



24 June 2020

Dear Shareholder,

**ANNUAL GENERAL MEETING 2020**

The 2020 Annual General Meeting of ALS Limited will be held at **10.00am (AEST) on Wednesday, 29 July 2020**. Due to COVID -19 restrictions on public gatherings, the Meeting will be held virtually and there will not be a physical meeting where shareholders can attend.

Shareholders can watch and participate in the Meeting using the online platform at <http://web.lumiagm.com> or via the Lumi AGM app through a computer or mobile device. The ID number for the Meeting is: 315-475-853. More details relating to this are contained in the Notice of Meeting and Online User Guide.

The meeting will cover the ordinary business transacted annually and any other business which may be brought before the Meeting in accordance with the Company's Constitution.

Shareholders will be asked to support several resolutions being put at the meeting, namely the re-election of John Mulcahy and election of Leslie Desjardins for three-year terms, adoption of the remuneration report, grant of performance rights to the Managing Director and CEO, Raj Naran, amendment of the Constitution to facilitate escrow arrangements and confirmation of a change in the Company's auditor.

Further information on these resolutions can be found in the Explanatory Notes section of the enclosed Notice of Meeting.

Your participation at the Meeting via the online platform will be both welcome and appreciated by your Directors. Participating in the Meeting online enables all Shareholders to view the Meeting live, ask text-based questions and cast votes in the real time poll at the appropriate times during the Meeting. Shareholders should refer to the Notice of Meeting and Online User Guide for more information.

If you are unable to participate at the meeting, a proxy voting form is enclosed for your use. Online proxies and proxy voting forms must be received **no later than 10.00am AEST on Monday 27 July 2020**.

Voting on all resolutions will be available during the course of the meeting. Results of all resolutions will be published on the ASX shortly after the meeting.

Enclosed is a Shareholders Questions form which may be completed and sent back to the Company before the meeting.

I look forward to your participation at the Meeting.

Yours sincerely

**Bruce Phillips**  
Chairman



# Notice of Annual General Meeting 2020

Notice is hereby given that the 69th Annual General Meeting of the shareholders of ALS Limited (**Company** or **ALS**) will be held at **10.00am (AEST) on Wednesday, 29 July 2020 (Meeting)**.

Due to COVID-19 restrictions on public gatherings and the temporary modifications to the *Corporations Act 2001* (Cth) (**Corporations Act**) under the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020*, (Cth) the Meeting will be held virtually and there will not be a physical meeting where shareholders can attend.

Shareholders can watch and participate in the Meeting via the online platform by using:

- **Computer**, by entering the following URL in your browser: <https://web.lumiagm.com>
- **Mobile device**, by entering the following URL in your browser: <https://web.lumiagm.com> or by using the Lumi AGM app

The meeting ID for the Meeting is: **315-475-853**

Your **username** is your Boardroom internal S reference number (which can be located on the back of your Voting Form or on your notice of meeting email).

Your **password** is your postcode registered on your holding if you are an Australian shareholder. Overseas shareholders should refer to the Online Voting User Guide.

If you have been nominated as a third party proxy, or for any enquiries relating to virtual participation, please contact the Company's share registry on 1300 737 760 (within Australia) and +61 2 9290 9600 (outside Australia). Shareholders will be able to log in to the online platform from 9.00am (AEST) on the date of the Meeting.

Further information on how to participate virtually is set out in this Notice of Meeting and in the Online Voting User Guide available online at <https://www.alsglobal.com/en/myals/news/2020/06/2020-annual-general-meeting-als-limited>.

If it becomes necessary to make further alternative arrangements for holding the Meeting, the Company will ensure that shareholders are given as much notice as possible. Further information will be made available on the Company's website at <https://www.alsglobal.com/en/myals/news/2020/06/2020-annual-general-meeting-als-limited> or the ASX.

## BUSINESS OF THE MEETING

### 1. Presentations by the Chairman and Managing Director/CEO.

### 2. Re-election and Election of Directors

- i. To consider and, if thought fit, to pass the following ordinary resolution:

*"That John Mulcahy, a non-executive Director retiring in accordance with clause 63.4 of the Company's Constitution, who offers himself for re-election and being eligible for election, be re-elected as a non-executive Director of the Company."*

- ii. To consider and, if thought fit, to pass the following ordinary resolution:

*"That Leslie Desjardins, who was appointed to the Board since the last Annual General Meeting of the Company and who ceases to hold office in accordance with clause 61.2 of the Company's Constitution and being eligible, be elected as a non – executive Director of the Company."*

### 3. Remuneration Report

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

*"That the Remuneration Report contained in the Company's 2020 Annual Report in respect of the financial year ended 31 March 2020, be adopted."*

*(This resolution is advisory only and does not bind the directors or the Company)*

(Refer to Explanatory Notes for Voting Exclusions applying to this resolution).

### 4. Grant of Performance Rights to the Managing Director/CEO

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

*"That, for the purposes of the Corporations Act 2001 (Cth) and ASX Listing Rules (including ASX Listing Rule 10.14), and for all other*

*purposes, approval is hereby given for the grant of 144,743 Performance Rights (incorporating the right to acquire shares in the Company) to the Managing Director and CEO, Raj Naran under the Company's Long Term Incentive Plan (LTIP), which is constituted and administered in accordance with the Rules of the LTIP, as described in the Explanatory Notes to this Notice of Meeting."*

(Refer to Explanatory Notes for Voting Exclusions applying to this resolution)

## 5. Amendment of Constitution

To consider and, if thought fit, to pass the following resolution as a special resolution:

*"That the Company's Constitution be amended by:*

*(a) inserting the following new definitions in clause 1.1:*

*"Holding Lock has the same meaning as in ASX Settlement Operating Rules.*

*Issuer Sponsored Subregister has the same meaning as in the Listing Rules."*

*(b) replacing the reference to "restriction agreement" with "restriction deed" in clause 27.2(a) of the Constitution; and*

*(b) deleting clauses 27.5 and 46.2 in full and inserting the following new clause 107:*

*"107. Restricted Securities*

*Notwithstanding any other provision of this Constitution and without limiting the obligation to comply with the Listing Rules:*

*(a) a holder of Restricted Securities must not dispose of, or agree or offer to dispose of, the Restricted Securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX;*

*(b) if the Restricted Securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's Issuer Sponsored Subregister and are to have a Holding Lock applied for the duration of the escrow period applicable to those securities;*

*(c) the Company will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of Restricted Securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX;*

*(d) a holder of Restricted Securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX; and*

*(e) if a holder of Restricted Securities breaches a restriction deed or a provision of this Constitution restricting a disposal of Restricted Securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those Restricted Securities for so long as the breach continues.""*

(This special resolution must be passed by at least 75% of the votes cast by members entitled to vote on the resolution)

## 6. Confirmation of Auditor

*"That, for the purposes of section 327B of the Corporations Act 2001 (Cth) and all other purposes, Ernst & Young, having been duly nominated and having consented in writing to act, be appointed as auditor of the Company effective from the conclusion of the Meeting."*

## 7. Financial Statements and Reports

To receive and consider the Financial Report of the Company and the reports of the Directors and Auditor in respect of the financial year ended 31 March 2020.

