

01 February 2025

Extraordinary General Meeting – 1st March 2025

plus

Special Members-only Loop Line Steam Train Ride to celebrate the start of Steam Season 2025

Dear Member,

On behalf of the Board of Transport Heritage NSW (THNSW), notice is hereby given of a THNSW Extraordinary General Meeting (EGM) to be held on Saturday 01 March 2025 at the NSW Rail Museum.

The primary purpose of the EGM is the appointment of a new Independent Auditor to carry out annual financial auditing services for THNSW.

Our current and long-standing Auditor, Wayne Price, Castletons Audit Services, advised the THNSW Board of his intention to resign as THNSW's Auditor after AGM 2024.

Following a competitive procurement process, the THNSW Board has determined to recommend to the THNSW Membership that HLB Mann Judd, Advisory and Accounting, be appointed as THNSW's new Auditor. The THNSW Board has called this EGM to appoint the new THNSW Auditor so that the new Auditor can commence in time to receive a comprehensive handover from Castletons, and provide its financial auditing services to THNSW's audited financial statements for the financial year ending 30 June 2025.

The enclosed Notice of EGM shows the agenda of business and the date, time and location of the EGM.

Details on how to RSVP and attend the EGM, as well as how to vote on the business items of the EGM are contained in the attached Notice of EGM.

Further supporting information regarding the EGM business agenda items is available on the THNSW website, as well as how to RSVP at www.thnsw.com.au/egm-march-2025

Key dates to remember are shown over the page.

I urge all members to read this material carefully before voting on the proposed resolution.

The EGM will be preceded by a special Members Only Event (MOE) – a members-only steam train ride to celebrate the kickoff of the 2025 steam season and our Loop Line operations for the year.

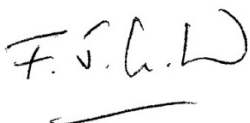
The EGM will also be followed by a short Members' Information Forum (MIF) giving members the latest update on our major projects and recent activities.

More details on both the special MOE and MIF are also contained in the attached Notice of EGM.

RSVP is essential to reserve your seat.

On behalf of the Board, we look forward to your participation at the EGM and thank you for your continued support of THNSW.

Yours sincerely,



Francis Child FCA
Company Secretary

Key dates to remember

The full set of EGM Papers, including papers applicable to agenda items for this EGM are available at www.thnsw.com.au/egm-march-2025

Monday 03 February 2025

Questions on notice close	4:00pm Thursday 20 February 2025
Online direct voting on EGM business items closes	4:00pm Thursday 27 February 2025
RSVP to attend EGM 2025 closes	4:00pm Thursday 27 February 2025
Special MOE - members-only Loop Line steam train ride	3:15pm Saturday 01 March 2025
EGM 1 st March 2025	4:30pm Saturday 01 March 2025
MIF immediately following the close of the EGM	5:00pm Saturday 01 March 2025

Note: All times shown are AEDT (Sydney)

Notice of Extraordinary General Meeting – March 2025

Notice is hereby given that an Extraordinary General Meeting (EGM) of members of
Transport Heritage NSW Ltd ACN 000 570 463 (THNSW) will be held

Saturday 01 March 2025

Commencing: 4:30pm (AEDT)

Venue: NSW Rail Museum, Thirlmere NSW 2573

Agenda items

1. Welcome & Apologies

2. Appointment of New Audit Services Provider ("Auditor")

To appoint HLB Mann Judd, Advisory and Accounting, as THNSW's auditor to carry out annual financial auditing services to Transport Heritage NSW Ltd as recommended by the THNSW Board.

3. General Business

To reply to any written questions on notice relating to the business of this meeting, that is relating specifically to the appointment of the auditor, received by the Volunteer Company Secretary on or before 4:00pm (AEDT) Thursday 20 February 2025.

4. Meeting Close

Attending the EGM

EGM 2025 will be held in person only at the NSW Rail Museum, 10 Barbour Road, Thirlmere NSW 2573.

Members planning to attend the EGM are asked to RSVP to attend for seating purposes – simply go to www.thnsw.com.au/egm-march-2025 and follow the instructions carefully or call 1300 11 55 99.

On the day of the EGM, members will be able to check-in for the EGM from 4:00pm onwards.

Members are welcome to arrive earlier to enjoy the NSW Rail Museum as per its opening hours.

Special Members' Only Event (MOE) and Members' Information Forum (MIF)

The EGM will be preceded by a special Members' Only Event (MOE) – a members-only steam train ride to celebrate the kickoff of the 2025 steam season and our Loop Line operations for the year.

The train will depart Thirlmere Station at 3:15pm sharp and travel to Buxton and return.

Following the EGM, a short general Members' Information Forum (MIF) will be held for members to receive updates on recent activities and projects, including the Loop Line Upgrade Project, and a Q&A session with the THNSW Board and CEO.

Both the EGM and MIF are scheduled to finish by 5:30pm.

Members planning to attend both the special members-only Loop Line steam train ride event and the EGM will need to RSVP to attend for seating purposes – simply go to www.thnsw.com.au/egm-march-2025 and follow the instructions carefully or call 1300 11 55 99.

EGM Papers

The full set of Extraordinary General Meeting papers, including papers applicable to agenda items for this EGM, will be available electronically on the THNSW website from Monday 03 February 2025.

Go to: www.thnsw.com.au/egm-march-2025

If you are unable to access the THNSW website and require a printed copy of any of the EGM documents to be posted to you, please email membership@thnsw.com.au or call 1300 11 55 99 and printed copies will be posted to you via ordinary postal mail.

Voting Members

Members are reminded that to be eligible to vote at the EGM you must be at least 18 years of age and a current financial member as at midnight Friday 31 December 2025.

Voting in Advance of the Meeting

Members are able to conveniently vote online prior to the EGM via AUSTELECT.

Members who are planning to attend the EGM in person are also welcome to vote online in advance of the meeting.

To vote online, see the enclosed *EGM 2025 - Online Voting Instructions* from Australian Election Company (AUSTELECT).

Voting in advance of the meeting closes **4.00pm (AEDT) on Thursday 27 February 2025**.

Appointing a Proxy

Members are also reminded that they may appoint a proxy to vote on their behalf at the meeting. To appoint a proxy please contact AUSTELECT directly.

To be effective, proxies must be received by AUSTELECT **no later than 4.00pm (AEDT) on Thursday 27 February 2025**.

If you need assistance with casting your vote or appointing a proxy, including by postal mail, contact AUSTELECT directly at help@austelect.com or by calling 1800 22 44 20.

Questions on Notice

Questions on notice from members must be addressed to the Volunteer Company Secretary via email only at agm@thnsw.com.au and received **no later than 4:00pm (AEDT) Thursday 20 February 2025**.

Only questions on notice relating to the business of this meeting, that is relating specifically to the appointment of the auditor, will be accepted for this meeting.

Questions on notice should be:

- courteous and respectful
- related directly to the matters of the EGM, I.e., relating specifically to the appointment of the Auditor
- clear, concise and to the point, and
- preferably limited to no more than three questions from any one individual member to give reasonable opportunity for more members to ask questions.

Similar questions from one or more members may be grouped together and a single response provided.

The Board will determine the form of any responses to questions on notice. This may include responses directly to the member outside of the EGM if the matter is more relevant to the individual or a small number of members rather than the membership as a whole. Prior to the EGM, the Board via the Volunteer Company Secretary may ask a member to clarify their question if it is not sufficiently clear.

It may not be possible to answer all questions during the EGM such as those requiring detailed analysis or research. Such questions will be acknowledged and deferred if there is insufficient time to prepare a response.