

Dalrymple Bay Infrastructure Limited Notice of Meeting for 2025 Annual General Meeting

Dalrymple Bay Infrastructure Limited (**Company**)

ACN 643 302 032

Notice of Annual General Meeting

Notice is given that the 2025 Annual General Meeting (**Meeting**) of Dalrymple Bay Infrastructure Limited (**DBI** or the **Company**) will be held at Christie Spaces, Level 1, 320 Adelaide Street, Brisbane Qld 4000, on Wednesday, 21 May 2025, at 10.00am (AEST).

DBI is looking forward to hosting its 2025 Meeting as a physical meeting and welcoming securityholders in person.

A live webcast of the Meeting will be available at: <https://meetings.openbriefing.com/DBI25>

Securityholders unable to attend in person can view the Meeting via live webcast and have the option to ask written questions in advance of the Meeting or ask written questions online during the Meeting. **Voting on the day of the Meeting will only be permissible by securityholders who are physically present at the Meeting. There will be no online voting during the Meeting.**

If it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the Meeting, we will provide further information on the Company's website and by ASX announcement.

Agenda items

1. Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report of the Company and its controlled entities and the Reports of the Directors and Auditor for the period ended 31 December 2024.

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

2. Resolution 1 – Re-election of Director – Hon Dr David Hamill AM

That Hon Dr David Hamill AM, being eligible, be re-elected as a Director of the Company.

3. Resolution 2 – Re-election of Director – Ms Bronwyn Morris AM

That Ms Bronwyn Morris AM, being eligible, be re-elected as a Director of the Company.

4. Resolution 3 - Adoption of Remuneration Report

That the Remuneration Report for the reporting period ended 31 December 2024 be adopted.

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. A voting exclusion statement applies to this resolution (see Item 2 of the notes relating to voting).

The notes relating to voting and the Explanatory Memorandum form part of this Notice of Meeting.

By Order of the Board of Dalrymple Bay Infrastructure Limited.

date 10 April 2025

sign here ▶ 

Liesl Burman
Company Secretary

Notes relating to voting

1 Entitlement to vote

Persons who are registered holders of securities in the Company as at 7:00 pm AEST on Monday, 19 May 2025 will be entitled to attend and vote at the Annual General Meeting (**Meeting**) as a securityholder. Security transfers registered after this time will be disregarded in determining entitlements to attend and vote at the Meeting.

Securityholders have the option to vote on resolutions considered at the Meeting by

- voting in person during the Meeting; or
- appointing a proxy to vote on your behalf at the Meeting by 10.00am (AEST) on Monday 19 May 2025 (see pages 3 to 6).

Voting on the day of the Meeting will only be permissible by securityholders who are physically present at the Meeting. There will be no online voting during the Meeting.

If more than one joint holder of securities is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the Company's securities register will be counted.

Voting on all resolutions set out in this Notice of Meeting will be conducted by poll. On a poll, securityholders have one vote for every fully paid ordinary security held (subject to the restrictions on voting referred to below).

2 Voting exclusions

Resolution 3 (Adoption of Remuneration Report)

The Company will disregard any votes cast on resolution 3:

- by or on behalf of a member of the Company's key management personnel (**KMP**) named in the Company's Remuneration Report for the reporting period ended 31 December 2024 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the Meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on resolution 3:

- in accordance with a direction in the proxy form; or
- by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy even though resolution 3 is connected with the remuneration of the Company's KMP.

3 Proxies

- (a) A securityholder entitled to attend and vote has a right to appoint a proxy to attend and vote on behalf of the securityholder. A proxy need not be a securityholder and can be either an individual or a body corporate. A securityholder can appoint a proxy by completing and returning a signed proxy form (see section 4 of these notes relating to voting, and the proxy form).
- (b) A securityholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the securityholder's votes.
- (c) If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

- (d) Members of the Company's KMP (which includes each of the Directors) and their closely related parties (which includes spouses and dependants) will not be able to vote as proxy on resolution 3, unless you direct them how to vote or the Chairman of the Meeting is your proxy. If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, you should ensure that you direct that person how to vote on resolution 3.
- (e) If you intend to appoint the Chairman of the Meeting as your proxy, you can direct the Chairman how to vote by marking the boxes for the relevant resolution (for example, if you wish to vote "for", "against" or to "abstain" from voting). However, if you do not mark a box next to resolution 3, or if the Chairman of the Meeting becomes your proxy by default, then by completing and returning the proxy form, you will be expressly authorising the Chairman of the Meeting to vote as they see fit in respect of resolution 3 even though it is connected with the remuneration of the Company's KMP.
- (f) On a poll, if
- a securityholder has appointed a proxy (other than the Chairman of the Meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
 - that securityholder's proxy is either not recorded as attending the Meeting or does not vote on the resolution,
- the Chairman of the Meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the securityholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that securityholder.
- (g) Please note that for proxies without voting instructions that are exercisable by the Chairman of the Meeting, the Chairman intends to vote all available proxies in favour of each resolution.

