



YHA LTD: NOTICE OF ANNUAL GENERAL MEETING (AGM)

ANNUAL GENERAL MEETING – SATURDAY 17 APRIL 2021

YHA LTD (ACN: 008 387 791)

Notice is hereby given that the Annual General Meeting (AGM) of YHA Ltd will be held at The Big Dig Archaeology & Education Centre, Sydney Harbour YHA, 110 Cumberland Street, The Rocks, Sydney on Saturday 17 April 2021 at 11.00am.

YHA Ltd (trading as YHA Australia) is a for-purpose company, providing accommodation for travellers as well as membership and travel and tours services.

YHA Ltd is governed by a board of directors (Board of Directors), with up to six directors elected by the members of YHA Ltd (Members) and up to three Members appointed by the Board of Directors, based on skills requirements.

Each year YHA Ltd holds an AGM for Members – to assist with registration if attending, please bring your physical or digital Membership card. Persons eligible to vote on the resolution proposed at the AGM are Members in each of the Honorary Life, Life, Adult, and Group Membership categories, who:

- a) if the Member is a natural person, is at least 18 years of age, or, in the case of a Representative of an eligible body corporate or unincorporated entity which is a Member, is at least 18 years of age; and
- b) are not employees of YHA Ltd; and
- c) do not have any fees which are due and payable by the Member to YHA, which remain unpaid;
- d) were Members as at 26 February 2021.

All votes shall be given personally or by proxy.

The AGM will consider the matters of business outlined below including a proposal, recommended by the Board of Directors, to modify YHA Ltd's Constitution (Constitution). A copy of the Constitution, marked to show the proposed changes to it, together with an Explanatory Memorandum (including a Frequently Asked Questions factsheet), is available from YHA Ltd's website at www.yha.com.au/YHALtd2021AGM (a link will be sent to Members eligible to vote on 26 March 2021).

Each Member entitled to vote can appoint a proxy by notice to be returned to the Company Secretary no later than 11.00am AEST on Thursday 15 April 2021. A proxy may be provided to YHA Ltd via an online form that will be sent to eligible Members on 26 March 2021. Alternatively, this form can be downloaded from www.yha.com.au/YHALtd2021AGM or obtained from YHA Ltd's Corporate Affairs Manager, Silke Kerwick, by phone on 02 9261 1111 or by email to silke.kerwick@yha.com.au

The 2020 Annual Report of YHA Ltd is also available at www.yha.com.au/YHALtd2021AGM.

Members wishing to submit questions in advance of the AGM should do so by email to silke.kerwick@yha.com.au or by phoning 02 9261 1111.

A light lunch will be served after the meeting. If you plan to attend the AGM, please RSVP for catering purposes by Monday 10 April 2021 to marie.sahagun@yha.com.au or by phoning on 02 9261 1111.

MATTERS OF BUSINESS:

1. To receive and consider the YHA Ltd Annual Report and Financial Statements for 2020.
2. To consider and, if thought fit, to pass the following as a special resolution:
"That, in accordance with section 136(2) of the Corporations Act 2001 (Cth), YHA Ltd's Constitution be modified by making the amendments contained in the document tabled at the Annual General Meeting and signed by the Chair for the purposes of identification."
3. To appoint the following official: Vice President.
4. To declare the results to fill the two vacancies by election on the Board of Directors.
5. General Business

On behalf of the Board of Directors.

Stephen Lynch, Company Secretary, YHA Ltd

ELECTION FOR THE BOARD OF DIRECTORS

YHA Ltd's Constitution provides for the election of one third of the six elected directors each year. A Call for Nominations was sent to Members in November 2020. In response to the Call for Nominations, two nominations were received by the due date for the two vacancies by election on the Board of Directors. As there are no greater number of candidates than vacancies to be filled, no voting is required. More information on the Board of Directors can be found here

www.yha.com.au/about/yha-organisation/board-of-directors

YHA communicates with members online and via email. You can enter or amend your email address or opt-out of receiving voting materials online at www.yha.com.au/membership