## OTHER BUSINESS

To transact any other business which may legally be brought before the Meeting in accordance with the Company's Constitution.

The Explanatory Notes attached to this Notice are incorporated into and form part of this Notice. A detailed explanation of the background and reasons for the proposed resolutions are set out in the Explanatory Notes.

By Order of the Board



Michael Pearson  
Company Secretary  
24 June 2020

## EXPLANATORY NOTES

The following explanatory notes (including any annexures) have been prepared to provide information to shareholders about the items of business set out in the Notice of Annual General Meeting and form part of that Notice.

### Item 2 - Re-election and Election of Directors (Resolutions 1 and 2)

The ASX Listing Rules and clause 63 of the Company's Constitution provide that at each AGM, an election of directors must be held. As well, a director cannot serve more than three years without submitting themselves for re-election. The directors to retire are determined by length of time in office, with those having spent the longest time in office retiring. Each retiring director is eligible for re-election in accordance with ASX Listing Rules and the Company's Constitution.

At the Meeting, John Mulcahy, having held office as a non-executive director for a continuous period of three years since his election to the Board, retires and, being eligible, offers himself for re-election as a non-executive director of the Company.

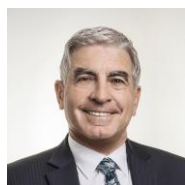
The Board, as the Nominations Committee, has reviewed the performance of John and is satisfied that he continues to bring valuable expertise and experience to the Board.

Grant Murdoch will also retire by rotation as a director of the Company at the conclusion of the Meeting and will not be seeking re-election.

As part of the Board renewal process and global diversity, Leslie Desjardins was appointed a non-executive director effective 21 November 2019. In accordance with clause 61.2 of the Company's Constitution she retires and being eligible, offers herself for election as a non-executive director of the Company.

Their respective details are:

#### **JOHN MULCAHY**



**PhD, BE (Civil Eng) (Hons), FIE AUST**

#### **Independent Non-Executive Director Age 70**

John Mulcahy was appointed a non-executive director of ALS Limited in 2012

He has more than 30 years of experience in the financial services and property investment sectors. John is the former Managing Director and Chief Executive Officer of Suncorp-Metway Limited, prior to which he also held senior executive roles with Commonwealth Bank and Lend Lease.

John is Chairman of Mirvac Group Ltd and Orix Australia Corporation Ltd, Deputy Chairman of GWA Group Ltd and holds non-executive directorships of Zurich Australia

Insurance Limited and Zurich Financial Services Australia Limited.

He is a former Guardian of the Future Fund of Australia.

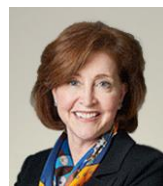
John is a member of the People Committee.

#### **Recommendation**

*Each of your directors (other than John Mulcahy who is seeking re-election) recommends you vote in favour of the re-election of John Mulcahy as a non-executive director of the Company.*

*The Chairman of the Meeting intends to vote all 'open' proxies in favour of this resolution.*

#### **LESLIE DESJARDINS**



#### **B. Industrial Admin, Finance (Kettering), MS. Management (MIT)**

#### **Independent Non-Executive Director Age 60**

Leslie Desjardins has a background as a CFO and senior financial and governance professional in a range of large multinational and global businesses.

She has extensive commercial and financial governance expertise with large multinational public companies in North America, Canada and Australia each with extensive global operations. Her areas of expertise include CFO level executive and financial strategic leadership, M&A, corporate finance and treasury, governance, financial and tax compliance and enterprise risk management.

She is currently a Director, Audit Committee Chair, CSR/Risk Committee member with Ansell Limited and Director and Audit Committee Chair with Terry Fox Foundation, Canada. Previously, she served as a Board Director and Audit Committee member with AptarGroup.

During her executive career, Leslie served as Executive VP and CFO at Amcor Limited, a global leader in packaging of food, beverage, pharmaceutical and tobacco products. Prior to Amcor Ltd, she served in financial and corporate strategic positions with General Motors Corporation, including Chief Financial Officer GM Holden Australia, Controller GM North America, Executive Director Manufacturing Finance and Director GM North America Strategy and Planning.

Leslie holds a Master of Science, Management with Massachusetts Institute of Technology, Sloan and a Bachelor of Industrial Administration, Finance with Kettering University.

Leslie is a Member of the Audit and Risk Committee.

#### **Recommendation**

*Each of your directors (other than Leslie Desjardins who is seeking election) recommends you vote in favour of the election of Leslie Desjardins as a non-executive director of the Company.*

*The Chairman of the Meeting intends to vote all 'open' proxies in favour of this resolution.*

### **Item 3 - Remuneration Report (Resolution 3)**

Section 250R of the Corporations Act requires listed companies to put to their shareholders a resolution to adopt the Remuneration Report as set out on pages 21 to 43 of the Company's Annual Report.

The Remuneration report sets out the Board's policies for director and executive remuneration, including discussion of the relationship of remuneration to the Company's performance and other information required by the Corporations Act.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on this report.

#### **Recommendation**

*Each of your directors recommends you vote in favour of adoption of the Remuneration Report.*

*The Chairman of the Meeting intends to vote all 'open' proxies (where the Chairman has been appropriately authorised) in favour of this resolution.*

### **Item 4 - Grant of Performance Rights to the Managing Director/CEO (Resolution 4)**

#### **Managing Director/CEO participation in LTI Plan**

As Managing Director and CEO, Raj Naran is entitled to participate in the Company's Long-Term Incentive Plan (LTIP) and receive up to 60% of total fixed remuneration (TFR) (or US\$636,540) in value of Performance Rights under the LTIP, with vesting dependent on achievement of the EPS, TSR, ROCE and EBITDA performance hurdles detailed below, measured over a three-year period.

The Board is seeking approval of shareholders for the issue of 144,743 Performance Rights (being US\$636,540 in value) under the LTIP for the purposes of all applicable requirements under the Corporations Act and ASX Listing Rules, including ASX Listing Rule 10.14.

#### **Basis of LTIP grant**

Raj Naran's Performance Rights offer this year is 144,743 Performance Rights (being US\$636,540 in value, equivalent to AUD\$1,045,050.07 under the Company's LTIP, being the maximum potential allocation under the LTIP in relation to his total remuneration package for 2020-21.

