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ANNUAL FINANCIAL REPORT 30 JUNE 2021
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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Club Marconi Limited ACN 000 196 832 (Club) will be held at the Club's premises at 121-133 Prairie Vale Rd, Bossley Park at **10:00am on Sunday, 30 January 2022.***

*Registration commences at 9:00am.

The 2021 Annual General Meeting has been scheduled for the above time and date because of the State Government imposed COVID-19 lockdown and restrictions. At the date of this notice, they were eased, but some restrictions remain. To ensure members have the greatest opportunity to attend the Club with the less restrictions for the purposes of voting in the Board election and participating in the Annual General Meeting, the Board considered it appropriate to delay the holding of the Annual General Meeting.

The delay in holding the 2021 Annual General Meeting is permissible under the Australian Securities and Investments Commission's Corporations (Extension of Time to Hold AGM) Instrument 2021/770. Under that instrument, a public company with a financial year ending between 21 February 2021 and 7 July 2021 is given an additional 2 months in which to hold its Annual General Meeting (i.e. instead of holding its Annual General Meeting within 5 months of the end of its financial year, it may hold its Annual General Meeting within 7 months of the end of its financial year).

BUSINESS

1. To confirm the minutes of the previous Annual General Meeting held on Sunday, 1 November 2020.
2. To consider and, if thought fit, to pass the resolutions under rule 27 of the Club's Constitution conferring Honorary Life Membership on members nominated by the Board. These resolutions are set out under the heading "Honorary Life Membership Resolutions."
3. For the purposes of clause 4(4) of the Registered Clubs Regulation 2015 (NSW), notice will be given of any expressions of interest in an amalgamation along with any unsolicited merger offers received by the Club in the previous 12 months (if any).
4. To consider and, if thought fit, to pass the Ordinary Resolutions set out under the heading "Ordinary Resolutions".
5. To receive and consider the Financial reports, Directors' report and Auditor's report.
6. To elect 5 scrutineers and then declare the results of the Board election. (Note that if a formal ballot is required, the election will be conducted at the Club's premises on the day of the Annual General Meeting during times determined by the Returning Officer. A separate election notice is provided on the Club's notice board giving details of the election).
7. General Business.

HONORARY LIFE MEMBERSHIP RESOLUTIONS

FIRST HONORARY LIFE MEMBERSHIP RESOLUTION

"That pursuant to rule 27 of the Club's Constitution, Mr Roland Melosi is elected to Honorary Life Membership of the Club."

SECOND HONORARY LIFE MEMBERSHIP RESOLUTION

"That pursuant to rule 27 of the Club's Constitution, Mrs Ann Fioravanti, is elected to Honorary Life Membership of the Club."

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Explanatory Notes to Members regarding the Honorary Life Membership Resolutions

1. To be passed, the Honorary Life Membership Resolutions must each receive votes in their favour from a majority of members who are present and entitled to vote. Refer to the General Notes below regarding members eligible to vote.
2. The Board recommends that Mr Roland Melosi and Mrs Ann Fioravanti be elected as Honorary Life Members for their outstanding service to the Club.

ORDINARY RESOLUTIONS

Members will be asked to consider and, if thought fit, to pass each of the following resolutions, which are proposed as Ordinary Resolutions:

FIRST ORDINARY RESOLUTION

"That pursuant to the Registered Clubs Act 1976 (NSW):

- (a) The members hereby approve and agree to expenditure by the Club in a sum not exceeding \$75,000 (excluding any Goods and Services Tax) until the next Annual General Meeting of the Club for the following activities:
 - (i) The reasonable cost of a meal and beverage for each Director immediately before or immediately after a Board or Committee meeting on the day of that meeting when that meeting corresponds with a normal meal time;
 - (ii) Reasonable expenses incurred by Directors in travelling to and from Directors' meetings or other duly constituted committee meetings as approved by the Board from time to time on production of invoices, receipts or other proper documentary evidence of such expenditure;
 - (iii) Reasonable expenses incurred by Directors in relation to such other duties including entertainment of special guests to the Club and other promotional activities performed by Directors which activities and the expenses therefrom are approved by the Board before payment is made on production of invoices, receipts or other proper documentary evidence of such expenditure;
 - (iv) The exclusive use by Directors and past Presidents of the Corporate Facility in Marconi Stadium for the purposes of promoting the Club, including entertaining guests of the Club, officials of other Football clubs, representatives of the Football NSW and local and international dignitaries. The Corporate facility will not otherwise be available to members;
 - (v) The provision of a designated car parking space for the exclusive use of each Director;
 - (vi) The provision of Club blazers, ties, slacks, skirts, and casual jackets for the use of Directors in representing the Club; and
 - (vii) The reasonable cost of the Directors, the Chief Executive Officer and their partners attending Club functions as approved by the Board.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are Directors of the Club and those persons (being members of the Club) who are directly involved in the above activities."

SECOND ORDINARY RESOLUTION

"That pursuant to the Registered Clubs Act 1976 (NSW):

- (a) The members hereby approve and agree to expenditure by the Club in a sum not exceeding \$40,000 (excluding any Goods and Services Tax) for:
 - (i) The professional development and education of Directors and officers of the Club until the next Annual General Meeting and being:
 - A. The reasonable cost of Directors, the Chief Executive Officer, and their partners, where appropriate, attending the Registered Clubs Association of NSW's Annual General Meeting and Conference, the Club Managers Association Australia Annual Conference and Annual General Meetings and Conferences of other associations of which the Club is a member;
 - B. The reasonable cost of Directors, the Chief Executive Officer, and their partners, where appropriate, attending seminars, conferences, lectures, trade displays, organised study tours, fact-finding tours and other similar events, in Australia or overseas as may be determined by the Board from time to time;
 - C. The reasonable cost of Directors, the Chief Executive Officer, and their partners, where appropriate, attending other registered clubs and hospitality and gaming venues for the purpose of viewing and assessing their facilities and methods of operation provided such attendances are

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approved by the Board as being necessary for the betterment of the Club;

- D. The reasonable cost of Directors, the Chief Executive Officer, and their partners, where appropriate, attending industry related functions where required to represent the Club; and
 - E. The reasonable cost of Directors attending training sessions in relation to their roles and responsibilities under the Registered Clubs Act 1976 (NSW), the Corporations Act 2001(Cth) and any other relevant legislation.
- (ii) Induction training of nominees for election to the Board as may be required under rule 55(c)(v) of the Club's Constitution.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those who are Directors and those persons (being members of the Club) who are directly involved in the above activities."

THIRD ORDINARY RESOLUTION

"That pursuant to the Registered Clubs Act 1976 (NSW):

- (a) The members hereby approve and agree to reasonable expenditure by the Club until the next Annual General Meeting, and being for reasonable expenditure as approved by the Board, in providing meals, bouquets and other presentations to members of the Club, in appreciation for the contribution and efforts they have made to the Club from time to time.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those persons (being members of the Club) who are directly involved in the above activities."

FOURTH ORDINARY RESOLUTION

"That pursuant to the Registered Clubs Act 1976 (NSW):

- (a) The members hereby approve and agree to reasonable expenditure by the Club until the next Annual General Meeting, and being for reasonable expenditure as approved by the Board, in providing Honorary Life Members, Past Presidents and Foundation Members of the Club with an invitation to Club functions at no cost and providing those persons with meals and beverages at those functions, in appreciation for the contribution and efforts they have made to the Club in the past.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those persons (being members of the Club) who are directly involved in the above activities."

FIFTH ORDINARY RESOLUTION

"That pursuant to the Registered Clubs Act 1976 (NSW):

- (a) The members hereby approve and agree to provision by the Club until the next Annual General Meeting a select number of designated car parking spaces for the exclusive use of Honorary Life Members, Past Presidents, VIPs, visiting guests and dignitaries who may be invited to attend the Club.
- (b) The members acknowledge that the benefits in paragraph (a) above are not available to members generally but only for those persons (being members of the Club) who are directly involved in the above activities."

