



Notice of Meeting 2019

25 October 2019

Dear Shareholders

Attached is the Notice of Annual General Meeting to be held on Thursday, 28 November 2019 at 11:00am.

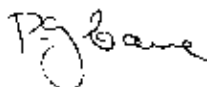
The Annual General Meeting will be held in the Sir James Fairfax Room of the Radisson Plaza Hotel, located at 27 O'Connell Street, Sydney, NSW. If you are unable to attend the Annual General Meeting in person, you may wish to appoint a proxy by completing and returning the attached Proxy Form.

Copies of the presentations given at the Annual General Meeting and the results of that meeting will be announced to the ASX and placed on the Company's website at www.bisalloy.com.au. The presentations will be available immediately prior to the Annual General Meeting with the results of the meeting available following the meeting.

In addition to the usual business to be conducted at the Annual General Meeting, I will take the opportunity to provide an update on our current trading conditions.

I look forward to welcoming you to the Annual General Meeting.

Yours sincerely



Mr Phillip Cave AM
Chairman

BISALLOY STEEL GROUP LIMITED **ABN 22 098 674 545**

NOTICE OF 2019 ANNUAL GENERAL MEETING

Notice is given that the 2019 Annual General Meeting (**Meeting**) of Shareholders of Bisalloy Steel Group Limited (**Company**) will be held at the Sir James Fairfax Room of the Radisson Plaza Hotel, located at 27 O'Connell Street, Sydney, NSW on Thursday, 28 November 2019, commencing at 11.00 am (Sydney, Australia time).

The business to be considered at the Meeting is set out below. This Notice of Meeting should be read in conjunction with the accompanying Explanatory Statement. A Proxy Form accompanies this Notice of Meeting.

Terms used but not defined in this Notice of Meeting and the accompanying Explanatory Statement have the meaning given to them in the Glossary included on page 8 of this document.

BUSINESS OF THE MEETING

A. CONSIDERATION OF FINANCIAL AND OTHER REPORTS

To receive and consider the financial statements, the Directors' Report and the Auditor's Report (together, the **Reports**) of the Company for the financial year ended 30 June 2019.

Shareholders will have a reasonable opportunity to ask questions and make comments on the Reports and on the business and operations of the Company.

All Shareholders can view the Reports for the year ended 30 June 2019 on the website of the Company (www.bisalloy.com.au).

Note: No resolution is required for this item of business.

B. ITEMS FOR SHAREHOLDER APPROVAL

Resolution 1. Appointment of Auditor

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

"That for the purposes of section 327B(1) of the Corporations Act and for all other purposes, KPMG of Level 7, 77 Market Street, Wollongong, having been nominated by shareholders and consented in writing to act as auditor of the Company, be appointed as auditor of the Company, effective immediately."

Resolution 2. Re-election of director – Mr. Phillip Cave

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

"That Mr. Phillip Cave, being a director of the Company, who retires by rotation in accordance with clause 8.1(d) of the Constitution of the Company and ASX Listing Rule 14.4, and having offered himself for election and being eligible, be re-elected as a director of the Company."

Note: The Chairman will vote all undirected proxies in favour of this Resolution 2. If you wish to vote 'against' or 'abstain' you should mark the relevant box in the attached Proxy Form.

Resolution 3. Re-election of director – Mr. Richard Grellman

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

“That Mr. Richard Grellman, being a director of the Company, who retires by rotation in accordance with clause 8.1(d) of the Constitution of the Company and ASX Listing Rule 14.4, and having offered himself for election and being eligible, be re-elected as a director of the Company.”

Note: The Chairman will vote all undirected proxies in favour of this Resolution 3. If you wish to vote ‘against’ or ‘abstain’ you should mark the relevant box in the attached Proxy Form.

Resolution 4. Approval of the Company’s Long Term Incentive Plan

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

“That the issue of securities under the ‘Bisalloy Steel Group Limited Long Term Incentive Plan, as described in the Explanatory Statement, be approved as an exception to ASX Listing Rule 7.1 pursuant to Exception 9 in ASX Listing Rule 7.2.”