The number of Performance Rights proposed to be granted to Raj Naran was determined based on the volume weighted average price (VWAP) of shares in the Company calculated over the 10 trading days following the date of announcement of the final full year audited results on 27 May 2020, being AUD\$7.22. The USD currency amount was converted to Australian dollars during the allocation process. The exchange rate used

was the mid-market rate as at 31 March 2020, being USD/AUD \$0.6091.

Raj will receive the Performance Rights at no cost to him.

Performance Rights will vest dependent on the Company meeting or exceeding its performance hurdles during the specified three-year performance period of 1 April 2020 to 31 March 2023. The basis of the grant to Raj Naran is as follows:

Twenty five percent (25%) of the Performance Rights are subject to an Underlying Earnings per Share (EPS) measurement, twenty five percent (25%) are subject to an Underlying Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) margin measurement, twenty five percent (25%) of the Performance Rights are subject to a Total Shareholder Return (TSR) measurement and twenty five percent (25%) are subject to a Return on Capital Employed (ROCE) measurement.

The performance hurdles and vesting proportions for each measure that will apply to the grant of Performance Rights this year are as follows:

Compound annual diluted Underlying EPS growth	Proportion of performance rights that may be exercised if Underlying EPS growth hurdle is met
Less than 6% per annum	0%
Between 6% and 10% per annum	Straight line vesting between 12.5% and 25% of total grant
10% or higher per annum	25% of total grant

Underlying EBITDA margin of ALS relative to Underlying EBITDA margin of comparator peer companies	Proportion of performance rights that may be exercised if Underlying EBITDA hurdle is met
Less than the 50 <sup>th</sup> percentile	0%
Between the 50 <sup>th</sup> and 75 <sup>th</sup> percentile	Straight line vesting between 12.5% and 25% of total grant
75 <sup>th</sup> percentile or higher	25% of total grant

The Underlying EBITDA margin measurement is contingent upon performance of the Company against a group of comparator peer companies, which include:

Bureau Veritas (France), Core Laboratories (USA), Eurofins (France), Intertek (UK), SGS (Switzerland), Mistras (USA) and Applus (Spain).



TSR of ALS relative to TSR of companies in ASX 100 Index over the performance period	Proportion of performance rights that may be exercised if TSR hurdle is met
Less than the 50 <sup>th</sup> percentile	0%
Between 50 <sup>th</sup> percentile and 75 <sup>th</sup> percentile	Straight line vesting between 12.5% and 25% of total grant
75 <sup>th</sup> percentile or higher	25% of total grant

The TSR measurement is contingent upon performance of the Company against companies comprising the ASX 100 Index at the start of the performance period.

ROCE Performance (3-year average)	Proportion of performance rights that may be exercised if ROCE hurdle is met
Below 11%	0%
Between 11% and 16%	Straight line vesting between 0% and 25% of total grant
At or above 16%	25% of total grant

The respective ROCE thresholds are set at 2% and 7% above the March 2020 Weighted Average Cost of Capital (WACC) of 9%<sup>(1)</sup>.

ROCE is calculated as Underlying Earnings before Interest and Tax (EBIT) over the three (3) year performance period divided by Capital Employed expressed as a percentage.

Capital Employed = Total Shareholders' Equity + Net Debt (the sum of the simple averages of the balances at the beginning and end of each year during the performance period<sup>(2)</sup>).

(1) Based on March 2020 Pre-tax Nominal WACC (midpoint).

(2) If material funding transactions (e.g. significant additional borrowings, equity issuances or asset impairments) occur such that the simple average for any year during the performance period is not representative of capital actually employed, the average capital employed for the year may be adjusted for the effect of these transactions.

### Treatment of Performance Rights on cessation of employment

The LTIP Rules provide that all unvested Performance Rights will lapse in the event of an employee's resignation or termination for cause. In all other circumstances and at the discretion of the Board, a number of Performance Rights, calculated in accordance with the proportion of the LTIP performance period worked, will remain on foot, and will vest at the end of the performance period, subject to satisfaction of the original performance conditions and any applicable holding lock. The remaining unvested Performance Rights will lapse on the employment cessation date. The LTIP Rules further provide that the Board has an overriding discretion to adjust LTIP vesting outcomes.

### Change of control

Upon a change of control event e.g company takeover, the Performance Rights vest as follows: if within first six months of the performance period - zero of the Performance Rights vest; from six months onwards – 100% of the Performance Rights vest.

### No hedging

Participants are not allowed to enter into any hedging arrangements in relation to any unvested Performance Rights.

### Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- a director of the company;
- an associate of a director of the company; or
- a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The proposed issue of 144,743 Performance Rights to Raj Naran under the LTIP falls within Listing Rule 10.14.1 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

Resolution 4 seeks the required shareholder approval to the proposed issue of 144,743 Performance Rights to Raj Naran under and for the purposes of Listing Rule 10.14.

If Resolution 4 is passed, the Company will be able to proceed with the issue.

If Resolution 4 is not passed, the Company will not be able to proceed with the proposed issue and it is intended that all of Mr Naran's award will be provided in cash.

### Other required information (per ASX Listing Rule 10.15)

Previously, a total of 227,084 Performance Rights were granted to the Managing Director and CEO, Raj Naran, as follows which remain unvested:

- 103,725 on 1 August 2018 valued at AUD7.53 per right, relating to the three year performance period 1 April 2018 to 31 March 2021; and
- 123,359 on 31 July 2019 valued at AUD7.06 per right, relating to the three year performance period 1 April 2019 to 31 March 2022.

The following Performance Rights were also granted to the Managing Director and CEO, Raj Naran in previous years:

- 117,010 on 20 July 2017 valued at AUD6.71 per right, relating to the three year performance period 1 April 2017 to 31 March 2020.

Such grants were approved by shareholders at the Company's 2018, 2019 and 2017 AGMs, respectively, and were made to Raj Naran at no cost to him.

Raj Naran's total remuneration package for the year ended 31 March 2020 totalled USD\$2,652,250 and included:

- TFR of USD\$1,060,900 (inclusive of superannuation);
- short-term incentive cash component, at target, of up to 60% of TFR being USD\$636,540; and
- short-term incentive cash component for outperformance above target, of 50% of the at target cash incentive, being USD\$318,270; and
- a long-term incentive component for outperformance of up to 60% of TFR being USD\$636,540.

Full details of Raj Naran's remuneration are set out in the Remuneration Report as set out on pages 27 to 36 of the Company's Annual Report.

The Company has chosen to issue the Performance Rights to Raj Naran for the following reasons:

- to focus on the long term outcomes required by the Board;
- to align Mr Naran's reward with shareholders' interests by payment in equity;
- to encourage teamwork through measurement of ALS Group level performance hurdles;
- the LTIP forms a key element of the Company's incentive and retention strategy for key executives, including Raj Naran as the Managing Director and CEO.
- the issue of Performance Rights to Raj Naran provides an incentive to satisfy performance hurdles over a three year period which are measured across multiple factors important to shareholder value, and provide a counter balance for any tendency to focus on short term outcomes; and
- by virtue of the above, the Board considers that Raj Naran's participation in the LTIP is a critical mechanism by which to incentivise performance in line with shareholder interests.

The fair value of the Performance Rights proposed to be issued to Raj Naran will be determined in accordance with Australian Accounting Standards and is dependent on the date on which Mr Naran is deemed to have received his offer to participate in the LTIP.

The fair value is calculated using Binomial Tree (EPS, EBITDA and ROCE hurdles) and Monte Carlo Simulation (TSR hurdle) valuation methodologies and typically includes the following inputs:

- Share Price – the share price of the Company on the grant date (noting that the grant of the Performance Rights for Mr Naran has not occurred and is not yet known);
- Volatility – the expected annual volatility of the Company over the vesting period;
- Risk-free rate – generally, the yield on Australian Government bonds with a term equal to the term of the Performance Rights being valued;

- Time to Maturity – the period of time from the grant date to the expected exercise of the Performance Rights; and
- Dividend yield – the expected ratio of annual dividends to share price over the term of the Performance Rights.

The fair value of Performance Rights issued to Mr Naran in previous years is detailed at page 39 in table 11.4 of the Company's Annual Report.

Raj Naran as Managing Director and CEO is the only director eligible to be granted Performance Rights under the LTIP. No other person who requires approval to participate in the LTIP under Listing Rule 10.14 has been or will be issued with Performance Rights until such approval is obtained.

No loans will be granted to Raj Naran in relation to his participation in the LTIP.

Performance Rights do not carry any dividend or voting rights prior to vesting.

Shares allocated on vesting of Performance Rights will rank equally with shares in the same class.

A summary of the material terms of the LTIP is set out in **Schedule 1** attached to this Notice.

Details of any Performance Rights issued under the LTIP (and shares issued upon their vesting) will be published in each annual report of the Company relating to the period in which they have been issued, together with a note that approval of the issue was obtained under Listing Rule 10.14.

Additional persons:

- who become entitled to participate in the LTIP after this resolution is approved;
- who were not named in this Notice of Meeting; and
- who are directors of the Company, associates of a director of the Company or persons to whom ASX considers this criteria should apply,

will not participate in the LTIP unless approval is obtained under Listing Rule 10.14.

Allocation of Performance Rights to Raj Naran will be made no later than 3 years after the date of the Meeting.

Any issue of shares to Raj Naran under this approval will be made no later than 3 years after the date of the Meeting.

This item is not a resolution to grant any Performance Rights to Raj Naran. It is an authority for the Board of the Company to grant the Performance Rights.

### Recommendation

*Each of your directors (other than Managing Director, Raj Naran, who is not entitled to vote) recommends the approval of the grant of equity-based performance rights to Raj Naran. None of the directors (other than Raj Naran) has an interest in the outcome of this resolution.*

*The Chairman of the Meeting intends to vote all 'open' proxies (where the Chairman has been appropriately authorised) in favour of this resolution.*

### **Item 5 - Amendment to Company's Constitution (Resolution 5)**

The amendments are proposed to update the Company's Constitution to reflect changes to the ASX Listing Rules that came into effect on 1 December 2019 which, among other things, introduced a two-tier escrow regime to facilitate escrow arrangements.

These changes allow certain escrow arrangements to be imposed without execution of a formal escrow agreement provided this is permitted by the company's constitution.

The Company does not currently have any restricted securities on issue and has no present intention to issue restricted securities. The amendments are being proposed to give the Company maximum flexibility if it wished to issue securities which would be restricted securities at some time in the future.

Resolution 5 is a special resolution and must be passed by at least 75% of the votes cast by members entitled to vote on the resolution.

#### **Recommendation**

*The Board recommends you vote in favour of modifying the Constitution to update the provisions to ensure compliance with the Listing Rule changes.*

*The Chairman of the Meeting intends to vote all 'open' proxies in favour of this resolution.*

Note: A copy of the Company's Constitution with the proposed amendments is available for review on the Company's website at [www.alsglobal.com](http://www.alsglobal.com) under the Corporate Governance Section.

### **Item 6 – Confirmation of Auditor (Resolution 6)**

As announced to ASX on 25 September 2019, the Board appointed Ernst & Young (EY) as the new auditor of the Company to fill the casual vacancy following the resignation of the previous auditor of the Company, KPMG. In accordance with s 327C(2), the appointment continues only until this AGM.

Section 327B of the Corporations Act requires the Company to confirm the appointment of EY as auditor by obtaining shareholder approval by ordinary resolution.

The Board supports the appointment of EY as the Company's auditor.

In accordance with the section 328B(1) of the Corporations Act, a member of the Company, Mr Michael Pearson, has given the Company written notice of the nomination of EY for appointment as auditor. A copy of the written notice of nomination is attached to this Notice as **Annexure A**.

EY has consented in writing to the appointment as the Company's auditor and, as at the date of this Notice, has not withdrawn its consent.

#### **Recommendation**

*The Board recommends you vote in favour of appointing EY as a new auditor of the Company.*

*The Chairman of the Meeting intends to vote all 'open' proxies in favour of this resolution.*

### **Item 7 Financial Statements and Reports**

Section 317 of the Corporations Act requires the Company to lay its Financial Report, the Directors' Report and the Auditor's Report for the last financial year before the Annual General Meeting.

There is no requirement for the Financial Statements and Reports (excluding the Remuneration Report) to be formally approved by shareholders.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions on these reports and on the business, operations and management of the Company. The Company's external auditor, EY, will be in attendance to respond to questions in relation to the conduct of the audit and the preparation and content of the Auditor's Report.

#### **ENTITLEMENT TO VOTE**

For the purposes of the Meeting, the Board has determined, in accordance with Regulation 7.11.37 of the *Corporations Regulations 2001*, that a shareholder's voting entitlement will be taken to be the entitlement of that person as shown in the register of members **as at 7.00pm (AEST) on Monday, 27 July 2020**. Accordingly, those persons are entitled to attend and vote at the Meeting.

#### **VOTING EXCLUSIONS**

The Corporations Act and the ASX Listing Rules require that voting restrictions apply to the Company's key management personnel (KMP) and their closely related parties on several of the resolutions to be considered at the meeting. These voting exclusions are described below:

#### **Item 3 - Remuneration Report**

A vote must not be cast, and the Company will disregard any votes cast, on the resolution proposed in item 3 (**Resolution 3**) by or on behalf of a member of the KMP for the ALS Limited consolidated group (**ALS Group**) (and their closely related parties) in any capacity, including as a proxy if their appointment does not specify the way in which the proxy is to vote.

