

Notice of Annual General Meeting

Tamawood Limited ACN 010 954 499

To be held at:

Gambaro Function Centre
33 Caxton St,
Brisbane, Queensland

on 25 October 2019 at 2:15pm (Brisbane time)

This is an important document. If you are in any doubt about how to deal with this document, please consult your legal, financial or other professional adviser.

Chairman's letter to Shareholders

23 September 2019

Dear Shareholder

AGM

The Tamawood Board invites all Shareholders to attend the Annual General Meeting at 2:15pm on 25 October 2019, to be held at Gambaro Function Centre, 33 Caxton St, Brisbane, Queensland.

I welcome your attendance at the Annual General Meeting. If you are unable to attend the meeting please complete the attached proxy form and return it in accordance with the instructions provided.

Yours sincerely,



Robert Lynch
Chairman

Notice of annual general meeting

Tamawood Limited ACN 010 954 499

Notice is given that the Annual General Meeting of Tamawood Limited (**Company**) will be held at:

Location	Gambaro Function Centre, 33 Caxton St, Brisbane, Queensland.
Date	25 October 2019
Time	2:15pm

The business to be considered at the meeting is set out below.

Agenda

Ordinary Business

Financial Statements and Reports

- 1 To receive and consider the Company's financial statements, the related Directors' Report, Directors' Declaration and Independent Audit Report for the financial year ended 30 June 2019.

Resolution 1 – Remuneration Report

- 2 To consider and, if in favour, to pass the following resolution under section 250R(2) of the Corporations Act:

'That the section of the report of the Directors for the financial year ended 30 June 2019, dealing with the remuneration of the Directors, secretary and senior executives, be adopted.'

Note: This resolution will be decided as if it were an ordinary (majority) resolution, but under section 250R(3) Corporations Act the vote does not bind the directors of the Company.

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel of the Company ("**KMP**") (as identified in the Remuneration Report and which includes all of the Directors) or their closely related parties (defined in the Corporations Act to include certain of their family members, dependents and companies they control), as well as any undirected votes given to a KMP as proxyholder. However the Company need not disregard a vote cast by a KMP or closely related party of the KMP if:

- (a) it is cast by a person as proxy for a person who is permitted to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by a person chairing the meeting as proxy for a person who is permitted to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 2 – Re-Election of Mr Robert Lynch as a Director

- 3 To consider and, if in favour, to pass the following as an ordinary resolution:

'That Mr Robert Lynch who retires by rotation in accordance with Rule 10.3 of the Company's constitution and is eligible for re-election, be re-elected as a Director of the Company.'

Note: Information about Mr Lynch appears in the Explanatory Memorandum.

Resolution 3 – Election of Ms Linda Horgan as a Director

4 To consider and, if in favour, to pass the following as an ordinary resolution:

'That Ms Linda Horgan in accordance with Rule 10.3 of the Company's constitution and being eligible and offering herself for election, be elected as a Director of the Company.'

Note: Information about Ms Horgan appears in the Explanatory Memorandum.

Dated 23 September 2019

By order of the Board



Robert Lynch
Chairman

Notes

- (a) A shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a shareholder of the Company. A shareholder who is 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.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- (d) KMP (or their closely related parties) (as defined in the Corporations Act) appointed as a proxy must not vote on a resolution connected directly or indirectly with the remuneration of KMP if the proxy is undirected unless:
 - (i) the proxy is the person chairing the meeting; and
 - (ii) the proxy appointment expressly authorises the person chairing the meeting to vote undirected proxies on that resolution.
- (e) If the proxy form specifies the way the proxy is to vote on a particular resolution the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.
- (f) If the proxy has two or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands.
- (g) If the proxy is the chair of the meeting, the proxy must vote on a poll or must vote the way specified in the proxy form.
- (h) If the proxy is not the chair of the meeting the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as specified in the proxy form.
- (i) If the proxy form specifies the way the proxy is to vote on a particular resolution and the proxy is not the chair of the meeting and a poll is demanded and either:
 - (i) the proxy is not recorded as attending; or
 - (ii) the proxy does not vote,the chair of the meeting is deemed the proxy for that resolution.
- (j) A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (k) If you have any queries on how to cast your votes then call Geoff Acton or Narelle Lynch on (07) 3274 0761 during business hours.