Note: This Resolution 4 is subject to voting exclusions as set out at the end of this Notice of Meeting. In addition, the Chairman will vote all undirected proxies in favour of this Resolution 4. If you wish to vote ‘against’ or ‘abstain’ you should mark the relevant box in the attached Proxy Form.

Resolution 5. Approval of the issue of Shares to the Company’s Managing Director, Mr. Greg Albert

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 327,904 Shares in the Company to Mr. Greg Albert on the terms described in the Explanatory Statement to the Notice of Meeting.”

Note: This Resolution 5 is subject to voting exclusions as set out at the end of this Notice of Meeting. In addition, the Chairman will vote all undirected proxies in favour of this Resolution 5. If you wish to vote ‘against’ or ‘abstain’ you should mark the relevant box in the attached Proxy Form.

Resolution 6. Approval of grant of Rights to the Company’s Managing Director, Mr. Greg Albert, under the Company’s Long Term Incentive Plan

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

“That approval be given for all purposes under the Corporations Act 2001 (Cth) and the ASX Listing Rules, including ASX Listing Rule 10.14, for the grant of up to 1,000,000 Rights (to acquire 1,000,000 Shares) under the Company’s Long Term Incentive Plan to the Company’s Managing Director, Mr. Greg Albert (or his nominee), in accordance with the terms of the Company’s Long Term Incentive Plan and as described in the Explanatory Statement to this Notice of Meeting.”

Note: This Resolution 6 is subject to voting exclusions as set out at the end of this Notice of Meeting. In addition, the Chairman will vote all undirected proxies in favour of this Resolution 6. If you wish to vote ‘against’ or ‘abstain’ you should mark the relevant box in the attached Proxy Form.

Resolution 7. Remuneration Report

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

“That the Company’s Remuneration Report for the financial year ended 30 June 2019 (as set out in the Directors’ Report on pages 8 to 14 of the 2019 Annual Report) be adopted.”

Note: The vote on this Resolution 7 is advisory only and does not bind the Directors or the Company. This Resolution 7 is subject to the voting exclusions as set out at the end of this Notice of Meeting. The Chairman will vote all undirected proxies in favour of this Resolution 7. If you wish to vote ‘against’ or ‘abstain’ you should mark the relevant box in the attached Proxy Form.

Voting Exclusion Statement for Resolution 4

The Company will disregard any votes cast on Resolution 4:

- (a) by, or on behalf of, an executive Director or an associate of an executive Director; and
- (b) as proxy by a person who is a member of the KMP on the date of the Meeting and their closely related parties.

However, the Company need not disregard a vote if it is cast as proxy for a person entitled to vote:

- (a) in accordance with the directions on the Proxy Form; or
- (b) by the Chairman of the Meeting, in accordance with an express authorisation in the Proxy Form to exercise the proxy even though the resolution is connected with the remuneration of a member of the KMP.

Voting Exclusion Statement for Resolution 5

The Company will disregard any votes cast on Resolution 54:

- (a) by, or on behalf of, Mr. Greg Albert or any associate of Mr. Greg Albert; and
- (b) as proxy by a person who is a member of the KMP on the date of the Meeting and their closely related parties.

However, the Company need not disregard a vote if it is cast as proxy for a person entitled to vote:

- (a) in accordance with the directions on the Proxy Form; or
- (b) by the Chairman of the Meeting, in accordance with an express authorisation in the Proxy Form to exercise the proxy even though the resolution is connected with the remuneration of a member of the KMP.

Voting Exclusion Statement for Resolution 6

The Company will disregard any votes cast on Resolution 6:

- (a) by, or on behalf of, an executive Director or an associate of an executive Director; and
- (b) as proxy by a person who is a member of the KMP on the date of the Meeting and their closely related parties.

However, the Company need not disregard a vote if it is cast as proxy for a person entitled to vote:

- (a) in accordance with the directions on the Proxy Form; or
- (b) by the Chairman of the Meeting, in accordance with an express authorisation in the Proxy Form to exercise the

Notice of Meeting

continued

proxy even though the resolution is connected with the remuneration of a member of the KMP.