However, a vote can be cast, and the Company will not disregard a vote as a result of these restrictions if it is cast by the Chair of the meeting as undirected proxy for a person entitled to vote and the Chair has received express authority to exercise the proxy as the Chair see fit even if Resolution 3 is connected directly or indirectly with the remuneration of a member of the KMP.

#### **Item 4 - Grant of Performance Rights to the Managing Director/CEO**

The Company will disregard any votes cast in favour of the resolution proposed in item 4 (**Resolution 4**) by or on behalf of Raj Naran or any of his associates.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with



directions given to the proxy or attorney to vote on Resolution 4 in that way; or

- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair to vote on Resolution 4 as the Chair decides; or
- a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, on Resolution 4; and
  - the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

A vote must not be cast, and the Company will disregard any votes cast on Resolution 4 as a proxy by any member of the KMP (and their closely related parties) if their appointment does not specify the way in which the proxy is to vote, unless it is cast by the Chair of the meeting as undirected proxy for a person entitled to vote and the Chair has received express authority to exercise the proxy as the Chair sees fit even if Resolution 4 is connected directly or indirectly with the remuneration of a member of the KMP.

For the purposes of these Voting Exclusions, the terms:

- 'key management personnel' or 'KMP' for the ALS Group are the directors and certain senior executives whose remuneration details are included in the Remuneration Report for the year ended 31 March 2020;
- 'closely related party' of a member of KMP means:
  - a spouse or child of the member;
  - a child of the member's spouse;
  - a dependant of the member or of the member's spouse;
  - anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the ALS Group; or
  - a company the member controls.
- the relevant interpretation of 'associate' is in accordance with the ASX Listing Rules.

## PROXIES

1. A shareholder entitled to vote at the Meeting is entitled to appoint not more than two proxies to attend and vote at the Meeting on his or her behalf.
2. Where more than one proxy is appointed each proxy must be appointed to represent a specified proportion of the shareholder's voting rights.
3. A proxy need not be a shareholder of the Company.
4. It is not necessary to fill in the name of the person to be appointed proxy unless it is desired to appoint a person other than the Chairman.

5. If a shareholder appoints one (1) proxy only, that proxy is entitled to vote on a show of hands or on the taking of a poll.
6. Where a proxy and the shareholder both attend the meeting, the shareholder is not entitled to speak or vote, unless notice in writing of the revocation of the proxy's authority was received by the Chairman or at the place for deposit of proxies before the proxy exercises the right to speak or vote.

## DIRECT VOTING

1. Direct voting enables shareholders to vote on resolutions considered at the meeting by lodging their votes directly with the Company prior to the meeting.
2. Direct voting enables shareholders to exercise their voting rights without needing to attend the meeting or appoint a proxy.
3. A direct vote cast by a shareholder will be counted on a poll.
4. A shareholder who has cast a direct vote may attend the Meeting and vote online, but their online vote will cancel the direct vote, unless the shareholder instructs the Company or the Company's securities registry otherwise.

## LODGE MENT OF VOTING FORM

The **Voting Form** (and a certified copy of the power of attorney or other authority (if any) under which it is signed) must be received by the Company's share registrar **no later than 10am (AEST) on Monday, 27 July 2020 (being at least 48 hours before the Meeting)** at the address below or submitted electronically:

Boardroom Pty Limited  
GPO Box 3993, Sydney, NSW, 2001  
  
Level 12, 225 George Street, Sydney, NSW, 2000  
  
Fax: +61 2 9290 9655

Lodge electronically by going online at:  
[www.votingonline.com.au/alsagm2020](http://www.votingonline.com.au/alsagm2020)

If you require an additional Voting Form, contact the Company's share registry on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia), who will supply it on request.

Shareholders are encouraged to submit their Voting Forms online. If you wish to post a Voting Form, please be aware of current postal timeframes, including the possibility of delays due to COVID-19 regulations and reduced frequency of deliveries.

## PARTICIPATING AND VOTING ONLINE DURING THE MEETING

Due to COVID-19 restrictions on public gatherings, the Meeting will be held as a virtual meeting which will be webcast live through the Lumi AGM software platform

and there will not be a physical meeting where shareholders can attend.

Shareholders can watch and participate in the Meeting virtually via the online platform by using:

- **Computer**, enter the following URL in your browser: <https://web.lumiagm.com>

- **Mobile device**, by entering the following URL in their browser: <https://web.lumiagm.com> or using the Lumi AGM app

The meeting ID for the Company's AGM is: **315-475-853**

Your **username** is your Boardroom internal S reference number (which can be located on the back of your Voting Form or on your notice of meeting email).

Your **password** is your postcode registered on your holding if you are an Australian shareholder. Overseas shareholders should refer to the Online Voting User Guide.

If you have been nominated as a third party proxy, or for any enquiries relating to virtual participation, please contact the Company's share registry on 1300 737 760 (within Australia) and +61 2 9290 9600 (outside Australia).

Shareholders will be able to log in to the online platform from 9.00am (AEST) on the date of the Meeting.

Participating in the Meeting online, enables shareholders to view the Meeting live, ask text-based questions and cast votes in the real time poll at the appropriate times during the Meeting.

Please refer to the Online Voting User Guide on the Company's website at <https://www.alsglobal.com/en/myals/news/2020/06/20-annual-general-meeting-als-limited>. The Online Voting User Guide will also be provided in your notice of meeting email.

Shareholders are also strongly encouraged to lodge their Voting Forms before the deadline listed above even if they are participating in the Meeting online. If you do not intend, or are unable to participate in, the Meeting online, please lodge your Voting Forms before the deadline listed above.

## CORPORATE REPRESENTATIVES

Corporations are reminded that to enable a representative to vote on their behalf at the Meeting they must appoint a representative under section 250D of the Corporations Act. Alternatively, a valid Voting Form must be lodged at the above address or submitted electronically.

## POLL

Voting on all items will be determined by a poll at the Meeting. Shareholders not attending the Meeting may use the enclosed Voting Form or vote online before the deadline listed above.

## SHAREHOLDER QUESTIONS

Shareholders are able to submit written questions in advance of the Meeting. To submit a written question, please complete and return the accompanying form, or

submit the question online, in accordance with the instructions on the form. The form must be received by the Company **no later than Wednesday 22 July 2020** (five business days before the meeting date). Questions should relate to matters that are relevant to the business of the meeting as outlined in the Notice of Meeting.

## WEBCAST

A copy of the meeting will be available on the Company's website at [www.alsglobal.com](http://www.alsglobal.com).

## RESULTS OF THE MEETING

Voting results will be announced on the Australian Securities Exchange (ASX) as soon as practicable after the Meeting and will also be made available on the Company's website at [www.alsglobal.com](http://www.alsglobal.com).

### Schedule 1

#### Summary of LTIP

Under the LTIP, the Board, at its discretion, may offer employees, including executive directors, conditional rights to acquire ordinary shares of the Company ("Performance Rights") or in jurisdictions where the securities or other legislation makes the issue of shares difficult, cash payments to an equivalent value ("Phantom Rights").

