



Accumulating wealth  
for investors since 1923



## PROXY VOTING

A securityholder entitled to attend and vote at the annual general meeting may appoint a proxy to attend and vote on their behalf. A proxy need not be a securityholder of the Company.

You are entitled to appoint up to two proxies to attend the meeting and vote. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy to exercise, otherwise each proxy may exercise half of the votes. If the number or percentage exceeds the total number of votes a securityholder is entitled to vote then each proxy may exercise half of the votes (any fractions resulting from a split between the proxies will be disregarded).

### Proxy Forms can be lodged in 3 ways:

1. Online via [www.investorvote.com.au](http://www.investorvote.com.au)
2. By Mail, to: Computershare Investor Services Pty Ltd.  
GPO Box 242, Melbourne VIC 3001, Australia
3. By Fax: 1800 783 447 (within Australia)  
+61 3 9473 2555 (outside Australia)

Relevant Custodians who have subscribed to Intermediary Online may lodge their proxy forms by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com)

Proxy Forms must be received by 3.00pm (Sydney Time) on Sunday 17th August 2025 to be valid.

## ENTITLEMENT TO VOTE

The Company has determined that a securityholder's entitlement to vote at the meeting will be the entitlement of that securityholder set out in the register of securityholders as at 07.00 p.m. (Sydney time) on Sunday, 17th August 2025.

## NOTICE OF MEETING 2025 SHAREHOLDERS ARE INVITED TO ATTEND

# Whitefield's 102<sup>nd</sup> Annual General Meeting

Please join the Whitefield team for our upcoming AGM for Whitefield Industrials.

The formal AGM will be followed by light refreshments.

**Location:** Paradox Sydney (formerly Radisson Blu)  
27 O'Connell Street, Sydney

**Date:** Tuesday 19 August 2025

**Time:** 3pm

**Pre-register:** By 14 August to [hello@whitefield.com.au](mailto:hello@whitefield.com.au)

Whitefield Industrials Ltd ABN 50 000 012 895

Suite 19.01, Level 19, 68 Pitt Street, Sydney NSW 2000

Telephone (02) 8215 7900

[WHITEFIELD.COM.AU](http://WHITEFIELD.COM.AU)

**WHITEFIELD**  
INDUSTRIALS

# Notice of Annual General Meeting

Notice is hereby given that the 102<sup>nd</sup> Annual General Meeting of the securityholders of Whitefield Industrials Limited ("Company") will be held as follows:

**Location:** Paradox Sydney (formerly Radisson Blu)  
27 O'Connell Street, Sydney NSW 2000

**Date and Time:** Tuesday 19 August 2025 at 3pm

**Pre-register:** By 14 August 2025 to [hello@whitefield.com.au](mailto:hello@whitefield.com.au)

## ITEMS OF BUSINESS

### 1. Financial Statements and Reports

To consider the Directors' Report, Financial Statements and Independent Auditor's Report for the financial year ended 31st March 2025.

*Note: No resolution will be required to be passed on this matter.*

### 2. Adoption of the Remuneration Report

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

*"That the Remuneration Report for the financial year ended 31st March 2025 be adopted."*

*Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.*

Voting exclusions also apply to this resolution per the accompanying Explanatory Note for Item 2.

### 3. Re-election of Jenelle Webster

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

*"That Jenelle Webster, a Director retiring in accordance with the Company's Constitution and being eligible, be re-elected as a Director of the Company."*

### 4. Approval of Non-Executive Director Fees

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

*"That the aggregate limit for remuneration paid to Non-Executive Directors be increased by \$9,000 to \$75,000 per annum"*.

Voting exclusions also apply to this resolution per the accompanying Explanatory Note for Item 4.

An Explanatory Memorandum accompanies this Notice of Meeting.

By order of the Board.

**Stuart Madeley**, Company Secretary  
15th July 2025

## EXPLANATORY NOTES

The following notes provide additional information in relation to the items of business proposed at the Company's Annual General Meeting and the Directors recommend shareholders read the notes prior to determining whether to support the resolutions:

### Item 1: Financial Statements and Reports

Shareholders will be provided with an opportunity to ask questions or comment on the Directors' Report, Financial Statements and Independent Audit Report for the financial year ended 31 March 2025. Shareholders who have not elected to receive a hard copy of the Company's Annual Report can access the report from the Company's website: [www.whitefield.com.au](http://www.whitefield.com.au)

### Item 2: Adoption of the Remuneration Report

Prior to voting on this resolution, shareholders will be provided with an opportunity to ask questions and comment on the Remuneration Report which forms part of the Directors' Report (contained within the Annual Report).

**Board recommendation and statement of intent re undirected proxies:** The Board recommends that shareholders vote **in FAVOUR of Item 2** and the Chairman intends to vote any undirected proxies **in FAVOUR of item 2**.

- (a) Pursuant to section 250R(3) of the *Corporations Act* the vote on this resolution is advisory only and does not bind the directors or the company.
- (b) Pursuant to Section 250R(4) of the *Corporations Act*, votes may not be cast, and the Company will disregard any votes cast by, or on behalf of, any member of the key management personnel whose remuneration is included in the Remuneration Report (or a closely related party of such a person) **unless** the votes are cast as a proxy or by attorney for a person who is entitled to vote on the resolution in accordance with a direction in the proxy or attorney appointment.

The Chairman of the meeting will be entitled to cast votes on behalf of members in accordance with an express authorisation in the proxy appointment. An undirected proxy will be considered an express authorisation for the Chairman to vote in accordance with the Chairman's statement of intent on this Item.

### Item 3: Re-election of Director - Jenelle Webster

In accordance with the Company's Constitution, Jenelle Webster retires by rotation and being eligible offers herself for re-appointment.

Jenelle has over 20 years' experience in audit, accounting and financial services. She has worked with Price Waterhouse Coopers, Moore Stephens Australia and Ernst & Young and was previously the Chief Financial Officer of St Vincent's Private Hospital Sydney. She is currently Director of Finance and Administration at The Scots College. Jenelle is a Non-Executive Director of Whitefield Income Limited, Cadence Capital Ltd and EVT Limited.

**Board recommendation and statement of intent re undirected proxies:** The Board recommends (with the exception of Ms J. Webster in relation to her own re-election) that shareholders vote **in FAVOUR of Item 3** and the Chairman intends to vote any undirected proxies **in FAVOUR of item 3**.

### Item 4: Approval of Non-Executive Director Fees

It is proposed that the aggregate limit for the remuneration paid to all Non-Executive Directors be increased by \$9,000 to \$75,000 per annum.

The proposed increase in Non-Executive Director fees takes into account the level of inflation and the volume of meetings in the current Board schedule. It would therefore appear appropriate that Board remuneration and aggregate limit be adjusted.

**Board recommendation and statement of intent re undirected proxies:** Given the interest in this matter of each non-executive director, the Board as a whole makes no recommendation on Item 4. The Chairman intends to vote any undirected proxies **in FAVOUR of item 4**.

### Voting exclusions on Item 4

Pursuant to ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Item 4 by the Directors and any of their associates. However, the Company need not disregard a vote if:

It is cast by a person as proxy for a person entitled to vote in accordance with the directions on the proxy form; or

It is cast by a person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

In addition, pursuant to section 250BD(1) of the *Corporations Act*, a person appointed as a proxy must not vote, on the basis of that appointment, on Item 4, if the person is a member of the Company's key management personnel, or is a closely related party of such a member, and the proxy appointment does not specify the way the proxy is to vote on Item 4. This exclusion does not apply if the person appointed as proxy is the Chairman of the meeting and the appointment expressly authorizes them to exercise the proxy of Item 4.