Voting Exclusion Statement for Resolution 7

Resolution 7 is advisory only and does not bind the Directors or the Company.

The Company will disregard any votes cast on Resolution 7:

- (a) by or on behalf of a member of the KMP, details of whose remuneration is included in the Remuneration Report for the year ended 30 June 2019, or that KMP's closely related parties (regardless of the capacity in which the vote is cast); and
- (b) as a proxy by a member of the KMP on the date of the Meeting or that KMP's closely related parties, unless it is cast as proxy for a person entitled to vote:
 - (i) in accordance with the directions on the Proxy Form; or
 - (ii) by the Chairman of the Meeting, in accordance with an express authorisation in the Proxy Form to exercise the proxy even though the resolution is connected with the remuneration of the KMP.

For the purposes of the above Voting Exclusion Statements:

1. **KMP** means the key management personnel of the Company, being the Directors of the Company (including the Chairman) and other employees having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's KMP for the financial year ended 30 June 2019.
2. **Closely related party** has the meaning given in the Corporations Act and when used in relation to a member of the KMP will include a spouse, dependent and certain other close family members as well as any other companies controlled by the member of the KMP.

ENTITLEMENT TO ATTEND AND VOTE

In accordance with Reg 7.11.37 of the *Corporations Regulations 2001*, the Company has determined that persons who are registered holders of shares of the Company as at 7.00pm (Sydney, Australia time) on Tuesday 26 November 2019, will be entitled to attend and vote at the Meeting as a Shareholder. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

VOTING BY PROXY

A Proxy Form accompanies this Notice of Meeting.

A Shareholder entitled to attend and vote may appoint an individual or a body corporate as a proxy. A Shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the Shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

A proxy need not be a Shareholder of the Company. Where the Chairman is appointed proxy, he will vote in accordance with the Shareholder's directions as specified on the proxy form or, in absence of a direction, in favour of the resolutions contained in the Notice of Meeting.

To be effective, the Proxy Form must be received at the share registry of the Company no later than 11.00am (Sydney, Australia time) on Tuesday 26 November 2019. Proxy Forms must be received before that time by one of the following methods:

By post: Computershare Investor Services
Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

By facsimile: In Australia 1800 783 447
From outside Australia +61 3 9473 2555

By delivery: Computershare Investor Services
Pty Limited
Yarra Falls, 452 Johnston Street
Abbotsford, Victoria

Custodian voting: For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Voting by Attorney

A Proxy Form and the original power of attorney, if any, under which the Proxy Form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 11.00 am (Sydney, Australia time) on Tuesday 26 November 2019.

Corporate Representatives

A body corporate that is a Shareholder, or that has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the Meeting a properly executed letter or other document confirming its authority to act as the Company's representative.

By order of the Board

Luke Beale
Company Secretary
25 October 2019

BISALLOY STEEL GROUP LIMITED

2019 ANNUAL GENERAL MEETING EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's 2019 Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with information they may reasonably require to decide how to vote upon the Resolutions. The Directors recommend that Shareholders read this Explanatory Statement before determining whether or not to support the Resolutions.

With the exception of Resolution 7 in respect of the Remuneration Report which is an advisory resolution, all of the Resolutions to be voted on at the Meeting are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders entitled to vote on the relevant Resolution.

ITEM 1 – FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Annual Report (which includes the financial statements of the Company for the year ended 30 June 2019), the Directors' Report and the Auditor's Report to be presented before the Meeting. Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on these reports and on the business, operations and management of the Company.

Ordinary business

Resolution 1: Appointment of Auditor

Pursuant to section 328B of the Corporations Act, the Company received a valid notice of nomination which nominated KPMG to be appointed as the new auditor of the Company. A copy of the notice of nomination is set out in Annexure 1.

KPMG has provided the Company its written consent to act, subject to Shareholder approval being obtained, as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

Accordingly, under this resolution, Shareholder approval is being sought to appoint KPMG as the auditor of the Company.

The Directors, with Mr Grellman abstaining, recommend that Shareholders vote in favour of this Resolution 1.