The Performance Rights will be granted, and ordinary shares allocated (or in the case of Phantom Rights, cash payments made) at no cost to the employees, if the Performance Rights vest. The LTIP is designed as a three-year rolling plan with participation being determined on an annual basis to ensure the plan is targeted at the appropriate employees.

The LTIP is aligned to shareholder interests as Performance Rights only vest if certain Earnings per Share ("EPS"), Earnings before Interest, Tax, Depreciation and Amortisation ("EBITDA") margin, Total Shareholder Return ("TSR") and Return on Capital Employed ("ROCE") targets are achieved.

#### Participation

The maximum eligibility in the LTIP for the 2020 offer is set at the same maximum percentage of total fixed remuneration as the executive's STI percentage.

The price used to determine an individual's allocation of Performance Rights will be the weighted average price of the Company's shares during the 10 trading days following the date of announcement of the final full year results (i.e. end of May) for the financial year preceding the period to which the grant of Performance Rights relate (although an alternative calculation measure may be undertaken if unusual circumstances arise to deem this calculation inappropriate).

Subject to any applicable 'good leaver' provisions in the LTIP Rules, the employee must be employed in the ALS Group on the vesting date to be eligible for allocation of the shares (subject to EPS, EBITDA margin, TSR and ROCE performance criteria being met).

Employees will not be allowed to enter into any hedging arrangements in relation to any unvested Performance Rights.

## Annexure A – Notice of Nomination of Auditor

**ALS Limited ACN 009 657 489****Nomination of Auditor**

To: The Company Secretary  
ALS Limited  
32 Shand Street  
Stafford QLD 4053

As a member of ALS Limited ACN 009 657 489 (*Company*), and pursuant to section 328B(1) of the *Corporation Act 2001* (Cth), I nominate Ernst & Young of 111 Eagle Street, Brisbane, Queensland 4000 to be appointed as the auditor of the Company at the Annual General Meeting to be held on 29 July 2020, or at any adjournment or postponement of that meeting.

Dated 16 June 2020

Signed 

Name (print) Michael Pearson

#### All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am AEST on Monday 27 July 2020.**

### TO VOTE ONLINE

- STEP 1:** VISIT [www.votingonline.com.au/alsagm2020](http://www.votingonline.com.au/alsagm2020)
- STEP 2:** Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3:** Enter your Voting Access Code (VAC):

### BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE NOTICE OF DIRECTION AND VOTING FORM

The voting form can be used to either vote directly (Section 1) OR appoint a proxy to vote on your behalf (Section 2).

#### SECTION 1: DIRECT VOTING

If you wish to vote directly, you should clearly mark the box in Section 1 and the boxes in Section 3 to indicate your voting instruction for each resolution. Please only mark either "for" or "against" for each resolution. Do not mark the "abstain" box if you are voting directly. If no direction is given on a resolution, or if you complete both the boxes in Section 1 and 2, your vote may be passed to the Chairman of the Meeting as your proxy. Securityholders, custodians and nominees may identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid. The Chairman's decision as to whether a direct vote is valid is final and conclusive.

#### SECTION 2: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Section 2. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting or does not vote on a poll in accordance with your instructions, the Chairman of the Meeting will be your proxy by default. A proxy need not be a Securityholder of the company. Do not write the name of the issuer company or the registered Securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two 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 contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two forms. On each form state the percentage of your voting rights or the number of securities 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 half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### SECTION 3: VOTING DIRECTIONS

To cast your direct vote or to direct your proxy how to vote, place a mark in one of the boxes opposite each resolution. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any resolution by inserting the percentage or number that you wish to vote in the appropriate box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%. If you do not mark any of the boxes on a given resolution, your proxy may vote as he or she chooses (subject to any voting restrictions that apply to your proxy). If you mark more than one box on a resolution for all your securities your vote on that resolution will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the Company's securities registry.

#### SECTION 4: SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

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

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should 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. **Please indicate the office held by signing in the appropriate place.**

#### LODGEMENT

Notice of Direction and Voting form (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEST) on Monday, 27 July 2020**. Any form received after that time will not be valid for the scheduled meeting.

Forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** <https://www.votingonline.com.au/alsagm2020>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

The meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://web.lumiagm.com> (refer to details in the Online Voting User Guide and Notice of Meeting). If you wish to attend the meeting virtually please have this form with you to assist registration.

☐

#### Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

## VOTING FORM

### SECTION 1: DIRECT VOTING

I/We being a Securityholder/s of **ALS Limited** (Company) and entitled to attend and vote hereby elect to vote directly at the Annual General Meeting of the Company to be held on **Wednesday 29 July 2020 at 10:00am (AEST)** and at any adjournment or postponement of that meeting.

☐

(To cast a vote, you should mark either "For" or "Against" for each item in Section 3 below.)

### SECTION 2: APPOINTMENT OF PROXY

I/We being a Securityholder/s of **ALS Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at on **Wednesday, 29 July 2020 at 10:00am (AEST)** and at any adjournment or postponement of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

**Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters:** If I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 3 and 4, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of Resolutions 3 and 4 (except where I/we have indicated a different voting intention below), even though Resolutions 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel for the ALS Group, which includes the Chair of the Meeting.

The Chair of the Meeting intends to vote all undirected proxies in favour of all Resolutions (including Resolutions 3 and 4). If you wish to appoint the Chair 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.

### SECTION 3: VOTING DIRECTIONS

\* If you have appointed a proxy and 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 vote will not be counted in calculating the required majority on a poll. If you are direct voting and you mark the Abstain box for an item, your vote for that item will not be counted in calculating the required majority on a poll.

		For	Against	Abstain*
Item 2 (Resolution 1)	Re-election of Director – John Mulcahy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 (Resolution 2)	Election of Director – Leslie Desjardins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 (Resolution 3)	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 (Resolution 4)	Grant of Performance Rights to the Managing Director/CEO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 (Resolution 5)	Amendment of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 (Resolution 6)	Confirmation of the Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 4 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary / Sole  
Director (no Company Secretary)

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2020





ABN 92 009 657 489

All correspondence and enquiries to:

**BoardRoom**  
Smart Business Solutions

Boardroom Pty Limited  
ABN 14 003 209 836  
GPO Box 3993  
Sydney NSW 2001

Tel: 1300 737 760 (within Australia)  
Tel: +61 2 9290 9600 (outside  
Australia) Fax: +61 2 9290 9655  
[www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)  
[enquiries@boardroomlimited.com.au](mailto:enquiries@boardroomlimited.com.au)

## QUESTIONS FROM SHAREHOLDERS

Please use this form to submit any questions about ALS Limited (Company) that you would like us to respond to at the Company's 2020 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Notes.

