

Details Regarding Member Resolutions

These explanatory notes have been prepared to provide members with sufficient information to assess the merits of the resolutions contained in the accompanying notice of Annual General Meeting of Diabetes WA Ltd.

Election of Directors - Meet the Diabetes WA directors

Each of the directors standing for election or re-election will retire at the Annual General Meeting and stands for re-election in accordance with Diabetes WA's constitution.



Mary Anne Stephens
MAcc, FCPA, GAICD,
Chairperson, Non-Executive
Director

Mary Anne Stephens joined the Board of DWA in 2015 and was appointed chair in 2020. She is an experienced non-executive director with more than 20 years in senior executive roles within the financial services, it, aged care and not-for-profit sectors. She has extensive experience in finance, strategy, information technology, risk management, audit and corporate governance.

Mary Anne is currently chair of Venues West and a non-executive director of HBF Australia. She holds a Master of Accounting degree, is a fellow of CPA Australia, a fellow of the Governance Institute of Australia, a fellow of the Australian Institute of Management (WA) and a graduate of the Australian Institute of Company Directors.

Mary Anne has served as the Chair of the Board from July 2020, and as Chair of the Finance, Audit and Risk Management Committee from October 2020 to June 2021 and again from November 2023.

The Board (other than Mary Anne Stephens) recommends members vote in favour of the resolution to elect Mary Anne Stephens. Mary Anne Stephens does not make a recommendation due to her personal interest in this resolution.



Chad Stewart
Bbus MAppMgt(Hlth) MBA
FCHSM, Non- Executive
Director

Chad Stewart joined the Diabetes WA Board in 2021. Chad is currently acting executive director of strategy for the WA Department of Communities. He has a wealth of experience in business development, strategic planning and project management within the NGO health and social care sectors having previously worked for St John of God Health Care, the Aboriginal Health Council of Western Australia and Derbarl Yerrigan Health Service.

Chad has strong family links to the Noongar community and is a member of the South West Aboriginal Land and Sea Council and Wungening Aboriginal Corporation.

The Board (other than Chad Stewart) recommends members vote in favour of the resolution to elect Chad Stewart. Chad Stewart does not make a recommendation due to his personal interest in this resolution.



Avril Fahey
Non-Executive Director

Avril Fahey joined the Diabetes WA Board in 2021. She is an experienced leader and manager in the aged, community and hospital sector having initially started her career as an occupational therapist. Avril has held senior roles at Silver Chain and St John of God Midland Public and Private Hospital, dedicating the majority of her career to working with older and vulnerable client populations. Along with the Diabetes WA board, Avril is also a director on the Western Australian Cricket Association Board and a member of the School of Business and Law Advisory Board at Edith Cowan University.

In parallel to her professional life, Avril also played cricket for the Australian Women's Cricket team including a successful World Cup campaign in India in 1997. Avril continues to be involved in high performance sport, working with Cricket Australia as a National Selector. Living with type 1 diabetes, Avril brings this perspective to her role on the Diabetes WA board.

The Board (other than Avril Fahey) recommends members vote in favour of the resolution to elect Avril Fahey. Avril Fahey does not make a recommendation due to her personal interest in this resolution.



Neil Cooke
CPA, GAICD,
Non-Executive Director

Neil Cooke is a Certified Practising Accountant (CPA) and a graduate of the Australian Institute of Company Directors (GAICD) with significant experience in financial and commercial leadership roles. His skills and experience include strategy, transformation, governance, compliance, financial and commercial support with a keen interest in leadership and developing others.

Neil is currently the Deputy Group CFO of the Royal Automobile Club of Western Australia (RAC WA) where he has worked in financial and commercial leadership roles in operating businesses and corporate functions since 2011.

Prior to joining the RAC WA, Neil held a variety of senior financial and commercial roles at Unisys, a global technology company over 10 years in Sydney and Perth supporting the Asia Pacific region. Neil also has experience in the mining industry in corporate accounting roles.

The Board (other than Neil Cooke) recommends members vote in favour of the resolution to elect Neil Cooke. Neil Cooke does not make a recommendation due to her personal interest in this resolution.

PROXY FORM – ANNUAL GENERAL MEETING

Appoint a proxy

Name of member: _____

Member Number: _____

I, being a member of Diabetes WA Ltd (“Diabetes WA”) entitled to attend and vote at the general meeting to be held at Level 3, 322 Hay Street, Subiaco WA, 6008, on Wednesday 27th November 2024 at 5.30 pm (AWST) (“Meeting”) appoint:

the Chairperson of the Meeting
(Please mark the box to appoint the Chairperson as your proxy)

OR if you are NOT appointing the Chairperson as your proxy, please write the name of the person you are appointing here;

OR failing this person, or if no person is named, the Chairperson of the Meeting as my proxy to vote and act for me at the Meeting and any other day to which that Meeting is adjourned or postponed.

Where I have appointed the Chairperson as my proxy, the Chairperson intends to vote undirected proxies in favour of each resolution.

Your voting directions

*If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in determining the required majority on a poll. (Tick one box only for each resolution).

Member Resolution	For	Against	Abstain*
4a To elect Neil Cooke as a director of Diabetes WA			
5a To re-elect Mary Anne Stephens as a director of Diabetes WA			
5b To re-elect Avril Fahey as a director of Diabetes WA			
5c To re-elect Chad Stewart as a director of Diabetes WA			

Signature of member: _____

PROXY FORM INSTRUCTIONS

Appointment of proxy

Indicate who you wish to appoint as your proxy. A proxy need not be a member of Diabetes WA.

If you wish to appoint the Chairperson, mark the box. If you wish to appoint another person as your proxy, write their full name. If you don't write the name of a proxy, or your named proxy does not attend the meeting, the Chairperson will be your proxy.

If a person attends a meeting both as a member and as a proxy for another member, that person will only be counted once on a show of hands.

Voting directions

Mark only one of the boxes opposite each item of business to direct your proxy how to vote. If no directions are given, the proxy may vote as the proxy thinks fit or may abstain from voting. If you mark more than one box on an item your vote on that item of business will not be valid.

Signing instructions

To be valid this proxy form must be signed by the member. If signed by the member's attorney, the Power of Attorney must have been previously provided to Diabetes WA or a certified copy attached to this form.

Lodgement of Proxy Form

This Proxy Form must be received by Diabetes WA at least 48 hours prior to the start of the meeting, or by 5.30pm (WST) on Monday 25th November 2024.

Proxy Forms (and any Power of Attorney under which they are signed) may be lodged:

By email AGM@diabeteswa.com.au

By mail Attention: Company Secretary
Diabetes WA Ltd
PO Box 1699
Subiaco WA 6904

