AdIPS

Australasian Diabetes in Pregnancy Society

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Australasian Diabetes in Pregnancy Society Limited (the Society) will be held at the Centre Stage, Rydges Hotel, 186 Exhibition Street, Melbourne VIC 3000 on **Sunday 23 August 2026 at 1.00 to 1.30 PM (AEST**).

1. GENERAL BUSINESS

1.1 To receive and consider the Financial Report of the Company and the Directors' Report for the financial year ended 30 June 2026.

1.2 To receive updates and reports from the Board of Directors regarding the Society's operations.

1.3 To consider any other business of which due notice has been given by a member.

1.4 To attend to any general business.

2. ORDINARY BUSINESS

The business of the meeting is to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions. An ordinary resolution requires the approval of more than 50% of the votes cast by Members who are entitled to vote and are present at the meeting, either in person or by proxy.

Resolution 1: Temporary Alteration to the Maximum Number of Directors

"That pursuant to clause 11.1(d) of the Company's Constitution and for all other purposes, the maximum number of Directors of the Company be increased from nine (9) to ten (10) for a temporary period of approximately two (2) years commencing on 23 August 2026 and expiring automatically at the conclusion of the 2028 Annual General Meeting, at which point the maximum number of Directors shall immediately revert to nine (9)."

3. CONTINGENT ORDINARY RESOLUTIONS: ELECTION OF DIRECTORS

The following resolutions deal with the election of Directors. The method of voting and the number of available positions depend entirely on the outcome of Resolution 1.

3.1 SCENARIO A: IF RESOLUTION 1 IS PASSED

(The maximum Board limit is successfully expanded to ten (10) directors for a temporary 2-year period. There are 5 available vacancies on the Board and 5 nominated candidates. Each candidate must be voted on individually via their own Ordinary Resolution.)

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Resolutions 2A to 2E will only be put to the meeting if Resolution 1 is passed. If Resolution 1 is not passed, these resolutions will be withdrawn and not considered by members.

Resolution 2A: Election of Anna-Jane Harding

That Anna-Jane Harding (NSW), having been nominated for election and being eligible, offers herself for election, be elected as a Director of the Company."

Resolution 2B: Election of Carina Cotaru

"That Carina Cotaru (QLD), having been nominated for election and being eligible, offers herself for election, be elected as a Director of the Company."

Resolution 2C: Election of Elizabeth Lewis-Hills

"That Elizabeth Lewis-Hills (NZ), having been nominated for election and being eligible, offers herself for election, be elected as a Director of the Company."

Resolution 2D: Election of Felicity Farnworth

"That Felicity Farnworth (VIC), having been nominated for election and being eligible, offers herself for election, be elected as a Director of the Company."

Resolution 2E: Election of Robyn Barnes

"That Robyn Barnes (NSW), having been nominated for election and being eligible, offers herself for election, be elected as a Director of the Company."

3.2 SCENARIO B: IF RESOLUTION 1 IS NOT PASSED

(The Board limit remains at nine (9) directors. There are only four (4) available vacancies on the Board, but five (5) candidates have been nominated. A competitive ballot is being conducted electronically prior to the AGM via our independent partner, TrueVote Pty Ltd. If Resolution 1 fails, the vacancy allocation will be resolved based on the constitutional requirements outlined in Section 11 regarding professional and geographic diversity of Directors and the results of the ballot.)

Resolution 3A and 3B will only be put to the meeting if Resolution 1 is NOT passed. If Resolution 1 is passed, Resolution 3 will be withdrawn and not considered.

Resolution 3A: Election of Directors according to professional criteria

"That, pursuant to Section 11 of the Company's Constitution, Carina Cotaru, Robyn Barnes and Felicity Farnworth be elected as Directors of the Company, effective from the conclusion of this meeting."

Resolution 3B: Election of Directors by Ballot

"That, there being two (2) remaining candidates nominated for one (1) remaining vacant position on the Board, the candidate receiving the highest number of votes cast via the pre-AGM electronic ballot conducted by TrueVote Pty Ltd in accordance with Clause 11.6 of the Company's Constitution be elected as a Director of the Company, effective from the conclusion of this meeting."

4. INFORMATION ITEMS

4.1 Continuing Directors (2026–2028)

The following current Directors will automatically continue their terms on the ADIPS Board without requiring re-election at this meeting:

- Matthew Hare (NT)
- Rosemary Hall (NZ)
- Tang Wong (NSW)
- Alexis Shub (VIC)
- Shantha Joseph (SA)

5. EXPLANATORY NOTES

5.1 Explanatory Note to Resolution 1

Clause 11.1(a) of the Company's Constitution sets the maximum number of Directors at nine (9). Under Clause 11.1(d), members have the power to increase this limit by ordinary resolution. The Board is seeking a temporary increase to ten (10) directors strictly for a two-year term commencing 23 August 2026. This temporary seat is designated to accommodate an additional director to support the Society over the upcoming governance cycle. In alignment with corporate governance principles, this resolution contains a mandatory sunset clause. The maximum board cap will automatically contract back to the standard nine (9) directors at the conclusion of this two-year term in 2028.

5.2 Explanatory Note to Resolutions 2A–2E and Resolution 3

In accordance with Clause 11.5 of the Company's Constitution, all the five nominated candidates listed above have submitted valid nominations for election.

To ensure a secure and fair process, electronic voting is being conducted prior to the AGM via our independent voting partner, TrueVote Pty Ltd, as permitted under Clause 11.6. Voting instructions have been sent directly to your registered email address. The online ballot will close strictly at 5:00 PM AEST on Monday 10 August 2026. No voting or floor nominations for these specific candidates will take place during the live AGM.

If Resolution 1 passes, all five candidates will be voted on individually during the AGM via Resolutions 2A-2E.

If Resolution 1 fails, candidates will be elected according to the professional and geographic criteria outlined in Section 11 of the Constitution and, where necessary, the results of the ballot conducted by TrueVote Pty Ltd. In 2024, members approved changes to the Constitution that introduced additional criteria in Section 11 to ensure diversity of professional representation on the board. From the eligible nominees, Carina Cotaru (obstetrician), Robyn Barnes (dietitian) and Felicity Farnworth (midwife) will need to be elected to ensure the Board composition meets the requirements outlined in Section 11. One of the remaining eligible candidates, Anna-Jane Harding or Elizabeth Lewis-Hills (both Nurse Specialists), will be elected to fulfill the remaining vacancy according to the outcome of the electronic ballot conducted prior to the AGM. The successful candidates will be officially announced by the Chair at the meeting under Clause 11.9(f).

6. APPOINTMENT OF PROXY

A Member who is unable to attend and vote at the meeting may appoint a proxy by completing and returning the attached proxy form in the manner provided below.

A proxy form (and the power of attorney (if any) under which it is signed) must be received by the Society no later than 48 hours prior to the meeting, being 1:00 PM AEST on Friday 21 August 2026.

- **By email to:** eo@adips.org

DATED: 31 July 2026

BY ORDER OF THE BOARD OF DIRECTORS

Uma Subramanian
Executive Officer and Company Secretary