Resolution 2: Re-election of director – Phillip Cave

Mr. Cave is an experienced director, Chairman and Chief Executive Officer with a career in major corporate turnaround projects, structured finance and corporate advisory service. Mr. Cave is currently Chairman of Anchorage Capital Partners, Excelsia College, Ability First Australia and Solgen Energy Group while also being Director of Contract Resources. Over a 36 year career, Mr Cave's experience has combined a mixture of operational management expertise across a wide variety of industries with an in-depth knowledge of finance and banking.

Mr. Cave is a Member of the Order of Australia and has a Bachelor of Business and is a FCPA.

A founding director of the Company and Chairman since being appointed in November 2001, Mr. Cave is also Chairman of the Nominations & Remuneration Committee and a member of the Audit & Risk Committee.

Mr. Cave retires by rotation in accordance with clause 8.1(d) of the Constitution of the Company and ASX Listing Rule 14.4, and being eligible, has offered himself for re-election.

The Directors, with Mr Cave abstaining, recommend that Shareholders vote in favour of this Resolution 2.

Resolution 3: Re-election of director – Richard Grellman

Mr. Grellman brings significant accounting and finance skills to the Company, having had over 33 years experience in the accounting profession. He was a partner at KPMG from 1982 to 2000 and a member of KPMG's National Board from 1995 to 1997 and National Executive from 1997 to 2000. Mr. Grellman is currently Chairman of IPH Ltd and FBR Ltd while also being Lead Independent Director of the Salvation Army. He holds the office as the Tribunal of The Statutory and Other Officers Remuneration Tribunal (SOORT) by the Governor of NSW in 2014 and serves on the board of the National Health and Medical Research Council Institute for Dementia Research.

Mr. Grellman is a Member of the Order of Australia and is a FCA. A director of the Company since November 2003, Mr. Grellman is also Chairman of the Audit & Risk Committee and a member of the Nominations & Remuneration Committee.

Mr. Grellman retires by rotation in accordance with clause 8.1(d) of the Constitution of the Company and ASX Listing Rule 14.5, and being eligible, has offered himself for re-election. The Directors, with Mr Grellman abstaining, recommend that Shareholders vote in favour of this Resolution 3.

Resolution 4: Approval of the Bisalloy Steel Group Limited Long Term Incentive Plan

Background

The Company seeks Shareholder approval for the renewal of the Bisalloy Steel Group Limited Long Term Incentive Plan (LTIP), which was last approved by the Shareholders at the 2015 Annual General Meeting. The LTIP is intended to attract, motivate and retain employees (including executive directors) and reward superior performance by the Company. Under the LTIP, the Board at its discretion may offer employees conditional rights to acquire ordinary shares of the Company (**Rights**). The Rights are granted at no cost to the employees.

The number of granted Rights that will vest will depend upon the extent to which the conditions set forth in the LTIP's terms and conditions and the relevant terms of the grant of Rights are fulfilled, a summary of which is set out in Annexure 2. The full terms and conditions of the LTIP are available on the website of the Company (www.bisalloy.com.au), by selecting "Investors" then "Long Term Incentive Plan".

Notice of Meeting

continued

Shareholder approval

ASX Listing Rule 7.1 provides that any listed entity must not issue equity securities that total more than 15% of its fully paid ordinary shares in a 12 month period without the approval of shareholders (**15% Rule**).

Under ASX Listing Rule 7.2, shareholders may approve the issue of shares under an employee incentive scheme as an exception to the 15% Rule. This means that issues of shares under such a scheme would not be included for the purposes of calculating the capacity of the company to issue securities under the 15% Rule. This approval continues for three years, at which time it must be renewed, or it will expire.

In the absence of such an approval, Rights issued under the LTIP may be issued, but must fall within, and be permitted by, the 15% Rule at the time of issue. By renewing this approval, the Company is seeking flexibility in being able to satisfy, at its discretion, an issue of Rights under the LTIP outside of the 15% Rule.

In the opinion of the Board, approval of this Resolution 4 will assist the Company to manage its capital requirements efficiently by ensuring that the 15% limit is not diminished by the issue of Rights under the LTIP and capacity is available for capital management and other purposes, if necessary.