4 Proxy form

If you wish to appoint a proxy to act on your behalf, please complete the proxy form.

To be effective the proxy form must be received no later than 10.00am (AEST) on Monday, 19 May 2025 at:

Online: <https://au.investorcentre.mpms.mufg.com>

Mail: Dalrymple Bay Infrastructure Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia

By hand: MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street, Parramatta, NSW 2150
Australia

*during business hours (Monday to Friday; 9:00am - 5:00pm)

Facsimile: +61 2 9287 0309

5 Corporate representatives

A body corporate that is a securityholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the *Corporations Act 2001* (Cth). The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it has been signed, unless it has previously been given to the Company or the Company's securities registry.

6 Voting by attorney

A securityholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the Meeting. An attorney may but need not be a member of the Company.

An attorney may not vote at the Meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company (or the Company's securities registry) in the same manner, and by the same time, as outlined above for proxy forms.

7 Questions for the Auditor

Securityholders may submit written questions to the Company's Auditor, Deloitte Touche Tohmatsu, in advance of the Meeting if the question is relevant to the content of the Auditor's Report for the reporting period ended 31 December 2024 or the conduct of its audit of the Company's Financial Report for the reporting period ended 31 December 2024.

Relevant written questions for the Auditor must be received by the Company no later than 5.00pm (AEST), Wednesday 14 May 2025. Please send any written questions to:

companysecretary@dbinfrastructure.com.au

A list of written questions will be made available to securityholders attending the Meeting.

While the Auditor is not obliged to provide written answers, if written answers are tabled at the Meeting, they will be made available to securityholders as soon as practicable after the Meeting. Please note that individual responses will not be sent to securityholders.

8 Questions for the Company

Securityholders may also submit written questions to the Company prior to the Meeting relevant to the business of the Meeting. The Chairman of the Meeting will seek to address as many of the more frequently raised relevant questions as possible. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to securityholders.

Written questions for the Company should be submitted in the same way and by the same time and date as written questions to the Auditor as set out above.

9 Asking questions during the Meeting

In addition to asking questions prior to the Meeting, if you (or your proxy, attorney or corporate representative) attend the meeting in person, you will have a reasonable opportunity to ask questions and make comments on all the items of business set out in this Notice of Meeting including an opportunity to ask questions of the Auditor.

Securityholders unable to attend in person have the option to ask written questions online during the Meeting. Please note that individual written responses will not be sent to securityholders.

Securityholders watching the webcast of the Meeting may submit written questions via the online platform at <https://meetings.openbriefing.com/DBI25>

To ask a question on the online platform, securityholders will need to have their SRN/HIN in advance of the Meeting. If you are unable to locate your SRN/HIN, please contact MUFG Corporate Markets on +61 1300 554 474 or at support@cm.mpms.mufg.com well in advance of the Meeting. For security reasons, your SRN/HIN can only be sent by post to your registered address. Your SRN/HIN cannot be provided by email or phone.

Securityholders who need a copy of their SRN/HIN are strongly encouraged to contact MUFG Corporate Markets as soon as possible, to avoid any mailing delivery delays.

To ask a question online:

- Once you have logged in to watch the webcast, click the button 'Ask a question'.
- If you are a securityholder you will need to enter your SRN/HIN, then enter your Australian postcode or select 'Outside Australia' and enter your country code.
- If you are an appointed Proxy, you will need to enter the Proxy Number issued to you by MUFG Corporate Markets in the 'Proxy Details' section/emailed to you by MUFG Corporate Markets no later than 24 hours prior to the Meeting.
- Select the item of business that your question relates to and type your question in the space provided.
- Once you have typed your question, click the 'Submit question' button. Please note that questions are limited to 532 characters.
- Each question must be submitted separately.

Explanatory Memorandum

This Explanatory Memorandum has been prepared to help securityholders understand the items of business at the forthcoming Annual General Meeting.

1 Annual Financial Report, Directors' Report and Auditor's Report

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires:

- the reports of the Directors and Auditor; and
- the annual Financial Report, including the Financial Statements of the Company,

for the year ended 31 December 2024, to be laid before the Meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of securityholders on the reports or statements. However, securityholders will be given an opportunity to raise questions or comments on the management of the company.

Also, a reasonable opportunity will be given to securityholders as a whole at the Meeting to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audit.

The Annual and Sustainability Report (including the Annual Financial Report, Directors' Report and Auditor's Report) is accessible on the Company's website at <https://investors.dbinfrastructure.com.au/investor-centre/?page=annual-reports>

2 Re-election of Director – Hon Dr David Hamill AM

In accordance with the ASX Listing Rules and the Constitution of the Company, Hon Dr David Hamill is retiring by rotation and being eligible, offers himself for re-election as a director of the Company.

Hon Dr David Hamill was appointed as an Independent Non-Executive Director of the Company on 7 August 2020 and as Chair of the Board in October 2020. His profile is included below.

Dr Hamill has served as a director on the boards of public and private companies, statutory authorities and not for profit and charitable organisations and his experience spans various sectors including transport, health, utilities, and education.

Dr Hamill was Treasurer of Queensland (1998-2001), Minister for Education (1995-1996), Minister for Transport and Minister Assisting the Premier on Economic and Trade Development (1989-1995) and served as the Member for Ipswich in the Queensland Parliament (1983-2001). Dr Hamill is an independent director of both Brookfield Business Partners LP and Brookfield Business Corporation.

Dr Hamill has a Bachelor of Arts degree with Honours from the University of Queensland and attended the University of Oxford as a Rhodes Scholar for his Master of Arts degree. Dr Hamill was awarded his Doctor of Philosophy from the University of Queensland. The Board considers Dr Hamill to be an independent director. Dr Hamill has reconfirmed that he has sufficient time to meet his responsibilities as a director of the Company.

Recommendation

For the reasons set out above, the Board (with Dr Hamill abstaining) unanimously recommends that securityholders vote **in favour** of the re-election of Dr Hamill as a director of the Company.

3 Re-election of Director – Ms Bronwyn Morris AM

In accordance with the ASX Listing Rules and the Constitution of the Company, Ms Bronwyn Morris is retiring by rotation and being eligible, offers herself for re-election as a director of the Company.

Ms Morris was appointed as an independent Non-Executive Director on 30 October 2020. Her profile is included below.

Ms Morris is a chartered accountant and a former partner of KPMG. She has over 25 years' experience on the boards of entities in the publicly listed, unlisted, government and not for profit sectors. Ms Morris has considerable experience with regulated organisations across numerous industry sectors including infrastructure, transport, utilities and financial services. Ms Morris is currently chair of RACQ Foundation and a director of Data#3 Limited.

Ms Morris is a former chair of Urban Utilities, Queensland Rail and RACQ Limited and her former board roles include National Intermodal Corporation and Collins Foods Limited. With considerable experience both as a member and chair of various audit and risk committees, Ms Morris brings her finance, accounting and risk background to her current role as chair of the Finance and Audit Committee of the Company.

Ms Morris has a Bachelor of Commerce majoring in Accounting from the University of Queensland and is a Fellow of both the Australian Institute of Company Directors and Chartered Accountants Australia and New Zealand.

The Board considers Ms Morris to be an independent director. Ms Morris has reconfirmed that she has sufficient time to meet her responsibilities as a director of the Company.

Recommendation

For the reasons set out above, the Board (with Ms Morris abstaining) unanimously recommends that securityholders vote **in favour** of the re-election of Ms Morris as a director of the Company.

4 Adoption of Remuneration Report

The Remuneration Report on pages 38 to 52 of the Company's 2024 Annual and Sustainability Report, which is available at <https://investors.dbinfrastructure.com.au/investor-centre/?page=annual-reports>, sets out the remuneration policies and practices of the Company and reports on the remuneration arrangements in place for the Company's KMP during the reporting period ended 31 December 2024 (**Remuneration Report**). Securityholders as a whole will have a reasonable opportunity at the Meeting to ask questions about or make comments on the Remuneration Report.

As prescribed by the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote and discussion at the Meeting into account in setting remuneration policy for future years.

A voting exclusion statement applies to this resolution, as set out in the Notice of Meeting.

Recommendation

The Board unanimously recommends that securityholders vote **in favour** of the adoption of the Remuneration Report.