

BRIDGE HOUSING LIMITED
ACN 135 570 955

NOTICE OF ANNUAL GENERAL MEETING

Bridge Housing Limited (the Company) gives notice that the Annual General Meeting (AGM) of members will be held on

Wednesday, 18 November 2020 commencing at 10:00am,:
Web-link <https://kapara.rdbk.com.au/landers/4780cd.html> or
Dial in 1800 896 323, then enter the code 41501460

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum and annexures are part of this Notice of Meeting.

Items of Business

Item 1 – Welcome by Chairman: Mark Turner

Item 2 – Acknowledgement of Country: Mark Turner

Item 3 – 2019 AGM Minutes

Item 4 – Chairman's Report

Item 5 – Chief Executive Officer's Report - Review of 2019-20 Achievements

Item 6 – Financial Statements and Reports

Item 7 – Election of Director

Item 8 – Change of Auditor

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the financial year ended 30 June 2020.

All members can view the Annual Report which contains the Financial Report for the year ended 30 June 2020 on the Company's website at www.bridgehousing.org.au.

Following consideration of the Reports, the Chair will give members a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chair will also give members a reasonable opportunity to ask the Auditor questions relevant to:

- a) the conduct of the audit;
- b) the preparation and content of the Independent Auditor's Report;
- c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d) the independence of the Auditor in relation to the conduct of the audit.

The Chair will also give the Auditor a reasonable opportunity to answer written questions submitted by members that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. A



list of relevant written questions submitted by members will be made available at the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the Meeting.

Item 7 – Election of Director

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That Mr Mark Turner, who was appointed as a Director of the Company in December 2014 and who is standing for re-election in accordance with article 8.4 of the Constitution, being eligible, be elected as a Director of the Company for a three-year term from the conclusion of the Annual General Meeting.”

The Directors, with Mr Turner abstaining, recommend that members vote “FOR” the election.

Item 8 – Change of Auditor

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

“That, for the purposes of section 327B(1)(b) of the Corporations Act 2001 and for all other purposes, BDO Audit Pty Ltd, having been nominated by a member and consented in writing to act in the capacity of auditor, be appointed as the auditor of the Company and that the Directors be authorised to fix the remuneration of the auditor.”

Note: Further comments appear in the Explanatory Statement. Also, in accordance with section 328B(3) of the Corporations Act 2001 (Cth), a copy of the notice of nomination of Auditor accompanies this Notice of Meeting.

The Directors recommend that members vote “FOR” the change of auditor.

Dated 20 October 2020

By order of the Board

John Nicolades
Company Secretary

EXPLANATORY MEMORANDUM

To the 2020 Notice of Annual General Meeting

This Explanatory Memorandum has been prepared for the information of members of the Company in relation to the resolutions to be considered at the Company's AGM to be held on Wednesday, 18 November 2020.

The purpose of this Explanatory Memorandum is to provide members with information that is reasonably required by members to decide how to vote upon the resolutions.

The directors of the Company ("Directors") recommend that members read this Explanatory Memorandum in full, in conjunction with the accompanying Notice of Annual General Meeting of members of which this Explanatory Memorandum forms a part.

Subject to the abstentions noted below, the Directors unanimously recommend members vote in favour of all Resolutions. The Chair of the meeting intends to vote all available undirected proxies in favour of each resolution.

Items 7 and 8 relate to two ordinary resolutions, for these resolutions to pass they require 51% of votes cast by members entitled to vote to be in favour of the resolution.

Business Item 6

The first resolution relates to Mr Mark Turner, who was appointed in December 2014. In accordance with article 8.4 of the Company's Constitution, and being eligible, Mark has put himself forward for re-election as a Director of the Company.

BSc MRICS Director since 2014.

Skill Area: Property Development, Finance, Real Estate. Mark has more than 30 years' experience in real estate funds management in Australia, the UK and Asia. During this time, Mark has held senior executive roles including the Head of Funds Management at DEXUS Property Group, Fund and asset management roles at Lend Lease and GPT as well as Chairman of an Asian property investment company. Mark is currently an Executive Director at EG Funds Management, based in Sydney. He graduated from the University of Portsmouth UK with a Bachelor of Science in Urban Land Administration, is a member of the RICS and a licensed real estate agent in NSW.

The Directors, with Mr. Turner abstaining, recommend that members vote in favour of the election.

Business Item 7

The second resolution relates to the change of external auditor of the Company.

This year, BDO East Coast Partnership notified the Company that they were undertaking a national integration whereby the services provided by BDO East Coast Partnership would be migrated to BDO Audit Pty Ltd. BDO confirm that the change will have no impact on their responsibility as auditor, and will not result in any change to the BDO staff attending to the Company's business.

BDO East Coast Partnership provided their resignation which was effective on 2 November 2020, the date when ASIC was notified. The Corporations Act 2001 (Cth) requires the Company to obtain the approval of members for the appointment of BDO Audit Pty Ltd as auditor of the Company. In accordance with section 328B(1) of the Corporations Act 2001 (Cth), Graham Monk a member of the Company, has nominated BDO Audit Pty Ltd for appointment as auditor of the Company. A copy of the nomination is attached as Annexure 2 to this explanatory memorandum. BDO Audit Pty Ltd has consented to the appointment and, as at the date of the Notice, has not withdrawn its consent.

The Directors recommend that members vote in favour of the change of auditor.

ANNEXURE 1: Proxy Form

Appointment of Proxy

I/we, _____ of _____

being a member of Bridge Housing Limited (the **Company**) and entitled to attend the Annual General Meeting and vote appoint:

the **Chair** of the ¹ **OR** ²
 meeting
 (mark with an 'X') (Name of the person you are appointing as your proxy)

or failing the person named, or if no person is named, the Chair of the Meeting as my/our proxy to act on my behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) in respect of all of my votes at the Annual General Meeting of the Company to be held on Wednesday 18 November 2020 at 10:00 am via <https://kapara.rdbk.com.au/landers/4780cd.html> or by dialling 1 800 896 323 and entering the following code 41501460.

Proxies will only be accepted by the Company if they are received before 10.00am 16 November 2020.

Voting Directions

I/We direct my/our proxy to vote in respect of each resolution to be considered as indicated with an **X** below. If no direction is given, I/we authorise my/our proxy to vote or abstain as my/our proxy thinks fit in respect of each resolution (including any procedural resolution) to be considered by the meeting and any adjournment of the meeting.

Resolutions

Ordinary Resolution 1 – Re-election of Mark Turner	For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>
Ordinary Resolution 2 – Change of Auditor	For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain <input type="checkbox"/>

*If you mark the Abstain box for a particular item of business, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Signature of member:

³ (This section must be completed)

How To Complete This Proxy Form

For your vote to be effective, the Proxy Form must be received by 10:00 am on 16 November 2020.

Appointment of Proxy

If you wish to appoint the Chair of the meeting as your proxy, please **mark box 1**.

If you wish to nominate someone other than the Chair, please write the name of that person **in box 2**.

If you leave this section blank, or your proxy does not attend the meeting, the Chair will be your proxy. If no direction is given on all of the items, or if you complete both Box 1 and Box 2, your vote may be passed to the Chair of the meeting as your proxy.

Voting

You can direct your proxy how to vote by marking one box associated with each resolution. If you mark more than one box for one item, your vote will be invalid for that item.

Signing Instructions

You must sign the form in the space provided **in box 3**.

How to Lodge this Proxy Form

This Proxy Form may be lodged electronically by email to the following email address: agm@bridgehousing.org.au or by mail to

Bridge Housing AGM 2020
Bridge Housing, PO Box 20217,
World Square NSW 2002.

QUESTIONS IN RELATION TO THE BRIDGE HOUSING 2020 AGM

This year, Bridge Housing will be holding its 2020 Annual General Meeting of members online. We encourage you to submit questions in relation to the Bridge Housing 2020 Annual General Meeting ahead of the meeting. Please use this form to submit any questions.

Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the Notice of Meeting. If your question is for the Bridge Housing auditor, then it should be relevant to the content of the auditor's report.

All questions must be submitted by **9.00am (AEDT) Wednesday, 11 November 2020**.

During the course of the AGM, the Chair of the meeting will endeavor to address the most frequently raised questions by members. However, there may not be sufficient time available to address all questions raised.

My question relates to

- | | |
|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> Future direction |
| <input type="checkbox"/> Questions for the Auditor | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> Other |
| <input type="checkbox"/> Sustainability / Environment | |

Question

ANNEXURE 2
NOTICE OF NOMINATION OF AUDITOR
BRIDGE HOUSING LIMITED

The Directors
Bridge Housing Limited
Level 9, 59 Goulburn Street,
Sydney NSW 2000

9 October 2020

Dear Sir / Madam,

**NOMINATION OF BDO AUDIT PTY LTD AS AUDITOR OF BRIDGE HOUSING LIMITED (ACN 135 570 955)
PURSUANT TO SECTION 328B(1) OF THE CORPORATIONS ACT 2001 (CTH)**

I, Graham Monk, being a member of Bridge Housing Limited, hereby nominate BDO Audit Pty Ltd of Level 11, 1 Margaret Street, Sydney NSW 2000 for the appointment as auditor of Bridge Housing Limited at its 2020 Annual General Meeting.

I consent to the distribution of a copy of this notice of nomination as an attachment to the Notice of Meeting and Explanatory Statement for the 2020 Annual General Meeting of Bridge Housing Limited as required by section 328B(3) of the Corporations Act 2001 (Cth).

Yours faithfully,

Graham Monk

Graham Monk