

NOTICE OF ANNUAL GENERAL MEETING

ACN 001 559 548



NOTICE is hereby given that the Annual General Meeting of **CESSNOCK HOSPITALITY GROUP LTD.** is to be held on **Sunday, 16 November 2025** commencing at **10:30am** at the premises of the registered office of the Club at Darwin Street, Cessnock in the State of New South Wales.

AGENDA

1. Apologies.
2. To confirm and adopt the Minutes of the 2024 Annual General Meeting of the Group.
3. To receive and consider the Board and Management Reports.
Note: Members who may have questions in relation to any report are requested to submit their questions in writing to the CEO by 12pm on Friday, 14 November 2025. This will allow sufficient time for information to be gathered, or research undertaken. If questions are not submitted in this manner, Management may not be able to provide a complete answer at the Annual General Meeting.
4. To receive and consider the Financial Report and Auditors Report for the 2024/25 financial year.
5. To consider the Ordinary Resolutions set out below.
6. To consider the Special Resolutions set out below.
7. To deal with any business of which due notice has been given.
8. General Business.

PROCEDURAL MATTERS FOR RESOLUTIONS

1. The Resolutions should be read in conjunction with the Notes to Members that follow each resolution.
2. To be passed, the Ordinary Resolution must receive votes in its favour from a majority (50%+1) of those members who being eligible to do so vote in person on the Ordinary Resolution at the meeting.
3. To be passed, a Special Resolution must receive votes in its favour from three quarters (75%) of those members who, being eligible to do so, vote in person on the Special Resolution at the meeting.
4. The Registered Clubs Act provides that members who are employees of the Club are not entitled to vote and proxy voting is prohibited.
5. The Board recommends the Resolutions to members.

ORDINARY RESOLUTION 1

- (a) That the members hereby approve expenditure by the Club until the next Annual General Meeting of the Club for the following:
 - (i) The President and Treasurer receive a \$3,000 honorarium and the Vice Presidents and Directors receive a \$2,500 honorarium for services rendered since the date of the Club's previous Annual General Meeting.
 - (ii) The reasonable costs of Directors attending seminars, lectures and other educational activities as determined by the Board from time to time.

- (iii) The reasonable costs (including travel, accommodation, meals and beverage expenses) of Directors (and their spouses/partners if required) attending meetings, conferences and trade shows conducted by ClubsNSW, the Club Managers Association, the Leagues Clubs Association and such other conferences and trade shows as determined by the Board from time to time. Also, that each Director attending these meetings, conferences and trade shows be provided with an allowance of \$100 per night to cover any additional out of pocket expenses.
 - (iv) The reasonable cost of Directors (and their spouses/partners if required) attending any other registered club for the purpose of viewing and assessing its facilities as determined by the Board as being necessary for the benefit of the Club.
 - (v) The reasonable cost of Directors (and their spouses/partners if required) attending any club, community or charity function as the representatives of the Club and authorised by the Board to do so.
 - (vi) The reimbursement of reasonable out of pocket expenses incurred by Directors travelling to and from Board meetings or other duly constituted meetings of any committee of the Board.
 - (vii) The reasonable cost of meals for each Director in respect of a Board or committee meeting on the day of that meeting, when such meeting coincides with a normal meal time.
 - (viii) The reasonable expenses incurred by Directors either within the Club or elsewhere in relation to such other duties including entertainment of special guests of the Club and other promotional activities approved by the Board on production of documentary evidence of such expenditure.
 - (ix) The reasonable cost of Club apparel being provided to Directors as required.
 - (x) The reasonable cost of an annual Christmas Dinner, including meals and beverage expenses, for Directors and their Partners.
 - (xi) Access to a credit card for the use of the President in respect of his duties as President of the Club.
 - (xii) The reasonable cost of an electronic device (tablet) being made available to Directors in respect of their duties as Directors of the Club.
- (b) The members acknowledge that the benefits in paragraph (a) are not available for members generally but are only for those who are Directors of the Club (and their spouses/partners in the circumstances set out in (ii), (iii) and (iv) above).

Notes to Members on Ordinary Resolution 1

1. The Ordinary Resolution 1 is to have the members in general meeting approve expenditure by the Club for Directors to attend seminars, lectures, trade displays and other similar events to be kept abreast of current trends and developments which may have a significant bearing on the Club and for other out of pocket expenses.
2. Included in the Ordinary Resolution is the reasonable cost of:
 - (a) Directors attending functions as representatives of the Club and, if required, the costs of their spouses/partners also attending those functions;
 - (b) an electronic device (tablet) being made available to Directors in respect of their duties as Directors.

ORDINARY RESOLUTION 2

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

- (a) That the members hereby approve, subject to the Australian Securities and Investments Commission ("ASIC") approving the resignation of McEwan and Partners Pty Limited as the existing auditor of Cessnock Hospitality Group Ltd ACN 001 559 548, the appointment of HLB Mann Judd Assurance (Newcastle) Pty Ltd as the auditor of Cessnock Hospitality Group Ltd ACN 001 559 548".

Notes to Members on Ordinary Resolution 2

1. The existing Auditor of the Club, being McEwan and Partners Pty Limited, has resigned as Auditor of the Club subject to approval of such resignation by ASIC.
2. McEwan and Partners Pty Limited has confirmed to the Club that there are no disagreements between it as the Auditor and the Management or Directors of the Club.
3. The Corporations Act specifies that an Auditor can only resign with the consent of ASIC. This consent has been applied for by McEwan and Partners Pty Limited but, as at the date on which this notice is sent to Members that consent has not been received.
4. Geoffrey Walker a member of the Club, has nominated HLB Mann Judd Assurance (Newcastle) Pty Ltd to be the new Auditor of the Club pursuant to section 328B(1) of the Corporations Act and a copy of this nomination is below.
5. The Board of the Club has approved the appointment of HLB Mann Judd Assurance (Newcastle) Pty Ltd subject to ASIC's approval of the resignation of McEwan and Partners Pty Limited, as applicable, and the passing of the above resolution by members at the AGM.

Member Auditor Nomination

22 September 2025

The Board of Directors
Cessnock Hospitality Group Ltd.
1 Darwin St
Cessnock NSW 2325

Dear Directors,

Nomination of Auditor

Pursuant to Section 328B(1) of the Corporations Act, I hereby nominate HLB Mann Judd Assurance (Newcastle) Pty Ltd to be the auditor of the Cessnock Hospitality Group Ltd. ACN 001 559 548.

Yours sincerely,



Geoffrey Walker
Member Number #6089

SPECIAL RESOLUTION 1

To consider and if thought fit, to pass the following special resolution:

- (a) That the members hereby approve the following amendments to the Constitution of the Club:
- (i) The replacement in Rule 30(a) of the words "at least 5 kilometres from the Club's defined premises or such greater distance as may be determined from time to time by the Board by By-law pursuant to this Constitution" with the words "a distance from the Club's defined premises not less than that determined from time to time by the Board (if any)";

- (ii) The deletion of Rules 30(b) and 30(d); and
- (iii) The insertion of a new Rule 30(c) which states “Any person who is over eighteen (18) years of age)
- (iv) The change in 31(e) and (f) of the references to “Rule 30(c)” to “Rule 30(b)”.

Notes to Members on Special Resolution 1

1. This Special Resolution 1 amends the Constitution of the Club to remove the requirement that a person who resides within 5 kilometres of the Club cannot be admitted as a temporary member.
2. The wording of Rule 30 reflects the restrictions historically imposed by the Registered Clubs Act. The Registered Clubs Act was recently amended to remove this requirement.
3. Rule 30 must be altered otherwise the Club will need to continue to refuse temporary membership to person who reside within 5 kilometres of the Club premises.
4. The Board will have ongoing discretion as to whether to impose such a restriction on temporary membership moving forward.

SPECIAL RESOLUTION 2

To consider and if though fit, to pass the following special resolution:

- (a) That the members hereby approve the following amendments to the Constitution of the Club:
- (i) The replacement in Rule 47(c) of the word “such” with the words “and maintain compliance with all”;
 - (ii) The addition to Rule 47(c) at its end of the words “throughout their term of office”;
 - (iii) The replacement in Rule 48(a) of “or” in the first line, with “,”;
 - (iv) The addition to Rule 48(a) after the words “under suspension” of the words “or has not completed the mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act”; and
 - (v) The replacement in Rule 48(a) of the words “or to any” with the words “. A member who pursuant to this Constitution is unfinancial or is currently under suspension is also not eligible to be nominated to or elected to any”.
 - (vi) The replacement of Rule 68(b) with the following “(b) fails to complete or maintain any mandatory training requirements for directors as required by the Regulations made under the Registered Clubs Act;”.

Notes to Members on Special Resolution 2

1. This Special Resolution 2 amends the Constitution of the Club to require the completion of the mandatory director training required by Regulations made under the Registered Clubs Act to be completed prior to a member being eligible to be nominated to or elected to the Board.
2. This Special Resolution 2 further amends Rule 47(c) to require ongoing compliance by the Board with mandatory training requirements required by Regulations made under the Registered Clubs Act and makes consequential amendments to Rule 68(b) so that the office of a member of the Board is vacated if such training is not maintained.

By direction of the Board,
Paul Cousins | Chief Executive Officer
Friday, 24 October 2025