

## HEAD OFFICE

100 Chisholm Crescent  
Kewdale WA 6105, Australia  
PO Box 602, Cloverdale, WA 6985

**P** +61 8 9334 0666  
**E** [enquiry@austineng.com.au](mailto:enquiry@austineng.com.au)

**ABN** 60 078 480 136



12 September 2022

Dear Shareholder

### **Austin Engineering Limited – 2022 AGM – Notice and proxy form**

Austin Engineering Limited (**Company**) advises that it will hold its 2022 Annual General Meeting (**Meeting**) on Thursday, 13 October 2022 at 12:00pm (AWST) at the Parmelia Hilton Perth, 14 Mill Street, Perth, WA 6000.

The Board has made the decision that the Meeting will be held in person (and not by virtual means).

The Notice of Meeting (NOM) is an important document and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial advisor, lawyer, accountant, or other professional advisor. If you have any difficulties obtaining a copy of the NOM please contact, the Company's share registry, Computershare Investor Services Pty Ltd, on, 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

In accordance with section 110D(1) of the Corporations Act 2001 (Cth) (Corporations Act), the Company will not be sending hard copies of the NOM to shareholders unless a shareholder has requested a hard copy of the NOM or made an election for the purposes of section 110E of the Corporations Act to receive documents from the Company in physical form. The NOM can be viewed and downloaded from the Company's website at <https://www.austineng.com/asx-announcements/> or <https://www2.asx.com.au/markets/company/ang>.

Shareholders are encouraged to vote online at [www.investorvote.com.au](http://www.investorvote.com.au) or by returning the attached proxy form by:

Post to: Computershare Investor Services Pty Ltd  
GPO Box 242  
Melbourne VIC 3001

Or

Fax to: 1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia

Even if you plan to attend the Meeting, we encourage you to submit a directed proxy vote as early as possible so that your vote will be counted if for any reason you cannot attend.

Your proxy voting instruction must be received by 12.00pm (AWST) on Tuesday, 11 October 2022, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

As the ongoing situation regarding the management of COVID-19 continues, Austin will continue to update shareholders in due course by way of further ASX announcements if changing circumstances will impact planning or the arrangements of the Meeting and the details will also be made available on our website at <https://www.austineng.com/asx-announcements/>.

For and on behalf of the Board,

**Katina Nadebaum**  
**Company Secretary**

# **Austin Engineering Limited**

## **ACN 078 480 136**

### **NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting of Shareholders of Austin Engineering Limited ACN 078 480 136 (the **Company**) will be held at 12:00pm (AWST) on Thursday, 13 October 2022 at the Parmelia Hilton Perth, 14 Mill Street, Perth, WA 6000.

#### **IMPORTANT NOTICE TO SHAREHOLDERS**

It is currently anticipated that the Company will be holding the Annual General Meeting in person. The Company has taken steps to ensure that all attendees will be able to participate in the Meeting while maintaining their health and safety and abiding by any applicable social distancing requirements.

Shareholders do not need to attend the Meeting in order to cast their vote(s). The Company therefore recommends that Shareholders who do not wish to attend the Meeting in person, but who wish to vote, appoint a proxy (and where desired, direct the proxy how to vote on a Resolution) rather than attending in person.

If the Meeting cannot be held in person for any reason, the Company will seek to make additional arrangements as required.

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

#### **Agenda**

##### **Financial Statements and reports**

---

To receive and consider the financial statements and the reports of the Directors and the Auditor for the financial year ended 30 June 2022.

##### **Resolution 1 – Adoption of Remuneration Report**

---

To consider and, if thought fit, pass the following as an ordinary resolution under section 250R(2) of the Corporations Act:

*‘That the Remuneration Report (which forms part of the Directors’ report for the year ended 30 June 2022) be adopted.’*

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

##### **Voting Exclusion Statement**

To the extent required by section 250R of the Corporations Act, a vote must not be cast (in any capacity) on Resolution 1 by or on behalf of any of the following persons:

- (a) a member of the key management personnel details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member.

