EXPLANATORY NOTES

Attendance and participation

The Annual General Meeting will be held online. Members who wish to attend online can watch, listen, vote and submit written questions through the online planform specified above.

Questions from members

The Chair of the meeting will allow a reasonable opportunity at the Annual General Meeting for Members to ask questions about the business of the meeting.

Members may submit written questions to the Company Secretary no later than 1.00pm on Tuesday 18 August 2026.

Contact

Please use the contact details below if you need any further information about the Annual General Meeting: governance@transportprofessionals.com.au

Item 1: Financial Statements and Report

As required by clause 317 of the Corporations Act 2001 (Cth) the Financial Report, Director's Report and Auditor's Report of the Company for the most recent financial year must be laid before the meeting.

There is no requirement for a formal resolution on this item.

The Chair of the meeting will allow a reasonable opportunity at the meeting to address any questions about the Financial Statements and Report.

Item 2: Auditor Appointment

MFLA Audit Partners have provided their resignation in accordance with the Corporations Act 2001 (Cth) and the resignation has been formally accepted by ASIC. As a result, the Board undertook a closed tender consisting of a review and assessment including five audit firms.

The Board subsequently resolved to appoint a replacement auditor, Kingston & Knight Audit Pty Ltd to fill the casual vacancy ensuring compliance with the Corporations Act 2001 (Cth).

The Board recommends to Members, the appointment of Kingston & Knight Audit Pty Ltd for the term and remuneration as determined by the Board.

Kingston & Knight Audit Pty Ltd Business Profile

Kingston & Knight Audit is a leading boutique firm providing a full suite of professional audit and assurance services to a range of entities including Associations, Charities and Not-for-Profit organisations, Owners Corporations, Listed and Unlisted public companies, Government Departments & Local Councils and Indigenous Corporations across Australia. Our services include, but are not limited to external audit & review, risk assessment, business assurance, consulting, and forensic accounting. Our commitment to our clients has provided our firm with continued growth and success and we pride ourselves on developing and maintaining strong professional relationships. We differentiate ourselves from our competition by: Extensive partner involvement on every engagement;

- Manager and/or partner always on site during the fieldwork phase;
- Consistent and experienced staff assigned to the engagement;

- Timeliness and clarity of communications;
- Proactive approach to addressing complex issues early in the engagement; and
- Availability to clients all year round as a specialised resource.

Item 3: Approval of Constitution

The Board is proposing a set of amendments to the Company's Constitution as part of its ongoing governance review and organisational evolution.

The proposed amendments are largely administrative and are intended to clarify provisions, update language and ensure the Constitution continues to reflect the Company's current operations and governance framework.

A member consultation process was undertaken between 20 April and 11 May 2026, during which Members were provided with a summary of the proposed changes, supporting rationale and a marked-up version of the Constitution. Feedback received indicated full support of the proposed amendments.

Item 4: Member Elected Directors

Item 4.1 New South Wales / Australian Capital Territory

In accordance the Constitution, and in line with appointment terms, Mr Benjamin Wood, Member Elected Director New South Wales/Australian Capital Territory Region, must retire at the conclusion of the 2026 AGM. Mr Wood satisfies the requirements for re-election under the provisions of the Constitution.

Furthermore, clause 35.3 provides that where more than one eligible nomination is received for a Member Elected Director position, the election is determined by ballot of Voting Members.

As more than one eligible nomination was received for this position, a ballot has been conducted, and the result will be announced at the Annual General Meeting.

Voting

In accordance with clause 27.2 of the Company Constitution, on a show of hands, a declaration by the chair is conclusive evidence of the result. Neither the chair nor the minutes need to state the number or proportion of the votes recorded in favour or against.

In accordance with clause 30 of the Company Constitution, the preferred voting method is direct voting.

Relevant clauses:

30.1. The Board may determine that at any general meeting, a Voting Member who is entitled to vote at that meeting is entitled to a direct vote. A 'direct vote' includes a vote delivered to the Company by post or other electronic means approved by the Board. The Board may specify the form, method and timing of giving a direct vote at a meeting in order for the vote to be valid.

30.2. If a vote is taken at a general meeting on a resolution on which a direct vote was cast, the chair of the meeting must on a vote by show of hands or on a poll, count the votes cast by each Voting Member who has submitted a direct vote directly for or against the resolution.

30.3. If a Member casts a direct vote on a particular resolution that is put to a vote at a general meeting, and the Member or their Representative, proxy or attorney attends the meeting, then they are not entitled to vote on the matter at the general meeting.

27.3 Unless otherwise required by this Constitution or the Act, all resolutions of the Company are ordinary resolutions which are resolutions passed by more than 50% of the votes cast by Voting Members entitled to vote on the resolutions.

25.3 If at the time of the meeting, a Voting Member's membership fee is overdue and unpaid and a final demand in accordance with clause 12.4 of the Constitution has been issued, the Member will not be financial and will not be entitled to exercise their right to vote.