Glossary of terms

In the accompanying Notice of Meeting and Explanatory Memorandum the following words and expressions have the following meanings:

Term	Definition
AGM, Annual General Meeting or Meeting	means the annual general meeting of Shareholders.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it, as the context requires.
Board	means the board of directors of the Company.
Chairman	means the Chairman of the Company as approved from time to time and includes an acting Chairman.
Company	means Tamawood Limited ACN 010 954 499.
Directors	means the directors of the Company from time to time.
Explanatory Memorandum	means the Explanatory Memorandum accompanying and which forms part of this Notice.
Law or Corporations Act	means <i>Corporations Act 2001</i> and the Corporations Regulations (as defined in the Corporations Act 2001).
Listing Rules or ASX Listing Rules	means the official listing rules of ASX.
Notice, Notice of Meeting	means the Notice of AGM included in this booklet.
Share	means an ordinary share in the capital of the Company, the terms of which are contained in the constitution of the Company.
Shareholders	means the holders of the Shares in the Company from time to time.

Explanatory Memorandum

Tamawood Limited ACN 010 954 499

Introduction

This is an important document that needs your immediate attention.

Please read the following Explanatory Memorandum and accompanying information carefully.

It is important that you either attend the meeting personally or complete and lodge the proxy form attached to the Notice of Meeting.

If you do not understand this Explanatory Memorandum or are in any doubt about the action to be taken, you should consult your solicitor, accountant, investment advisor or other professional advisor immediately.

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 on 25 October 2019 as set out in the accompanying Notice, and should be read with, and forms part of, the accompanying Notice.

This Explanatory Memorandum is required pursuant to various regulatory and ASX requirements.

Financial Statements and Reports

- 1 The Corporations Act requires that the related Directors' Report, Directors' Declaration, Independent Audit Report and the financial statements of the Company for the year ended 30 June 2019 be presented to the AGM. In addition, the Company's constitution provides for such reports and statements to be received and considered at the Meeting. Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's constitution requires a vote of Shareholders at the AGM on such reports or statements, however Shareholders will be given ample opportunity to raise questions with respect to these reports and statements at the Meeting.
- 2 In addition to asking questions at the Meeting, Shareholders may address written questions to the Chairman about the management of the Company, or to the Company's Auditor which are relevant to:
 - (a) the content of the Independent Audit Report to be considered at the Meeting; or
 - (b) the conduct of the audit of the annual financial report to be considered at the Meeting.

Any written questions must be submitted to the Company Secretary on or before 23 October 2019 by email, fax or post.

Email: geoff@dixonhomes.com.au

Fax: (07) 3274 0768

Mailing Address: PO Box 16 Sherwood Qld 4075

Ordinary business

Resolution 1 - Remuneration Report

- 1 The Corporations Act requires that the section of the Directors' Report dealing with the remuneration of Directors and the 5 most highly remunerated executives (**Remuneration Report**) be put to the vote of Shareholders for adoption by way of a non-binding vote.
- 2 The Remuneration Report may be found in the Annual Report (pages 9 to 13).

- 3 The resolution of Shareholders is advisory only and **not binding** on the Company. However, the Board will take the discussion at the Meeting into consideration when determining the Company's remuneration policy.
- 4 The Remuneration Report sets out the remuneration policy for the Company and its controlled entities and:
 - (a) reports and explains the remuneration arrangements in place for executive Directors, senior management and non-executive Directors;
 - (b) explains Board policies in relation to the nature and value of remuneration paid to non-executive Directors, executives and senior managers; and
 - (c) discusses the relationship between the Board policies and Company performance.
- 5 A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.
- 6 Following consideration of the Remuneration Report, the Chairman will give Shareholders a reasonable opportunity to ask questions about or to make comments upon, the Remuneration Report.
- 7 In accordance with the Corporations Act, the Company will disregard any votes cast in relation to Resolution 1 by a member of the key management personnel, details of whose remuneration are included in the Remuneration Report and any closely related party of such a member in contravention of section 250R or 250BD of the Corporations Act. Restrictions apply to votes cast as proxy unless exceptions apply.