However, a person (the “voter”) may cast a vote on the Resolution as a proxy if the vote is not cast on behalf of a person described in (a) or (b) above and either:

- (c) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on the Resolution; or
- (d) the voter is the chair of the meeting and the appointment of the chair as proxy (i) does not specify the way the proxy is to vote on the Resolution; and (ii) expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

## **Resolution 2 – Re-election of Mr James (Jim) Walker as a Non-Executive Director**

---

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

*‘That Mr James Walker, who retires with effect from the end of the Annual General Meeting in accordance with rule 3.6 of the Company’s constitution and, being eligible, offers himself for re-election, be re-elected as a Director.’*

## **Resolution 3 – Election of Ms Linda O’Farrell as a Non-Executive Director**

---

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

*‘That Ms Linda O’Farrell, who was appointed as a Director by the Board on 1 September 2022 and is retiring in accordance with rule 3.3 of the Company’s Constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company.’*

## **Resolution 4 – Increase in the maximum aggregate annual remuneration of Non-Executive Directors**

---

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

*‘That, for the purpose of ASX Listing Rule 10.17, rule 10.2 of the Company’s Constitution and for all other purposes, the maximum aggregate amount of remuneration that may be paid to Non-Executive Directors for their services in any year be increased by \$100,000 from \$500,000 per annum to \$600,000 per annum.’*

### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any Director of the Company or any of their associates. However, the Company need not disregard a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Other Business**

To transact any other business that may be brought forward in accordance with the Company’s Constitution or the law.

### **Determination of Shareholders’ Right to Vote**

The Company has determined that persons who are registered holders of Shares at 16.00 (AWST) on 11 October 2022 will be entitled to vote at the AGM.

### **Voting by Proxy**

A Shareholder entitled to vote at the AGM may appoint a proxy. A proxy need not be a Shareholder.

A Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. The effect of these sections is that if proxies vote, they must cast all directed proxies as directed, and any directed proxies that are not voted will automatically default to the chair of the Meeting, who must vote the proxies as directed.

### **Lodgement of proxy documents**

The following addresses are specified for the purposes of receipt of completed Proxy Forms and any authorities under which Proxy Forms are signed (or certified copies of those authorities):

**By Facsimile:** (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555  
**By Post:** Computershare Investor Services Pty Limited, GPO Box 242 Melbourne VIC 3001  
**Online:** A proxy can be appointed electronically by visiting [www.investorvote.com.au](http://www.investorvote.com.au) and following the instructions provided.

For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting instructions.

To be effective, a Proxy Form and the power of attorney (if any) under which the Proxy Form is signed (or a certified copy of the power of attorney) must be received by the Company at least 48 hours before the commencement of the Meeting (that is, by 12.00pm (AWST) on Tuesday, 11 October 2022).

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

### **Bodies corporate**

A body corporate may appoint an individual as its representative to exercise all or any of the powers the body may exercise (either as a shareholder or as a proxy) at a meeting of a company's shareholders in accordance with section 250D of the Corporations Act. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution. The form of appointment, including any authority under which it is signed, must be received by Computershare Investor Services by no later than the commencement of the Meeting, unless it has previously been given to the Company.

### **Voting Prohibition by Proxies (Remuneration of key management personnel)**

To the extent required by section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolutions 1 or 4 if the person is either a member of the Company's key management personnel or a closely related party of such a member and the appointment does not specify the way the proxy is to vote on the relevant Resolution. However, the proxy may vote if the proxy is the chair of the meeting and the appointment expressly authorises the chair of the meeting to exercise the proxy even if the Resolutions are connected directly or indirectly with the remuneration of a member of key management personnel.

If the chair of the meeting is appointed as your proxy and you have not specified the way the chair of the meeting is to vote on Resolutions 1 or 4, by signing and returning the Proxy Form (including via an online facility), you are considered to have provided the chair of the meeting with an express authorisation for the chair of the meeting to vote the proxy in accordance with the chair of the meeting's intention, even though the Resolutions are connected directly or indirectly with the remuneration of a member of key management personnel.

**Dated: 12 September 2022**

By order of the Board



**Katina Nadebaum**  
**Company Secretary**

## Explanatory Memorandum

This Explanatory Memorandum has been prepared to assist Shareholders with their consideration of the Resolutions to be put to the Annual General Meeting to be held at 12.00pm (AWST) on Thursday, 13 October 2022 at the Parmelia Hilton Perth. 14 Mill Street, Perth, WA 6000.

The Explanatory Memorandum should be read with, and forms part of, the accompanying Notice of Annual General Meeting.

### 1. Glossary

The following terms and abbreviations used in this Explanatory Memorandum (and the Notice of Meeting to which it forms a part of), have the following meanings:

**AGM or Annual General Meeting** An annual general meeting of the Company

**Annual Report** The annual report for the Company for the year ended 30 June 2022

**ASX** ASX Limited (ACN 008 624 691) and where the context requires, means the Australian Securities Exchange operated by ASX Limited

