The Essington School Darwin Limited
(ACN 082 486 904)

Explanatory Memorandum to the Notice of AGM – Tuesday 12 May 2026

This document provides information to assist members in understanding the resolutions proposed.

Resolution 1 – Re-election of Mr Nathan Reichstein as Director (Special Resolution)

Mr Nathan Reichstein joined the Board in May 2018 and currently serves as a Director of the Company.

Nathan is the Director of Moore Australia NT and brings extensive experience in accounting, taxation and business advisory services. He has over 15 years' experience advising organisations across a range of industries, including construction, transport, education, professional services and retail, with a focus on strategic planning, financial modelling and business growth.

Nathan is a Parent Member with three children attending Essington and has made a significant contribution to the governance and strategic direction of the school during his tenure.

Background

Mr Reichstein has served three consecutive terms as a Director.

Under Clause 46.3 of the Constitution, a Director who has served three consecutive terms may only be re-appointed or re-elected by Special Resolution.

The Board considers his continued service to be in the best interests of the Company.

Requirements

To be passed, this resolution must be approved by at least 75% of the votes cast.

Directors' Recommendation

The Directors recommend that members vote **FOR** this resolution.

Resolution 2 – Re-election of Ms Carol Cain as Director

Ms Carol Cain joined the Board in December 2022 and currently serves as a Director of the Company.

Carol holds a Bachelor of Social Work and brings over 17 years of experience in Indigenous Affairs across State and Federal Government. Her career has included roles in child protection in both the Northern Territory and England, as well as establishing Centrelink's first remote social work servicing team in the Top End.

Carol has extensive experience in policy development, program implementation and leadership, with a strong focus on improving outcomes for Indigenous communities.
Carol is a Parent Member with two children attending Essington and is committed to supporting strong educational outcomes and governance at the school.

Background
In accordance with Clause 46 of the Constitution, Directors are appointed for a term of three years and are eligible for re-appointment, subject to clause 46.3.

Being eligible for reappointment, Ms Carol Cain is nominated for re-election.

Requirements
To be passed, this resolution must be supported by 50% of the votes cast by members plus one vote, either in person or by proxy at the general meeting.

Directors' Recommendation
The Directors recommend that members vote FOR this resolution.

Resolution 3 – Re-election of Mr Fredrick Law as Director

Mr Fredrick Law joined the Board in December 2022 and currently serves as a Director of the Company.

Fredrick is a Chartered Accountant in Australia and Hong Kong and a Chartered Financial Analyst in the United States. He has over 19 years of experience in accounting and finance, including senior roles with KPMG and Deloitte, and as Vice President of Finance and Investor Relations in a publicly listed technology company.

Fredrick holds a First-Class Honours degree in Social Science, a Master of Economics, and a Doctor of Economics, with a focus on cross-border capital markets.

Fredrick is a Parent Member with two children attending Essington and brings strong financial and international expertise to the Board.

Background
In accordance with Clause 46 of the Constitution, Directors are appointed for a term of three years and are eligible for re-appointment, subject to clause 46.3.

Being eligible for reappointment, Mr Fredrick Law is nominated for re-election.

Requirements
To be passed, this resolution must be supported by 50% of the votes cast by members plus one vote, either in person or by proxy at the general meeting.

Directors' Recommendation
The Directors recommend that members vote FOR this resolution.

Resolution 4 – Re-election of Mr Minh Tran as Director

Mr Minh Tran joined the Board in May 2023 and currently serves as a Director of the Company.

Minh is a Chartered Electrical Engineer with extensive leadership experience in the power generation industry. He is currently the Deputy CEO – Assets and Engineering at Territory Generation, with responsibility for asset management, major project delivery, engineering and IT.

Minh holds a Bachelor of Electrical Engineering, a Master of Engineering Management, a Master of Applied Finance, and a Diploma in Project Management. He has also completed the Company Directors Course through the Australian Institute of Company Directors.

Minh is a Parent Member with two children attending Essington and brings strong expertise in governance, strategic planning and infrastructure to the Board.

Background
In accordance with Clause 46 of the Constitution, Directors are appointed for a term of three years and are eligible for re-appointment, subject to clause 46.3.

Being eligible for reappointment, Mr Minh Tran is nominated for re-election.

Requirements
To be passed, this resolution must be supported by 50% of the votes cast by members plus one vote, either in person or by proxy at the general meeting.

Directors' Recommendation
The Directors recommend that members vote FOR this resolution.

Resolution 5 – Appointment of TDH Chartered Accountants

Background
Following a review of the Company's audit arrangements, the Board has undertaken a process to assess the suitability, capability and independence of the external auditor.

TDH Chartered Accountants has been identified as a suitable auditor, with relevant experiences and capability to meet the Company's audit and assurance requirements.

Requirements
To be passed, this resolution must be supported by 50% of the votes cast by members plus one vote, either in person or by proxy at the general meeting.

Directors' Recommendation
The Directors recommend that members vote FOR this resolution.

Voting and Proxies

Voting

The Company has determined that all members recorded in the Company's register are eligible to vote on the above resolutions.

Proxies

In accordance with Articles 40 and 41 of the Constitution, a member may appoint a proxy to attend and vote on their behalf. A proxy must be a member of the Company. If a member does not appoint another member as proxy, the Chair at the AGM will act as their proxy in accordance with Article 40.3 of the Constitution.

To be valid, the completed and signed proxy form must be received by the Company no later than 3pm on Friday 8 May 2026.

Proxies may be lodged with the Company via:

- Mail or delivery to: FAO Business Manager, The Essington School, 19 Chrisp Street, Rapid Creek, NT 0810
- Digital Form (link in the Chairman's letter)
- Email to: luigi.manzione@essington.nt.edu.au

If a proxy is directed how to vote on a resolution, the proxy may vote only in accordance with that direction. If a proxy is not directed how to vote, they may vote as they see fit.

If members appoint the Chair as their proxy and do not direct the Chair how to vote, the Chair will vote FOR Resolutions 1 to 5.

Enquiries

Members are requested to contact the Business Manager/Company Secretary on email luigi.manzione@essington.nt.edu.au if they have any queries in respect of the matters set out in these documents.