The number of Rights issued under the current LTIP since the date of last approval is 3,100,000. Of this total, 1,598,540 have lapsed and 327,905 have fully vested. No Shares have been issued in respect of vested Rights.

The Non-executive Directors, with the Executive Directors abstaining due to their interest in Resolution 4, recommend that Shareholders vote in favour of Resolution 4.

Resolution 5: Approval of the issue of Shares to the Company's Managing Director, Mr. Greg Albert

Pursuant to ASX Listing Rule 10.11, Shareholder approval is sought for the issue of 327,904 Shares in the Company to Mr. Greg Albert in recognition of his performance over the past three years.

Under ASX Listing Rule 10.11, shareholder approval is required in order for a director to be issued securities in the Company. If shareholder approval is obtained under ASX Listing Rule 10.11, the issue of Shares to Mr. Greg Albert will not count towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1. Accordingly, Shareholder approval is sought for the issue of 327,904 Shares to Mr. Greg Albert.

In accordance with the requirements of ASX Listing Rule 10.13, the following information is provided in respect of the proposed issue of Shares to Mr. Greg Albert under this Resolution 5:

- (a) The Shares the subject of this Resolution 5 will be issued to Mr. Greg Albert, who is a Director.
- (b) The maximum number of Shares to be issued pursuant to this Resolution 5 is 327,904 Shares.
- (c) If this Resolution 5 is approved by Shareholders, the Company will issue the Shares the subject of this Resolution 5 to Mr. Greg Albert within one month of the date of the Meeting.
- (d) The Shares to be issued to Mr. Albert under this Resolution 5 will be issued for nil consideration in recognition of Mr. Albert's performance over the last three years and will have the same terms as the existing Shares on issue in the Company. No funds will be raised by way of the issue of the Shares the subject of this Resolution 5.

The Directors, with Mr. Albert abstaining due to his personal interest in Resolution 5, recommend that Shareholders vote in favour of Resolution 5.

Resolution 6: Approval of grant of Rights to acquire Shares to the Company's Managing Director, Mr. Greg Albert, under the LTIP

ASX Listing Rule 10.14 provides that a company may not issue securities to a director under an employee incentive scheme without the approval of holders of ordinary shares. If Shareholder approval is obtained under ASX Listing Rule 10.14, the issue of Rights to Mr. Greg Albert will not count towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1. Accordingly, approval is sought for the grant of 1,000,000 Rights to Mr. Greg Albert under the LTIP.

A summary of the conditions upon which the Rights will be issued is set out below and in Annexure 2.

Tranche	Percentage of Grant	Vesting Condition	Partial Vesting
Tranche 1 Rights	50%.	Achievement of Return on Equity ("ROE") targets set by the Board. The Stretch ROE is determined by increasing the Budget ROE by a factor which the Board considers demanding. These targets are set each financial year during the three-year vesting period. Vesting will be determined each year over the three-year vesting period by the Company's performance against ROE targets then cumulative for the vesting period. plus Continuation of employment during the vesting period.	Yes. Pro-rata vesting occurs each year during the three-year vesting period if the budget ROE is achieved 50% of Tranche 1 Rights vest. Full vesting only occurs if the Stretch ROE is achieved each year.
Tranche 2 Rights	50%	Continuous employment with the Bisalloy Steel Group from the grant date until the third anniversary of the grant date.	No, except in certain special circumstances such as death, redundancy, retirement, change of control or other circumstances considered by the Board in its absolute discretion to be extraordinary. In such circumstances, the Board will determine whether all or some portion of the outstanding rights will vest.

In accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in respect of the proposed grant of Rights to Mr. Greg Albert under this Resolution 6:

- (a) The Rights the subject of this Resolution 6 will be issued to Mr. Greg Albert, who is a Director.
- (b) The maximum number of Rights to be issued pursuant to this Resolution 6 is 1,000,000.
- (c) The Rights the subject of this Resolution 6 will be issued to Mr. Greg Albert for nil consideration and no consideration will be payable by Mr. Greg Albert to acquire Shares on vesting of the Rights granted to him pursuant to this Resolution 6.
- (d) Set out below is the names of all Directors who received a grant of Rights securities under the LTIP since the last approval given by Shareholders under ASX Listing Rule 10.14 on 21 November 2012:

Date	Name	Granted	Lapsed	Vested	Unvested
26 February 2016	G. Albert	1,000,000	344,191	327,905	327,904

- (e) All executive Directors of the Company are entitled to participate in the LTIP. Non-executive Directors are not entitled to participate in the LTIP.
- (f) No loan will be provided to Mr. Greg Albert in connection with the issue of the Rights the subject of this Resolution 6.
- (g) If this Resolution 6 is approved by Shareholders, the Company will issue the Rights the subject of this Resolution 6 to Mr. Greg Albert within 12 months of the date of the Meeting.

The Directors, with Mr. Albert abstaining due to his personal interest in Resolution 6, recommend that Shareholders vote in favour of Resolution 6.

Notice of Meeting

continued

Resolution 7: Remuneration Report

Section 250R(2) of the Corporations Act requires shareholders to vote on an advisory resolution that the Remuneration Report be adopted.

As set out in the Remuneration Report, the Company's remuneration philosophy and practices aim to set Board and executive compensation at levels which are fair and reasonable, competitive with relevant market benchmarks, and assist the Company to recruit, retain and motivate skilled and talented people across the Company's operations. Wherever possible, the Company's remuneration practices and governance are appropriate for an Australian ASX-listed company of a similar size and market capitalisation. These policies and practices are overseen by the Board's Remuneration and Nomination Committee.

The Remuneration Report is available on pages 8 to 14 of the Company's 2019 Annual Report which can be viewed on the website (www.bisalloy.com.au).

The Corporations Act restricts members of the key management personnel (**KMP**) of the Company and their closely related parties from voting in relation to this Resolution 7 in certain circumstances.

Closely related party is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a member of the KMP.

The Company is required under the Corporations Act to disregard any votes (in any capacity) on Resolution 7 by or on behalf of:

- a member of the KMP (details of whose remuneration are included in the Remuneration Report); and
- a closely related party of those persons (such as close family members or a company the person controls).

However this restriction will not prevent such a person casting a vote on Resolution 7 if the person does so as a proxy appointed in accordance with the directions on the Proxy Form, that specifies how the proxy is to vote on Resolution 7 (and the vote is being cast on behalf of a person who would not themselves be precluded from voting on Resolution 7).

If you intend to appoint the Chairman of the Meeting as your proxy, or the Chairman of the Meeting becomes your proxy by default, you can direct him how to vote on Resolution 6 by either marking the boxes for Resolution 6 (for example if you wish to vote for, against or abstain from voting), or, if you do not direct the Chairman of the Meeting how to vote, you will be taken to have expressly authorised the Chairman of the Meeting to vote your undirected votes, (in which case the Chairman of the Meeting will vote in favour of this Resolution 7).

If you intend to appoint another member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Resolution 7 by marking the relevant boxes in the Proxy Form for this item.

GLOSSARY

Annual General Meeting or **AGM** or **Meeting** means the 2019 Annual General Meeting of the Company.

Annual Report means the 2019 Annual Report to Shareholders for the period ended 30 June 2019 as lodged by the Company with ASX on 28 November 2019.

ASX means ASX Limited or the market it operates as the context requires.

Auditors Report means the report of the independent auditors of the Company contained in the Annual Report.

Board means the board of directors of the Company.

Company means Bisalloy Steel Group Limited ACN 098 674 545.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the directors of the Company from time to time.

Directors' Report means the report of the directors contained in the Annual Report.

Explanatory Notes means the explanatory notes accompanying this Notice of Meeting.

Listing Rules means the official listing rules of ASX as amended from time to time.

LTI Plan means the long term incentive plan of the Company.

Notice of Meeting means this notice of annual general meeting dated 28 October 2019 including the Explanatory Statement.

Proxy Form means the proxy form which accompanies this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Report.

