

20 October 2025

Dear Member,

The Annual General Meeting (AGM) of Foundation & Friends of the Botanic Gardens Ltd (Foundation & Friends) will be held on **Tuesday 18 November at 5:30pm** in the Gadi Seminar Rooms, Brown Building, Royal Botanic Garden Sydney.

We are writing to provide you with details of the meeting (**Notice of Meeting**), instructions on how you can vote if you are unable to attend the meeting in person (**Appointment of Proxy Form**) and details of the proposed appointment of members to the Board of Directors.

The AGM is an opportunity to hear an update on the work of Foundation & Friends and the Botanic Gardens of Sydney, as well as meet the Board, staff, volunteers and other members.

We look forward to welcoming you to the 2025 AGM.

Retiring Director of Foundation & Friends of the Botanic Gardens

After 12 years of service, Katrina Horrobin's final term as a Director comes to an end at this year's AGM. For many years Kate has filled the leadership roles of Deputy Chair of the Board and Chair of the Nominations and Remuneration Committee. She has been an astute, collaborative and much-admired colleague, and will be missed.

Appointment of new Director

Kate's departure means there will be one vacancy on the Board at the date of the AGM. The Board has received and reviewed recommendations from the Nominations and Remuneration Committee for the vacant position.

On the committee's recommendation, the Board is pleased to support Paul Thorley as our preferred candidate to fill the vacant position. Paul is currently serving as the interim Executive Director (the position known in previous years as CEO) of Foundation & Friends. Some background on Paul and his contribution to the Gardens is attached at the end of these papers.

Under our Constitution, the Executive Director of the Foundation & Friends cannot be a serving Elected Director. Therefore, the Board will appoint Paul to the vacant Director position when he steps down as Executive Director in the new year.

Our search for a permanent Executive Director is well under way and we will update members at the AGM.

Increase in number of Elected Directors

The Board is proposing an increase of the number of Elected Directors of Foundation & Friends from eight (as it is currently) to ten.

As part of a review this year of our philanthropy activities, it was agreed that the Board would benefit from deeper relationships with Sydney's community of large philanthropic donors. Priority in our search to fill the two new Board positions next year, if those positions are approved at this year's AGM, will be given to candidates with a history of substantial philanthropic activity, and/or deep networks in the philanthropic community.

Annual General Meeting Notice, Proxy Form and Questions on Notice

Attached are the Notice of the 43rd Annual General Meeting and an Appointment of Proxy Form. Your voice is important to us. If you are not able to attend the AGM, we encourage you to submit your Proxy Form. You can nominate either another member or the Chair to represent you at the AGM.

The completed Proxy Form needs to be returned to Foundation & Friends, Cottage 6, Mrs Macquaries Road, Sydney NSW 2000, by **3pm on Wednesday 12 November 2025**. Please only complete the Proxy Form if you are not attending the meeting.

Should you wish to ask a question at the AGM please submit your question in writing to the Company Secretary by **Wednesday 12 November 2025**. Questions may be emailed to foundation.friends@botanicgardens.nsw.gov.au or mailed to Cottage 6, Mrs Macquaries Road, Sydney NSW 2000. We encourage members to ask questions on matters that are relevant to the AGM, such as the Financial Reports, resolutions being put to the meeting or general questions regarding the performance and impact of Foundation & Friends.

Financial Statements

Copies of the Financial Report for the year ended 30 June 2025 will be available at the AGM, and can be viewed or printed from our website botanicgardens.org.au/get-involved/foundation-and-friends/about-foundation-friends.

Members may also contact the office on (02) 9231 8182 or via email foundation.friends@botanicgardens.nsw.gov.au to request that a printed copy be mailed to them.

Thank you for your ongoing support and commitment to Foundation & Friends.