You may also use this form to submit a written question to the Company's auditor if the question is relevant to the content of the auditor's report, or the conduct of the audit of the financial report, for the financial year ended 31 March 2020.

This form must be received by the Company's share registrar, Boardroom Pty Limited, **by Wednesday, 22 July 2020**. The form may be lodged with Boardroom Pty Limited at GPO Box 3993, Sydney NSW 2001 or by facsimile to (02) 9290 9655 in Australia or (+61 2) 9290 9655 if you are overseas. A return envelope is also provided.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

### Question(s)

1. Question is for the ☐ Chairman, or ☐ Auditor

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2. Question is for the ☐ Chairman, or ☐ Auditor

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3. Question is for the ☐ Chairman, or ☐ Auditor

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All correspondence to

**BoardRoom**  
Smart Business Solutions

GPO Box 3993  
Sydney NSW 2001

Tel +612 9290 9600  
Fax +612 9290 9655

ABN 14 003 209 836  
[enquiries@boardroomlimited.com.au](mailto:enquiries@boardroomlimited.com.au)  
[www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

# Online Voting User Guide

## Getting Started

In order to participate in the meeting, you will need to download the App onto your smartphone device. This can be downloaded from the Google Play Store™ or the Apple® App Store by searching by app name “Lumi AGM”.

Alternatively, Lumi AGM can be accessed using any web browser on a PC, tablet or smartphone device. To use this method, please go to <https://web.lumiagm.com>.

To log in to the portal, you will need the following information:

**Meeting ID: 315-475-853**

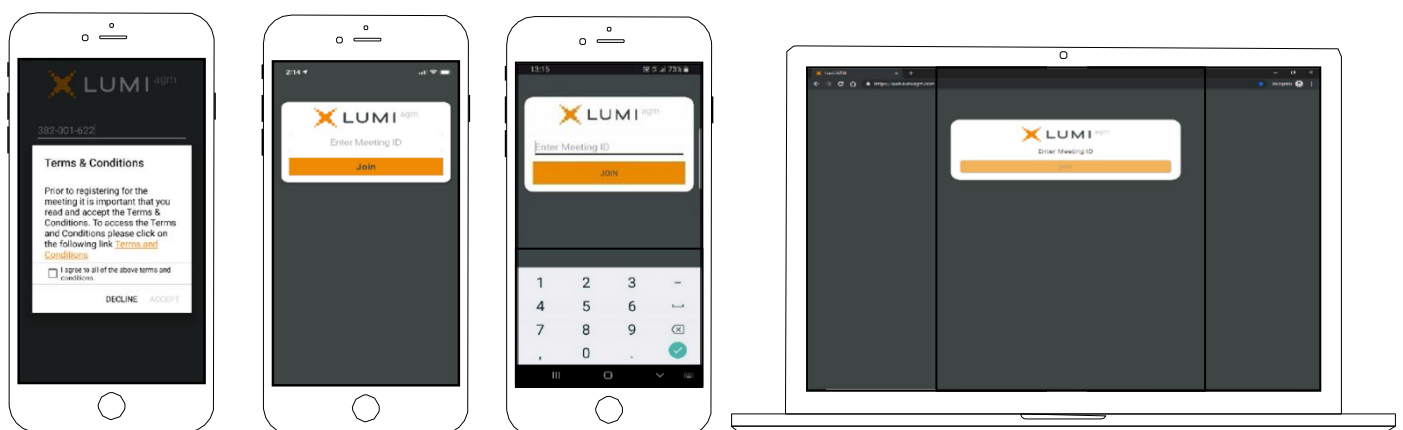
<b>Australian Residents</b>	<b>Username</b> (Boardroom internal S reference number*) and <b>Password</b> (postcode of your registered address). *Boardroom internal S Reference number can be located on the back of your proxy form or on your notice of meeting email)
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<b>Overseas Residents</b>	Username (Boardroom internal S reference number*) and Password (three-character country code e.g. New Zealand – NZL)
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A full list of country codes can be found at the end of this guide.

<b>Appointed Proxy</b>	To receive your Username and Password, please contact our share registry, Boardroom Pty Ltd on <b>1300 737 760</b> or <b>+61 2 9290 9600</b> between 8:30am to 5:30pm (AEST) Monday to Friday.
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**To join the meeting**, you will be required to enter the above unique 9-digit meeting ID above and select ‘Join’. To proceed to registration, you will be asked to read and accept the terms and conditions.



If you are a **Shareholder**, select 'I have a login' and enter your Username (Boardroom internal S reference number) and Password (postcode or country code). If you are a **Proxy holder** you will need to enter the unique Username and Password provided by Boardroom and select 'Login'.

If you are not a Shareholder, select 'I am a guest'. You will be asked to enter your name and email details, then select 'Enter'. Please note, guests are not able to ask questions at the meeting.



## Navigating

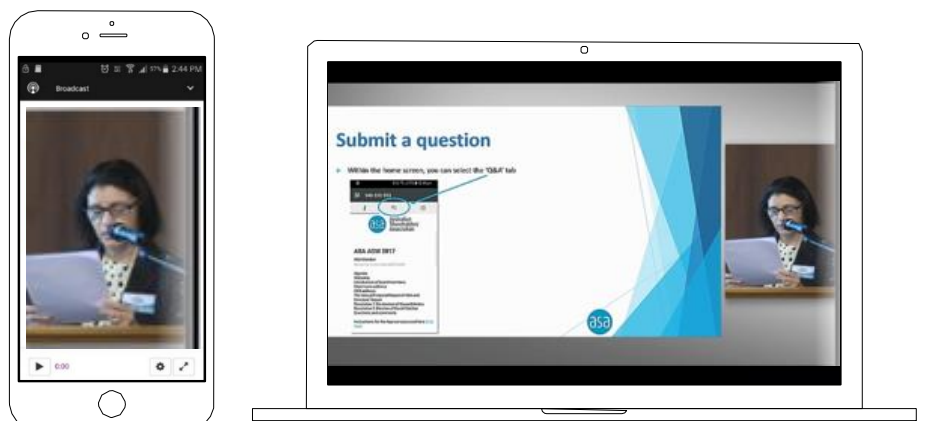
Once you have registered, you will be taken to the **homepage** which displays your name and meeting information.



To **activate the webcast**, please click on the **Broadcast bar** at the bottom of the screen. If prompted, you may have to click the play button in the window to initiate the broadcast.



Once you select to view the webcast from a smartphone it can take up to approximately 30 seconds for the live feed to appear on some devices. If you attempt to log into the app before the Meeting commences, a dialog box will appear.

NOTE: We recommend once you have logged in, you keep your browser open for the duration of the meeting. If you close your browser you will be asked to repeat the log in process.