Directors' Recommendation

The Directors make no recommendation in relation to Resolution 1.

Resolution 2 - Re-election of Mr Robert Lynch as a Director

- 1 Mr Robert Lynch retires by rotation in accordance with rule 10.3 of the Company's constitution and is eligible for re-election at this Annual General Meeting under rule 10.4 of the Company's constitution.
- 2 Mr Robert Lynch offers himself for re-election as a Director at this Annual General Meeting.
- 3 As Chairman of Tamawood Limited, Robert has had more than 30 years' experience in residential housing construction and land development. Robert was CEO of Mirvac Homes for 17 years and Clarendon Homes for two years.

Robert is a past President of the New South Wales Housing Industry Association.

Robert has been a Non-executive Director of the Tamawood Group since 2008 and Chairman of the Group since November 2011. He is currently the Chairman of the Group's Risk Management Committee and is a member of the Nominations, Remuneration and Audit Committees.

Robert was formerly a Non-executive Director of AstiVita Limited until 16 March 2017.

4 Skills Matrix Data

Experience	No. of years
Residential Construction	>100 years (all except L. Lefcourt / L.Horgan)
Accounting	>35 years (L. Lefcourt)
Sales & Marketing	>107 years (L. Mizikovsky / R. Lynch / T. Bartholomaeus / L. Horgan)
Corporate Communications	>46 years (L. Mizikovsky / R. Lynch / L.Lefcourt / L.Horgan)

5 Number of years on the Board: 11 Years

Directors' Recommendation

The Directors (with Mr Lynch abstaining) unanimously recommend that Shareholders vote for this resolution.

The Board of Tamawood unanimously supports the re-election of Mr Robert Lynch. Robert Lynch is independent as per the Board Charter which clarifies independence as follows:

- < \$200,000 in consulting services with the company
- < 5% shareholding in Tamawood Limited

Resolution 3 - Election of Ms Linda Horgan as a Director

- 1 That Ms Linda Horgan in accordance with Rule 10.3 of the Company's constitution and being eligible and offering herself for election, be elected as a Director of the Company.
- 2 Ms Linda Horgan has over a decade of marketing experience as the Marketing Manager of various national franchise brands and as Group Account Director with a global marketing agency, overseeing and directing major omnichannel campaigns.

Linda has a Diploma in Digital and Promotional Marketing and studied Retail Marketing, Shopper Marketing and Experiential Marketing. During this time Linda has won multiple national awards for driving sales volumes, best retail campaigns and for the marketing campaign of the year.

3 Skills Matrix Data

Experience	No. of years
Residential Construction	>100 years (all except L. Lefcourt / L.Horgan)
Accounting	>35 years (L. Lefcourt)
Sales & Marketing	>107 years (L. Mizikovsky / R. Lynch / T. Bartholomaeus / L. Horgan)
Corporate Communications	>46 years (L. Mizikovsky / R. Lynch / L.Lefcourt / L.Horgan)

- 4 The Board has conducted all relevant background checks on Linda Horgan. There was no information received that affects Linda's appointment.

Linda will act in the best interest of the entity as a whole.

Directors' Recommendation

The Board of Tamawood unanimously supports the election of Ms Linda Horgan. Linda Horgan is independent as per the Board Charter which clarifies independence as follows

- < \$200,000 in consulting services with the company
- < 5% shareholding in Tamawood Limited

Proxy form

Section 1: Name and address of member

Full name _____

Address _____

Section 2: Appointment of proxy

I/We, being a member of the Company and entitled to attend and vote appoint

the Chairman of the meeting
(mark with an 'X' and
complete section 3)

OR

Write here the full name of the person or body corporate you are appointing if this person is **someone other than** the Chairman of the meeting.

