



ASX Announcement

17 October 2019

Results of Annual General Meeting

Notice is hereby given, in accordance with Listing Rule 3.13.2 and Corporations Law Section 251AA(2) that at the Annual General Meeting of the Company held today that the resolutions as set out below were passed by a show of hands without amendment.

Resolution 1 - Remuneration Report

To consider and, if thought fit, pass the following Resolution as an advisory Resolution:

“That, the Remuneration Report for the year ended 30 June 2019 (as set out in the Directors’ Report) is adopted.”

Resolution 2 - Re-election of Mr Greg Kilmister as a Director

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

“That Greg Kilmister, who was appointed to the Board following the last annual general meeting of the Company and who retires in accordance with Rule 36.2 of the Company’s Constitution, and being eligible, be re-elected as a Director of the Company.”

Resolution 3 - Re-election of Mr James Todd as a Director

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

“That James Todd, who retires by rotation in accordance with Rule 38.1 of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.”

Resolution 4 - Increase in amount available for Non-Executive Director remuneration

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

“That in accordance with Listing Rule 10.17 of the Listing Rules of the ASX Limited (ASX) and Rule 39.5 of the Company’s Constitution, the total aggregate annual remuneration payable to Non-Executive Directors of the Company be increased by \$150,000, from \$250,000 to a maximum of \$400,000.”

Resolution 5 - Approval for issue of Performance Rights to Mr Steve Howse

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

“That for the purposes of Chapter 2E, section 208(1) of the Corporations Act and ASX Listing Rule 10.14 and for all other purposes, approval be given for the Company to issue and allot up to 250,000 Performance Rights to Mr Steve Howse, for nil consideration and to allot and issue Shares upon the vesting and subsequent exercise of those Performance Rights (on a one-for-one basis) in accordance with the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”



In respect of each resolution, the total number of proxy votes exercisable by all proxies validly appointed and the total number of proxy votes in respect of which the appointments specified that:

- I. The proxy was to vote for the resolution; and
- II. The proxy was to vote against the resolution; and
- III. The proxy was able to vote at the proxy's discretion; and
- IV. The proxy was to abstain on the resolution

Are set out below:

<u>Resolution</u>	<u>For</u>	<u>Against</u>	<u>Discretion</u>	<u>Abstain</u>
1	305,384,851	2,671,893	9,617,989	1,955,462
2	350,059,694	7,000	9,587,679	85,808
3	348,054,448	2,007,000	9,592,925	85,808
4	299,368,738	15,105,802	9,585,790	241,262
5	317,649,359	16,160,365	11,697,212	2,042,948

Paul Marshall
Company Secretary
HRL Holdings Ltd