**ASX Listing Rules or Listing Rules** The official Listing Rules of the ASX, as amended from time to time

**Board** The board of Directors of the Company

**Company or Austin** Austin Engineering Limited (ACN 078 480 136)

**Company's Constitution or Constitution** The constitution of Austin

**Corporations Act** The Corporations Act 2001 (Cth) as amended from time to time

**Director** A director of the Company

**Explanatory Memorandum** The explanatory memorandum which forms a part of the Notice of Meeting

**Meeting** The annual general meeting of the Company notified to Shareholders by this Notice of Meeting

**Notice of Meeting or Notice** This notice of meeting incorporating the Explanatory Memorandum

**Remuneration Report** The remuneration report of the Company contained in the Directors' report for the year ended 30 June 2022

**Resolution** A resolution contained in the Notice of Meeting to which this Explanatory Memorandum relates

**Shareholder** A person registered as the holder of Shares in the register of members of the Company

**Shares** Fully paid ordinary shares in the Company

## 2. Financial Statements and Reports

---

The Corporations Act and the Company's Constitution require that:

- the reports of the Directors and the Company's auditors; and
- the annual financial report, including the financial statements of the Company for the year ended 30 June 2022,

be laid before the AGM. Neither the Corporations Act nor the Constitution requires a vote of Shareholders on the reports or statements. However, at the AGM Shareholders will be given ample opportunity to raise questions or comments on the management of the Company.

A reasonable opportunity will also be given to members as a whole at the AGM to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Questions may also be submitted by Shareholders in advance of the Meeting by sending an email to the Company Secretary at [Katinan@austineng.com.au](mailto:Katinan@austineng.com.au) by 12.00pm (AWST) on 10 October 2022. It may not be possible to respond to all questions asked at the Meeting or submitted in advance of the Meeting, but the Company will do its best to address your concerns.

## 3. Resolution 1 – Adoption of the Remuneration Report

---

The Remuneration Report is set out on pages 27 to 32 of the Company's 2022 Annual Report.

Section 250R(2) of the Corporations Act requires that a resolution that the remuneration report be adopted be put to the vote at the Company's AGM. While the vote on this Resolution is advisory only and does not bind the Directors or the Company, the Board will take into consideration the outcome of this Resolution when assessing the remuneration policy for Non-Executive Directors and executives in the future.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if 25% or more of the votes cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution (spill resolution) that another meeting be held within 90 days at which all of the Company's Directors (not including the Managing Director) must stand for re-election.

At the Company's last AGM, the votes cast against the Remuneration Report represented less than 25% of the total votes cast. A spill resolution will therefore not be required at this AGM.

Key management personnel details of whose remuneration are included in the Remuneration Report, and their closely related parties, are prohibited from voting on Resolution 1, except in the circumstances described in the voting exclusion statement set out in the Notice.

A reasonable opportunity will be provided for Shareholders to ask questions about the Remuneration Report at the Meeting.

***The Board recommends that Shareholders vote in favour of the adoption of the Remuneration Report.***

## 4. Resolution 2 – Re-election of Mr James (Jim) Walker as a Non-Executive Director

---

Mr Jim Walker will retire at the Meeting under the director rotation provisions of rule 3.6(a) of the Company's Constitution and, being eligible, offers himself for re-election as a Director.

Mr Jim Walker has been the Chairman of Austin Engineering Ltd since July 2016. Mr Walker has over 45 years of experience in the resources sector. He is currently Non-Executive Chairman of MLG Oz Ltd and Mader Group Ltd. Jim was formerly Non-Executive Chairman of Australian Potash Limited, Non-Executive Chairman of

Macmahon Holdings Limited, Non-Executive Director of Programmed Maintenance Services Limited and Chief Executive Officer of WesTrac Pty Limited.

As at the date of this Notice, Mr Walker has been a Director of the Company for approximately six years and three months. Mr Walker is currently a member of the Board's Nomination and Remuneration Committee, the Board's Audit & Risk Committee and the Board's Safety Committee.

After appropriate consideration, and taking into account his past performance and contributions to the Company, and the current and future needs of the Company, the Board (excluding Mr Walker) unanimously resolved that Mr Walker's distinct set of skills and experience, including his extensive experience in the resources sector, is of obvious and ongoing benefit to the Board. The Board also considered that Mr Walker's independence has not been impaired during his tenure and that he is therefore considered to be an independent Director.

***The Board (with Mr Walker abstaining) recommends that Shareholders vote in favour of this Resolution.***

## **5. Resolution 3 – Election of Ms Linda O'Farrell as a Non-Executive Director**

Ms Linda O'Farrell joined the Board as a Non-Executive Director on 1 September 2022.

At the Meeting, Ms O'Farrell will automatically retire as a Director in accordance with rule 3.3(a) of the Company's Constitution and, being eligible, offers herself for re-election as a Director. As a new Director, and as recommended by the ASX Corporate Governance Council Corporate Governance Principles and Recommendations, the Company carried out background checks on Ms O'Farrell prior to her appointment, none of which revealed any information of concern.