Right means a right to acquire a Share on the terms set out in the LTIP.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Annexure 1

The Company Secretary
Bisalloy Steel Group Limited
PO Box 1246
Unanderra NSW 2526

26 September 2019

Dear Sir

Notice of nomination of proposed auditor

Pursuant to Section 328B(1) of the Corporations Act 2001, I Richard Grellman, being a member of Bisalloy Steel Group Limited, hereby give you notice of the nomination of KPMG of Level 7, 77 Market Street, Wollongong as auditor of Bisalloy Steel Group Limited.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Richard Grellman', with a stylized flourish at the end.

Richard Grellman
AVANTEOS INVESTMENTS LIMITED
<5073199 GRELLMAN A/C>

Annexure 2

SUMMARY OF BISALLOY STEEL GROUP LIMITED LONG TERM INCENTIVE PLAN

The LTIP is a grant of two tranches of performance rights (Rights) that will vest based on the satisfaction of both performance-based and time-based conditions. Vested Rights will convert to Shares on a one-for-one basis. The conversion will be effected by issuing new shares. Those eligible to participate in the LTIP are senior executives and executive Directors of the Company. The target value of annual LTIP rights granted varies as it is determined by the Board annually. The total number of unvested Rights that have been granted must not exceed 5% of the issued capital of the Company. Under the terms of the LTIP, a participant receives a specified number of Rights that will, when vested, result in the participant receiving Shares in the Company in the same number as the vested Rights at no cost to the participant. These Shares will be issued by the Board at the expiration of the vesting period.

The tranches of Rights granted under the LTIP and the vesting conditions attaching to each are as follows:

Tranche	Percentage of Grant	Vesting Condition	Partial Vesting
Tranche 1 Rights	50%.	Achievement of Return on Equity ("ROE") targets set by the Board. The Stretch ROE is determined by increasing the Budget ROE by a factor which the Board considers demanding. These targets are set each financial year during the three-year vesting period. Vesting will be determined each year over the three-year vesting period by the Company's performance against ROE targets then cumulative for the vesting period. plus Continuation of employment during the vesting period.	Yes. Pro-rata vesting occurs each year during the three-year vesting period if the budget ROE is achieved 50% of Tranche 1 Rights vest. Full vesting only occurs if the Stretch ROE is achieved each year.
Tranche 2 Rights	50%	Continuous employment with the Bisalloy Steel Group from the grant date until the third anniversary of the grant date.	No , except in certain special circumstances such as death, redundancy, retirement, change of control or other circumstances considered by the Board in its absolute discretion to be extraordinary. In such circumstances, the Board will determine whether all or some portion of the outstanding rights will vest.

Other Conditions:

Any unvested Rights will lapse, unless the Board determines otherwise, if a performance condition in relation to some or all of the participant's Rights is not satisfied to any extent, or if the period for satisfaction has expired. There is no retesting period.

Vesting will accelerate where the participant dies, becomes totally and permanently disabled, is made redundant, retires, there is a change in control of the Company or the Board otherwise determines.

Where there is a capital reduction or rights issue or similar the Rights will be adjusted accordingly.



BIS

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?**Phone:**

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

**Online:**

www.investorcentre.com/contact

**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **11:00 am (AEDT)** Tuesday 26 November 2019.

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.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:**XX****Online:**

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is

**Control Number: 999999****SRN/HIN: I999999999****PIN: 99999**

For Intermediary Online subscribers (custodians) go to 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.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

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.



I 9999999999

I ND

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 Bisalloy Steel Group 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 Bisalloy Steel Group Limited to be held at Sir James Fairfax Room of the Radisson Plaza Hotel, located at 27 O'Connell Street, Sydney, NSW on Thursday, 28 November 2019 at 11:00 am 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 Items 4, 5, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Item 4, 5, 6 and 7 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 Items 4, 5, 6 and 7 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
1. Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of director – Mr. Phillip Cave	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of director – Mr. Richard Grellman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the Company's Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of the issue of Shares to the Company's Managing Director, Mr. Greg Albert	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of grant of Rights to the Company's Managing Director, Mr. Greg Albert, under the Company's Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Remuneration Report	<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

B I S

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Computershare



BISRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Bisalloy Steel Group Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Bisalloy Steel Group Limited