or sweats, cough, sore throat, shortness of breath, runny nose, or loss or change in sense of taste or smell), please attend the meeting online and do not attend in person.

Questions from Members

Members who are unable to attend the AGM, and who would like to ask questions of the Board concerning matters to be considered at the AGM, are invited to do so by completing the form accompanying this Notice or the online form at cpaaustralia.com.au/agm by Wednesday 10 May 2023 at 5:30pm (AEST).

Members physically present at the AGM will be able to ask questions of the Board in person.

Members attending the AGM online will be able to ask questions:

- in text format via the online portal during the AGM at cpaaustralia.com.au/agm; or
- by dialling in and asking questions by voice via a telephone facility during the AGM. To ask questions at the AGM by phone in Australia please dial **1800 798 136** or from overseas please dial **+61 2 9189 1102**. Members attending by phone will require their unique PIN for verification purposes. Your unique PIN can be obtained by contacting Link Market Services on 1800 990 363 or +61 1800 990 363 (outside Australia). Members who ask questions by phone will be able to ask questions at the appropriate times during the meeting.

Members who wish to attend online need to ensure they have located their Member number in advance of joining the meeting. For security reasons, Member numbers can only be sent by post to the Member's registered address, they cannot be provided by email or phone. Members can attend the meeting online without their Member number but will not be able to ask a question.

Your questions are important to us and although we may not be able to reply to each question individually, we will respond to as many of the frequently asked questions as possible at the AGM.

When asking a question during the AGM, we ask that Members are courteous and respectful to all Members and others attending the meeting. Members are asked to keep questions concise and to the point and confine questions to the matters before the meeting.

Answers to questions:

- submitted for the AGM;
- asked at the AGM;
- taken on notice by the Chair at the AGM; and
- submitted via text or by phone,

that are not addressed in the AGM due to time constraints, will be posted on our website.

Members as a whole will have a reasonable opportunity at the AGM to ask questions and make comments on the business, operations and management of the Company, and to ask questions of the Auditor or their representative including by completing the enclosed form, via text format on the online portal or by dialling in during the AGM.

Enquiries

For further information relating to the AGM, please refer to cpaaustralia.com.au/agm or contact the Company's AGM information line on 1300 657 539 (within Australia) or +61 1300 657 539 (outside Australia).

For further information relating to the lodgement of Proxy Forms, please contact the Company's AGM information line on 1300 657 539 (within Australia) or +61 1300 657 539 (outside Australia).

BUSINESS

Ordinary Business

ITEM 1:

Chair and CEO Presentations

ITEM 2:

RECEIPT OF ANNUAL FINANCIAL REPORT

To receive and consider the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 December 2022.

Item 2

The Corporations Act requires CPA Australia's Financial Report, Directors' Report and Auditor's Report for the year ended 31 December 2022 to be laid before the AGM for consideration by Members. There is no requirement in the Corporations Act nor the Constitution for Members to vote on, approve or adopt these reports. Members as a whole will have a reasonable opportunity at the AGM to ask questions and make comments on these reports for the purposes of this Item.

CPA Australia's Financial Report, Directors' Report and Auditor's Report form part of CPA Australia's Annual Integrated Report.

For the purposes of this Item, the Auditor will also be available to answer questions relating to the conduct of the audit, the Auditor's Report, accounting policies adopted by CPA Australia and the independence of the Auditor in relation to the conduct of the audit.

Members as a whole will have a separate opportunity at the end of the AGM to ask questions and make comments on the general business, operations and management of CPA Australia.

INFORMATION ABOUT THE APPOINTMENT OF A PROXY

These notes form part of this Notice.

Attendance at the AGM

By proxy:

If you would like to appoint a proxy to attend the AGM on your behalf, this can be done by completing and signing the enclosed Proxy Form and sending it to the Company by:

Mail: CPA Australia Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney NSW 1235 Australia

Online: cpaaustralia.com.au/agm and
select 'Appoint a Proxy'

Facsimile: +61 2 9287 0309

In person: Link Market Services Limited*
Parramatta Square, Level 22,
Tower 6, 10 Darcy Street,
Parramatta NSW 2150

**During business hours
(Monday to Friday, 9:00am –
5:00pm)*

IMPORTANT: To be effective, all Proxy Forms must be submitted and received by the Company by **no later than 5:30pm (AEST) on Monday 15 May 2023**, being not later than 48 hours before the commencement of the AGM.

If the Proxy Form is signed by the appointing Member's attorney, the authority under which the appointment was signed, or a certified copy of the authority must also be provided.

Appointing Proxies

A Member who is entitled to attend and vote at the AGM has a right to appoint a proxy to attend, ask questions and, if applicable, vote at the AGM.

The proxy appointed by a Member need not themselves be a Member. A proxy can be either an individual or a body corporate. If a Member appoints a body corporate as their proxy, that body corporate will need to appoint an individual as its corporate representative to exercise the powers of the body corporate at the AGM, in accordance with section 250D of the Corporations Act. Where an individual is appointed as a corporate representative they should bring to the AGM, or provide to the Company prior to the AGM, evidence of their appointment.

Enquiries

For further information relating to the lodgement of Proxy Forms and Voting (if applicable) please contact the Company's AGM information line on 1300 657 539 (within Australia) or +61 1300 657 539 (outside Australia).

GLOSSARY

AEST means Australian Eastern Standard Time.

AGM means the 2023 Annual General Meeting of the Company to be held on Wednesday 17 May 2023 at 5:30pm (AEST). The physical venue for this year's AGM will be at the offices of CPA Australia Ltd, Level 20, 28 Freshwater Place, Southbank, Victoria.

Auditor means the auditor of the Company, being KPMG.

Board means the Directors of the Company from time to time.

Chair means the chair of the AGM or the chair of the Company, as the context requires.

Company or **CPA Australia** means CPA Australia Ltd (ACN 008 392 452).

Constitution means the constitution of the Company, dated 11 May 2022.

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

Director means a person who is, for the time being, a director of the Company.

Member means a member of the Company as defined in Article 76 of the Constitution.

Notice means the notice of the AGM of which this Glossary forms a part.

Proxy Form means the proxy form enclosed with this Notice.