Explanatory Notes to Members Regarding the First to Fifth Ordinary Resolutions

1. To be passed each Ordinary Resolution must receive votes in its favour from not less than a simple majority of those members, who being entitled to do so, vote in person on the resolution.
2. Under section 10(1)(i) of the Registered Clubs Act 1976 (NSW) (Registered Clubs Act), a member of the Club is not entitled to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not offered equally to every full member of the Club except with (in the case of the subject matter of these resolutions) the authorisation of the members of the Club in general meeting under section 10(6A)(b) of the Registered Clubs Act.
3. The First Ordinary Resolution is to have the members approve a sum not exceeding \$75,000 (excluding GST) for the expenditure by the Club until the next Annual General Meeting in relation to duties performed primarily by the Club's Directors and the Chief Executive Officer.
4. The Second Ordinary Resolution is to have the members approve a sum not exceeding \$40,000 (excluding GST) for the expenditure by the Club until the next Annual General Meeting for Directors, the Chief Executive Officer, and their partners, where appropriate, to attend the Registered Clubs Association of NSW Annual General Meeting and Conference and the Club Managers Association Australia Annual

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Conference, to attend seminars, conferences, lectures, trade displays and other similar events (whether in Australia or overseas), and to attend other clubs, hospitality and gaming venues to assess their operations, all of which enable the Board and the Chief Executive Officer to keep abreast of current trends and developments which may have a significant bearing on the nature and way in which the Club conducts its business.

5. The Third Ordinary Resolution is to have the members approve the Club providing meals, bouquets and other presentations to members of the Club, in appreciation for the contribution and efforts they have made to the Club from time to time. The Board believes this benefit is appropriate and well deserved.
6. The Fourth Ordinary Resolution is to have the members approve the Club providing Honorary Life Members, Past Presidents and Foundation Members of the Club with an invitation to Club functions at no cost and providing those persons with meals and beverages at those functions, in appreciation for the contribution and efforts they have made to the Club in the past. The Board believes this benefit is appropriate and well deserved.
7. The Fifth Ordinary Resolution is to have the members approve the Club providing a select number of designated car parking spaces for the exclusive use of Honorary Life Members, Past Presidents, VIPs, visiting guests and dignitaries who may be invited to attend the Club. The Board believes this benefit for Honorary Life Members and Past Presidents is appropriate and well deserved. The Board also believes it is appropriate to allocate car parking spaces for VIPs, guests and dignitaries who may be invited to attend the Club.

GENERAL NOTES TO MEMBERS REGARDING THE HONORARY LIFE MEMBERSHIP AND ORDINARY RESOLUTIONS

1. Each of the resolutions must be passed as a whole and cannot be divided into two or more separate resolutions.
2. The members entitled to vote on the Honorary Life Membership Resolutions and Ordinary Resolutions are financial members who are:
 - (a) Foundation Life Members;
 - (b) Honorary Life Members;
 - (c) Financial Life Members; and
 - (d) Club Members who have at least 3 consecutive years of Full membership of the Club if they were Full Members before the conclusion of the 2018 Annual General Meeting held on 28 October 2018.

Members who joined the Club as Full Members after the conclusion of the 2018 Annual General Meeting are not eligible to vote. From the conclusion of the 2018 Annual General Meeting held on 28 October 2018, any person who became Full Member of the Club (in any class of membership) must have at least 5 consecutive years of Full membership to be eligible to vote. Therefore, any person who became a Full Member after that, is not eligible to vote on the resolutions as they will not have accrued 5 consecutive years of Full membership.

3. Members who are employees of the Club are not entitled to vote and proxy voting is prohibited by the Registered Clubs Act.
4. The Board recommends the Ordinary Resolutions and Life Membership Resolutions to members.

Matthew Biviano
Chief Executive Officer
By Order of the Board

1 December 2021