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the meeting, as my proxy to attend, to vote in accordance with the following directions in Section 3 (**the Chairman will vote in favour of all undirected proxies#**), and to act generally on my/our behalf, at the annual general meeting of the Company to be held at:

Location	Gambaro Function Centre, 33 Caxton St, Brisbane, Queensland.
Date	25 October 2019
Time	2:15pm (Brisbane time)

and at any adjournment of that meeting.

#If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

Chairman authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of this resolution even though Resolution 1 is connected with the remuneration of a member of key management personnel for the Company.

Section 3: Voting instructions

Voting directions to proxy – please mark to indicate your directions.

- Resolution 1. Directors' remuneration report
- Resolution 2. Re-Election of Mr Robert Lynch as Director
- Resolution 3. Election of Ms Linda Horgan as Director

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*If you mark the Abstain box for a particular item, 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.

Section 4: Signing by member

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Member 1

Sole Director and Sole Secretary

Member 2 (if joint holding)

Director/Company Secretary
(delete one)

Member 3 (if joint holding)

Director

Please provide the information below in case we need to contact you.

Contact name

Contact day time telephone

Date

Instructions for completion of proxy form

Section 1: Name and address of member

- 1 Insert your name and address. If it is a joint holding, insert details of all holders.

Section 2: Appointment of proxy

- 2 If you wish to appoint the Chairman of the meeting as your proxy, mark the box. If the person or body corporate you wish to appoint as your proxy is someone other than the Chairman of the meeting, write the full name of that person or body corporate in the space provided. A proxy may be an individual or a body corporate. If you leave this section blank or your named proxy does not attend the Meeting, the Chairman of the meeting will be your proxy. A proxy need not be a member of the Company.
- 3 **The Chairman strongly urges you to nominate a proxy other than himself or another Director unless you direct your proxy how to vote on each resolution. If you do not specify a person to act as proxy, or you appoint the Chairman, you are strongly advised to direct the proxy how to vote as the Chairman will vote in favour of each resolution. Therefore, in order to ensure your vote is not wasted, you are strongly urged to direct your proxy how to vote and if possible appoint a person who is not a Director or secretary of the Company.**
- 4 If you are entitled to cast two or more votes at the general meeting, you are entitled to appoint two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company. Alternatively you may copy this form.
- 5 To appoint a second proxy:
 - (a) on each of the first proxy form and second proxy form state the percentage of your voting rights or number of shares applicable to that form (if the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise one half of your votes, and fractions of votes will be disregarded); and
 - (b) return both forms in the same envelope.

Section 3: Voting instructions

- 6 You may direct your proxy how to vote on an item of business by placing a mark in one of the three boxes opposite that item of business. All of your shares will be voted in accordance with your direction unless you indicate a proportion of voting rights on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may decide whether or how to vote on that item.
- 7 If you mark more than one box on an item, your vote on that item will be invalid.

Section 4: Signing by member

8 You must sign this form as follows in the spaces provided:

Individual	Where the holding is in one name, the member must sign.
Joint holding	Where the holding is in more than one name, all of the members must sign.
Power of Attorney	To sign under power of attorney, either the power of attorney must have already been lodged with the Company's share registry for notation or the original (or a certified copy) of the power of attorney must accompany this document.
Companies	<p>In the following cases, subject to the Company's constitution, the following person must sign:</p> <p>Australian proprietary company with a sole director who is also the sole company secretary - that person must sign;</p> <p>Australian proprietary company with a sole director and no company secretary - that person must sign;</p> <p>other Australian companies - two directors, or one director and one company secretary must sign; and</p> <p>foreign company - in accordance with the laws of the jurisdiction of incorporation and constituent documents.</p>

Section 5: Lodging of proxy

9 This proxy form (and the original or a certified copy of any power of attorney under which it is signed) must be received by the Company not later than close of business on the date set out below, by mail, hand delivery, or facsimile.

Last time and date for lodgement*	2:15pm (Brisbane time) on 23 October 2019
By mail	PO Box 16, Sherwood, Qld 4075
By delivery	1821 Ipswich Road, Rocklea, Qld 4106
By facsimile	(07) 3274 0768

* Any proxy form received after that time will not be valid.