Ms O'Farrell serves as Director Fortescue People at Fortescue. She joined Fortescue in October 2013 as Group Manager Fortescue People, and joined the Executive team in December 2014. Having held a number of executive human resources roles in major Australian resource companies, Ms O'Farrell brings deep experience in strategic people management, diversity and Aboriginal employment. Ms O'Farrell holds a Bachelor of Economics (Honours in Industrial Relations) from the University of Western Australia. She is a Director at the Australian Institute of Management Western Australia, the Australian Resources and Energy Group (AMMA) and Lifeline Australia.

In 2015, Ms O'Farrell was awarded the CME Women in Resources Champion award and has continued to contribute to empowering women through her involvement with Dress for Success WA (2017) and Chief Executive Women.

As at the date of this Notice, Ms O'Farrell has been a Director for approximately two weeks. Ms O'Farrell is currently the Chair of the Nomination and Remuneration Committee, and a member of the Board's Safety Committee and the Board's Audit & Risk Committee.

After appropriate consideration, and taking into account her expected performance and contributions to the Company, and the current and future needs of the Company, the Board (excluding Ms O'Farrell) unanimously resolved that Ms O'Farrell's distinct set of skills and experience, including her extensive experience in the corporate sector, is of obvious and ongoing benefit to the Board. The Board also considered that Ms O'Farrell's independence has not been impaired during her tenure and that she is therefore considered to be an independent Director.

***The Board (with Ms O'Farrell abstaining) recommends that Shareholders vote in favour of this Resolution.***

## 6. Resolution 4 – Increase in the maximum aggregate annual remuneration of Non-Executive Directors

---

ASX Listing Rule 10.17 and the Company's Constitution require the maximum aggregate amount of Directors' fees payable to Non-Executive Directors for their services in any year to be determined by Shareholders in general meeting.

Under the Listing Rules, the term "directors' fees" includes all fees payable by the Company or any subsidiary to a Non-Executive Director for acting as a director of the Company or a subsidiary (including attending and participating in any board committee meetings) and includes superannuation contributions for the benefit of a Non-Executive Director and any fees which a Non-Executive Director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out-of-pocket expenses, genuine special exertion fees paid in accordance with the Constitution, or Shares issued to a Non-Executive Director with the approval of Shareholders under Listing Rule 10.11 or 10.14.

Shareholder approval is now sought to increase the maximum aggregate amount of directors' fees per annum that may be paid to Non-Executive Directors by \$100,000, being an increase from \$500,000 per annum to \$600,000 per annum.

The Board has reviewed the current maximum aggregate fee limit for Non-Executive Directors, which has remained unchanged at the current level of \$500,000 per annum since it was last increased following Shareholder approval at the Company's 2012 Annual General Meeting. This is almost 10 years ago.

The Board does not intend to fully utilise the entire increase in the maximum aggregate fee limit in the short term. Rather, the adjustment to the maximum aggregate fee limit is sought to:

- (a) create capacity to allow for the appointment of further Non-Executive Directors, as and when that is appropriate in the life cycle of the Company; and
- (b) ensure that the Company maintains the ability to pay Non-Executive Directors remuneration at levels commensurate with market rates and as necessary to attract and retain directors of the highest calibre.

The Directors are satisfied that the proposed increase in the maximum aggregate fee limit is appropriate for the reasons set out above.

Additional information regarding the remuneration paid to each Non-Executive Director for the financial year ended 30 June 2022, and the Company's approach to the remuneration of Non-Executive Directors, is set out in the Remuneration Report contained in the Company's 2022 Annual Report.

As required by Listing Rule 10.17, the Company advises that no securities have been issued to Non-Executive Directors with the approval of Shareholders under Listing Rules 10.11 or 10.14 at any time in the last 3 years.

A voting exclusion statement in respect of Resolution 4 is set out in the Notice.

<b><i>Given the interest of the Non-Executive Directors in this Resolution, the Board makes no recommendation in relation to Resolution 4.</i></b>
--





Austin Engineering Limited  
ABN 60 078 480 136

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:00pm (AWST) on Tuesday, 11 October 2022.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 181245**  
**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark ☒ to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Austin Engineering Limited hereby appoint

☐ the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Austin Engineering Limited to be held at the Parmelia Hilton Perth, 14 Mill Street, Perth, WA 6000 on Thursday, 13 October 2022 at 12:00pm (AWST) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 4 by marking the appropriate box in step 2.

## Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr James (Jim) Walker as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Ms Linda O'Farrell as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Increase in the maximum aggregate annual remuneration of Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

ANG

2 9 2 3 4 7 A



Computershare