Yours sincerely



Carl McCamish
Chair

Information on candidate nominated to fill the vacant Director's position

Paul Thorley is currently the interim Executive Director of Foundation & Friends. Prior to taking up that position in December 2024, Paul was an active volunteer in Growing Friends for almost 2 years and is a longtime member of our organisation. He was CEO/COO for Capgemini Asia Pacific (APAC) and the UK for just under 20 years. As the led consultant he transformed many companies throughout Australia and Asia. As the CEO of Capgemini he grew profitable operations in nine APAC countries with over 10,000 staff. Since moving with his family to Australia in 2002, he has supported many conservation and education initiatives. At UTS Business School, he became an Adjunct Professor and subsequently chaired a major new Aged Care multi faculty and fundraising program. On the Business Council of Australia, he was an active member of the Innovation and Education sub committees. Paul has been a Non-Executive Director on several public and private sector companies in Asia and Australia.

Foundation & Friends of the Botanic Gardens Ltd
ACN 159 378 855

NOTICE OF THE 43rd ANNUAL GENERAL MEETING

Tuesday 18 November 2025 at 5:30pm
Gadi Seminar Rooms, Brown Building, Royal Botanic Garden Sydney
Mrs Macquaries Road, Sydney

AGENDA

1. Welcome and Apologies
2. Acceptance of the minutes of the 42nd Annual General Meeting
3. Chair's Report
4. Increase in Number of Elected Directors
The Meeting is asked to consider and, if thought fit, to pass the following resolution:
a) That the number of Elected Directors be increased from eight to ten pursuant to clause 10.2 of the Constitution
5. Presentation of the Financial and Other Reports
To receive and consider the Financial Report and the Reports of the Directors and Auditor for the financial year ended 30 June 2025.
6. Executive Director's Report | The year in review
7. Chief Executive of the Botanic Gardens of Sydney, Simon Duffy AM
8. Other business
9. Conclusion

The Financial Report for the year ended 30 June 2025 will be available at the AGM and can be downloaded from the website botanicgardens.org.au/get-involved/foundation-and-friends/about-foundation-friends.

Members may also contact the Foundation & Friends office to request a printed copy of the above documents.

Should members wish to ask a question at the Annual General Meeting they are requested to write and notify the Company Secretary of that question by 12 November 2025.

Questions may be emailed to foundation.friends@botanicgardens.nsw.gov.au or mailed to:
Cottage 6, Mrs Macquaries Road, Sydney NSW 2000

FOUNDATION AND FRIENDS OF THE BOTANIC GARDENS LTD
ACN 159 378 855**Appointment of Proxy 43rd Annual General Meeting****Member's Name****Membership No.**

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*(For Household memberships - each member is required to provide a separate proxy.)***Member's Address**

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Appointment of Proxy

I, being a member of Foundation & Friends of the Botanic Gardens Ltd, hereby appoint as my proxy either:

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*(Name & Address of Proxy)***OR**☐**Chair of the Meeting**

or failing the person so named or, in the absence of that person in the capacity of my proxy, or if no person is named, the Chair of the Meeting as my proxy to act generally at the meeting on my behalf and to vote in accordance with the following directions, (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting, Foundation & Friends of the Botanic Gardens Ltd to be held on Tuesday 18 November 2025 at 5:30pm at Gadi Seminar Rooms, Brown Building, Royal Botanic Garden, Mrs Macquaries Road, Sydney, and at any adjournment thereof.

Voting Directions

The Chair of the Meeting intends to vote undirected proxies in favour of the resolution.

Optional: If you wish to direct your proxy to vote please mark (✓) in the appropriate box below.

Increase Elected Directors from eight to ten

For**Against**

SIGNATURE

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If you have appointed someone else as your attorney, your attorney can sign this Appointment of Proxy on your behalf.

IMPORTANT: For your appointment to be valid this Appointment of Proxy must be returned to Foundation & Friends of the Botanic Gardens Limited at Cottage 6, Mrs Macquaries Road, Sydney NSW 2000 by 3pm on 12 November 2025.