

Turnaround Management Association Australia Limited
ACN 107 241 798 (Company)
Notice of General Meeting

Notice is given that a general meeting of the members of the Company will be held at Clayton Utz, Level 15, 1 Bligh Street, Sydney 2000 at 10.00am on Thursday, 24 May 2018.

The business of the meeting will be as follows:

1. TMAA financial records

To consider the annual financial report, directors report and the auditor's report for the period to 31 December 2017.

Members will recall from the Notice of Annual General Meeting held on 23 December 2015 that your board has resolved to change the reporting of the TMAA financial records to a 12-monthly calendar rather than 12-monthly financial year to better report business activities scheduled on a calendar year rather than financial year basis (particularly the September annual conference). An appropriate notice was given to the Australian Securities and Investment Commission (ASIC) which noted the change of financial reporting year by letter dated 8 August 2016.

The board notes that because the Corporations Act requires the TMAA to hold an AGM at least once in each calendar year and within 5 months after the end of its financial year, it will be necessary to hold an annual general meeting before 31 May 2018.

2. Auditors

To confirm the re-appointment of the auditor (Grant Thornton) and fix the auditor's remuneration.

3. Re-election of current Directors

To re-elect those Directors whose term has exceeded 3 years:

- Jennifer Ball (Clayton Utz); Cameron Belyea (Clayton Utz), Marcus Derwin (R Cubed Group), Lachlan Edwards (Lazard); Premjit Kaur (Fortress); Chris Martin (KordaMentha), John Nestel (Herbert Smith Freehills), Michael Sloan (Ashurst), Darren Stacey (BDO), Tim Stewart (Gordon Bros).

4. Appointment of new Directors

To consider the nominations and, if thought fit, pass the following ordinary resolution in respect of those Nominees:

- That the Nominees – being *Jade Rowarth (Partner, Corrs Chambers Westgarth)* and *Vaughan Strawbridge (Partner, Deloitte Touch Tohmatsu)* be elected as directors of the Company.

5. Board successions

Retirement of Tim Stewart as Chairman and succession of Lachlan Edwards (Immediate Past President) to position of Chairman and succession of Cameron Belyea (Immediate Past Vice-President) to position of President and endorsing Carl Gunther as Vice President.

6. Voting by proxy

Each member may appoint a proxy to vote on behalf of that member at the general meeting. The proxy need not be a member.

A proxy appointment form is attached. To be effective, it must be received by the Company not less than 48 hours prior to the start of the relevant general meeting. It may be returned by email info@turnaround.org.au or post addressed to TMA Australia, PO Box H354 Australia Square, NSW 1215.

If the member leaves the form of proxy blank as to the person primarily appointed as proxy or if the person or persons named as proxies fails or fail to attend, the chairperson of the meeting is appointed proxy.



By order of the Board
Lachlan Edwards

TMA President & Director
Dated 26 April 2018



Turnaround Management Association Australia Limited
ACN 107 241 798
(Company)

Form of proxy for general meeting

Email: info@turnaround.org.au

Name of member: _____

Address of member _____

Appoints: _____

as proxy to vote for me/us at the general meeting of the Company to be held on Thursday, 24 May 2018 and any adjournment of it.

This form is to be used in accordance with the directions below. If no directions are given, the proxy may vote or abstain as he or she thinks fit.

Directions: _____

IMPORTANT NOTICE:

The chair intends to abstain from voting for all undirected proxies.

If you appoint the chair as your proxy and you do not wish to direct the chair how to vote, please mark this box

By marking this box, you acknowledge that the chair may exercise your proxy even if he or she has an interest in the outcome of the resolution and votes cast by him or her other than as proxy holder will be disregarded because of that interest.

If you do not mark this box (and you have not directed your proxy how to vote) the chair will not cast your votes on a resolution if he or she has an interest in the outcome of the resolution.

Dated:

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Signature of member: