

NOTICE OF MEETING

2018 ANNUAL GENERAL MEETING

**Australian Turf Club Limited
ACN 148 157 288**

Chairman's Letter

Dear Member

It is my pleasure to invite you to attend the 2018 Annual General Meeting of the Australian Turf Club Limited ("**Club**"). The meeting will be held at Rosehill Gardens on Thursday, 29 November 2018, in the Marscay Room, Level 3, J.R. Fleming Stand, commencing at 2.00pm.

Members who are not able to attend the meeting in person can vote by proxy, according to the following:

By Mail:

A Form of Proxy is included in this information pack. If you are not attending the meeting, please complete and return the Form of Proxy in the return envelope in sufficient time so that it reaches Computershare Investor Services by 2.00pm on 27 November 2018. Members might like to allow extra time for mail to be delivered under Australia Post's new postage delivery arrangements.

Online:

Members can complete a proxy form online via our secure online portal. To complete the form online, please use the following link www.votingservices.com.au/atc and follow the prompts. To see a demonstration of how to vote online, please use the following link www.australianurfclub.com.au/AGM2018 and click on the How to Vote video. This page will also have a link to the secure online voting form.

Online votes can be lodged on a desktop or mobile device. Please lodge your online vote by 2:00pm on 27 November 2018.

The Notice of Meeting details the items to be covered at the Annual General Meeting, including the election of 2 Directors in accordance with the Company's Constitution.

A Candidate Information Brochure is included with the information distributed with the Notice of Meeting. I would encourage all members to read this information carefully.

The matters to be considered at the Annual General Meeting are important to the ongoing proper management of the Club and it is in the interests of all Members to consider these closely and exercise their right to vote, either in person at the meeting or by lodging proxy votes. I look forward to seeing you at the meeting.

Yours sincerely,



Matthew McGrath
Chairman

Notice of Meeting

The 2018 Annual General Meeting of the Australian Turf Club Limited will be held on Thursday, 29 November 2018 commencing at 2.00pm, Marscay Room, J.R. Fleming Stand, at Rosehill Gardens.

Items of Business

1. Discussion of Financial Statements

To discuss the financial report, the Directors' report and the Auditor's report for the year ended 31 July 2018.

2. Member Director Elections

To elect two (2) directors of the Company from among the following member candidates, each for a term of four (4) years to take effect on and from 1 February 2019, in accordance with clauses 10.10, 10.11 and 10.15 of the Constitution of the Club:

1. Phil Morley
2. Julia Ritchie
3. Paul Bagnall
4. Charlie Henry
5. Brett Baker

3. General Business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the Board



Matthew McGrath
Chairman

Information Regarding Voting

Appointment of Proxy

If you are a member and are unable to attend and vote at the Annual General Meeting of Australian Turf Club Limited on 29 November 2018, you are entitled to appoint a proxy to attend and vote in your stead. A proxy need not be a member of the Club. If you wish to appoint an individual as your proxy, please either complete and return the proxy form or complete the proxy form online using our online portal.

Members should direct their proxy as to how to vote by marking the "In Favour" box aside their preferred candidate(s) to ensure their proxy appointment specifies the way their proxy is to vote.

The proxy form must be completed online or received by Computershare Investor Services Pty Limited at GPO Box 242, Melbourne VIC 3001 or by facsimile to 1800 783 447 in Australia or +61 3 9473 2555 if you are overseas, by 2.00 pm 27 November 2018. A reply-paid return envelope is provided.

If you appoint the Chairman of the Annual General Meeting as your proxy and do not specify how the Chairman is to vote on an item of business, the Chairman will vote (if permitted under the proxy form) as proxy for you, in favour of incumbent Directors Phil Morley and Julia Ritchie.

Chairman's Deemed Appointment

Under the Corporations Act, there are circumstances where the Chairman of the Annual General Meeting will be taken to have been appointed as a member's proxy for the purposes of voting on a particular resolution even if the member has not expressly appointed the Chairman of the Annual General Meeting as their proxy. This will be the case where:

- the appointment of the proxy specifies the way the proxy is to vote on a particular resolution; and
- the Chairman of the Annual General Meeting is not named as the proxy; and
- a poll has been called on the resolution; and

either of the following applies:

- the proxy is not recorded as attending the Annual General Meeting; or
- the proxy attends the Annual General Meeting but does not vote on the resolution.

EXPLANATORY NOTES

Item 1 - Annual Financial Report for the year ended 31 July 2018

The Company's Annual Financial Report, comprising the Directors' Report, Lead Auditor's Independence Report, Statement of Profit or Loss and Other Comprehensive Income, Statement of Financial Position, Statement of Changes in Funds, Statement of Cash Flows, notes to the Financial Statements, Director's Declaration and Independent Auditor's Report for the year ended 31 July 2018 will be laid before the meeting in accordance with the requirements of the Corporations Act.

Members will be provided with the opportunity to ask questions about, and make comments on, the Reports and the management of the Company generally.

Item 2 - Member Director Elections

The Company's Constitution provides that the Company may at any time by resolution passed in general meeting elect a director to replace a Club Appointed Director or an Elected Director who has vacated office. An Elected Director holds office for a term of four years, or until they sooner vacate office.

Phil Morley and Julia Ritchie are currently members of the Board. Julia Ritchie and Phil Morley will retire on 1 February 2019 and offers themselves for re-election.

Accordingly, the purpose of this item is to elect two (2) directors from among the following candidates (including the incumbent director who is seeking re-election), to fill these two (2) positions:

1. Phil Morley
2. Julia Ritchie
3. Paul Bagnall
4. Charlie Henry
5. Brett Baker

Each Director appointment will commence with effect from 1 February 2019 for a term of 4 years. A description of each candidate's expertise and knowledge is provided in the accompanying candidate brochure.

The order in which the candidates have been presented was determined via a random draw supervised by KPMG.

The two (2) candidates who receive the highest number of "In Favour" votes will be elected as Directors of the Company with a commencement date of 1 February 2019.

Voting on a poll

In accordance with clause 5.3 of Australian Turf Club Limited Club Rules, the Chairman will call for a poll, and each member may vote in favour of up to a maximum of two candidates.

The two candidates with the greatest number of votes will be elected.

If you vote in favour of more than two candidates, your vote will be invalid and will not be counted.