

Australian Associated Press Pty Limited
ACN 006 180 801
(Company)

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Company gives notice that an extraordinary general meeting of members will be held at Australian Associated Press Pty Limited's offices at AAP News Centre, Level 6, 3 Rider Boulevard, Rhodes, NSW, 2138 on Wednesday 11 March 2020 at 10am (Sydney time).

BUSINESS

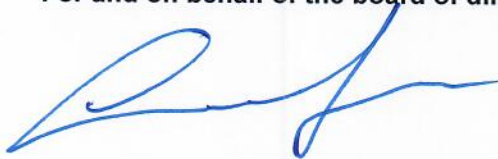
Special resolution to modify the Company's constitution (Constitution)

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

"That, for the purpose of subsection 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, the modifications to the Company's Constitution as set out in annexure A to this notice of general meeting, be approved and adopted, with the modified Constitution to take effect on and from the date this resolution is passed, as the Constitution of the Company in substitution for and to the exclusion of the existing Constitution of the Company."

5 March 2020

For and on behalf of the board of directors of the Company



Emma Luxford (Cowdroy)
Company Secretary

NOTES

These notes form part of the notice of extraordinary general meeting.

Right to vote

Excluding shares numbered 1 and 2, which the Constitution designate as “*special shares*” and do not entitle the holder to vote at general meetings, all shares confer on their holders a right to vote at the general meeting. This means that, for members who hold shares other than the shares numbered 1 and 2:

- on a vote taken on a show of hands, each member present in person (or by corporate representative, attorney or proxy) has one vote; and
- on a poll, each member present in person (or by corporate representative, attorney or proxy) has one vote for every share which they hold.

Appointment of proxies

Each member entitled to vote at the general meeting may appoint a proxy to attend and vote at the general meeting.

A proxy need not be a member of the Company and can be an individual or a body corporate.

If a member appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the *Corporations Act 2001* (Cth); and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If such evidence is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as a proxy.

Lodgement of proxy documents

For an appointment of a proxy for the meeting to be effective:

- the proxy's appointment; and
- if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed (eg a power of attorney) or a certified copy of it,

must be received by the Company at least 48 hours before the meeting.

The following addresses are specified for the purposes of receipt of proxies:

By mail or in person: Emma Luxford (Cowdroy), Company Secretary, Australian Associated Press Pty Limited, AAP News Centre, Level 6, 3 Rider Boulevard, Rhodes, NSW 2138
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By e-mail: ecowdroy@aap.com.au
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Bodies corporate

A body corporate may appoint an individual as its corporate representative in accordance with section 250D of the *Corporations Act 2001* (Cth) to exercise any of the powers the body may exercise at meetings of a company's members. The appointment may be a standing one. Unless the

appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

EXPLANATORY NOTES

This information forms part of the notice of extraordinary general meeting.

Members should note that these Explanatory Notes provide only a summary of the proposed amendments. The Company recommends that members review and consider the text of the proposed amendments contained in the marked-up version of the Constitution in annexure A to this notice.

Special resolution to modify the Company's constitution

Background

Under the Constitution in its current form, the Company is required to obtain and supply the "Service" (as that term is defined in the Constitution) to the Company's members. The Company wishes to cease providing the "Service" to members after 27 June 20 or any later date determined by the board of directors. Before this can occur, it is necessary to modify the Constitution in order to remove the obligation to obtain and supply the "Service" to members.

Approval required

Under section 136 of the Corporations Act, modifications to the Constitution may only be made through a special resolution of the members.

Proposed modifications

The proposed modifications to the Constitution are set out in mark-up in annexure A to this notice of extraordinary general meeting.

In summary, the proposed amendments, if adopted, will have the effect of:

- allowing the Company to cease providing the "Service" to its members after 27 June 2020 or on a later date determined by the board of directors; and
- discontinuing members' entitlement to receive the "Service" once the Company ceases to provide the "Service".

Members will not be liable to pay any assessments for the provision of the "Service" after it ceases to be provided by the Company.

Annexure A – Modifications to Constitution