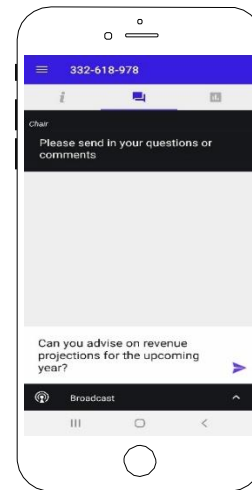


## To ask a Question

If you would like to ask a question:

1. Select the question icon 
2. Compose your question.
3. Select the send icon 
4. You will receive confirmation that your question has been received.

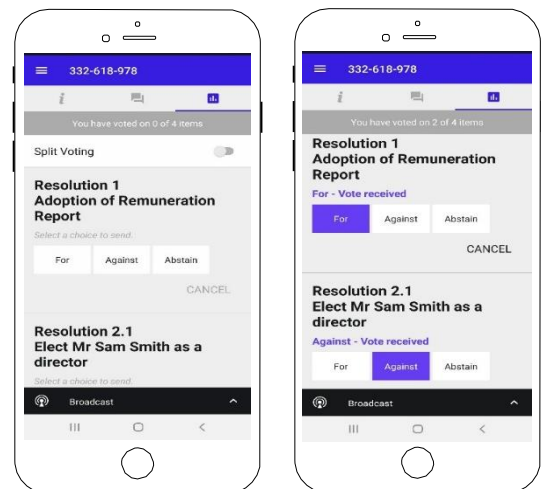
The Chair will give all Shareholders a reasonable opportunity to ask questions and will endeavor to answer all questions at the Meeting.



## To Vote

If you would like to cast a vote:

1. When the Chair declares the polls open, the resolutions and voting choices will appear.
2. Press the option corresponding with the way in which you wish to vote.
3. Once the option has been selected, the vote will appear in blue.
4. If you change your mind and wish to change your vote, you can simply press the new vote or cancel your vote at any time before the Chair closes the polls.
5. Upon conclusion of the meeting the home screen will be updated to state that the meeting is now closed.



**Need help?** If you require any help using this system prior to or during the Meeting, please call **1300 737 760** or **+61 2 9290 9600** so we can assist you.

# Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

<b>ABW</b>	Aruba
<b>AFG</b>	Afghanistan
<b>AGO</b>	Angola
<b>AIA</b>	Anguilla
<b>ALA</b>	Aland Islands
<b>ALB</b>	Albania
<b>AND</b>	Andorra
<b>ANT</b>	Netherlands Antilles
<b>ARE</b>	United Arab Emirates
<b>ARG</b>	Argentina
<b>ARM</b>	Armenia
<b>ASM</b>	American Samoa
<b>ATA</b>	Antarctica
<b>ATF</b>	French Southern
<b>ATG</b>	Antigua & Barbuda
<b>AUS</b>	Australia
<b>AUT</b>	Austria
<b>AZE</b>	Azerbaijan
<b>BDI</b>	Burundi
<b>BEL</b>	Belgium
<b>BEN</b>	Benin
<b>BFA</b>	Burkina Faso
<b>BGD</b>	Bangladesh
<b>BGR</b>	Bulgaria
<b>BHR</b>	Bahrain
<b>BHS</b>	Bahamas
<b>BIH</b>	Bosnia & Herzegovina
<b>BLM</b>	St Barthelemy
<b>BLR</b>	Belarus
<b>BLZ</b>	Belize
<b>BMU</b>	Bermuda
<b>BOL</b>	Bolivia
<b>BRA</b>	Brazil
<b>BRB</b>	Barbados
<b>BRN</b>	Brunei Darussalam
<b>BTN</b>	Btn
<b>BUR</b>	Burma
<b>BVT</b>	Bouvet Island
<b>BWA</b>	Botswana
<b>CAF</b>	Central African Republic
<b>CAN</b>	Canada
<b>CCK</b>	Cocos (Keeling) Islands
<b>CHE</b>	Switzerland
<b>CHL</b>	Chile
<b>CHN</b>	China
<b>CIV</b>	Cote D'ivoire
<b>CMR</b>	Cameroon
<b>COD</b>	Democratic Republic of Congo
<b>COK</b>	Cook Islands
<b>COL</b>	Colombia
<b>COM</b>	Comoros
<b>CPV</b>	Cape Verde
<b>CRI</b>	Costa Rica
<b>CUB</b>	Cuba
<b>CYM</b>	Cayman Islands
<b>CYP</b>	Cyprus
<b>CXR</b>	Christmas Island
<b>CZE</b>	Czech Republic
<b>DEU</b>	Germany
<b>DJI</b>	Djibouti
<b>DMA</b>	Dominica
<b>DNK</b>	Denmark
<b>DOM</b>	Dominican Republic

<b>DZA</b>	Algeria
<b>ECU</b>	Ecuador
<b>EGY</b>	Egypt
<b>ERI</b>	Eritrea
<b>ESH</b>	Western Sahara
<b>ESP</b>	Spain
<b>EST</b>	Estonia
<b>ETH</b>	Ethiopia
<b>FIN</b>	Finland
<b>FJI</b>	Fiji
<b>FLK</b>	Falkland Islands (Malvinas)
<b>FRA</b>	France
<b>FRO</b>	Faroe Islands
<b>FSM</b>	Micronesia
<b>GAB</b>	Gabon
<b>GBR</b>	United Kingdom
<b>GEO</b>	Georgia
<b>GGY</b>	Guernsey
<b>GHA</b>	Ghana
<b>GIB</b>	Gibraltar
<b>GIN</b>	Guinea
<b>GLP</b>	Guadeloupe
<b>GMB</b>	Gambia
<b>GNB</b>	Guinea-Bissau
<b>GNQ</b>	Equatorial Guinea
<b>GRC</b>	Greece
<b>GRD</b>	Grenada
<b>GRL</b>	Greenland
<b>GTM</b>	Guatemala
<b>GUF</b>	French Guiana
<b>GUM</b>	Guam
<b>GUY</b>	Guyana
<b>HKG</b>	Hong Kong
<b>HMD</b>	Heard & Mcdonald Islands
<b>HND</b>	Honduras
<b>HRV</b>	Croatia
<b>HTI</b>	Haiti
<b>HUN</b>	Hungary
<b>IDN</b>	Indonesia
<b>IMN</b>	Isle Of Man
<b>IND</b>	India
<b>IOT</b>	British Indian Ocean Territory
<b>IRL</b>	Ireland
<b>IRN</b>	Iran Islamic Republic of
<b>IRQ</b>	Iraq
<b>ISM</b>	British Isles
<b>ISL</b>	Iceland
<b>ISR</b>	Israel
<b>ITA</b>	Italy
<b>JAM</b>	Jamaica
<b>JEY</b>	Jersey
<b>JOR</b>	Jordan
<b>JPN</b>	Japan
<b>KAZ</b>	Kazakhstan
<b>KEN</b>	Kenya
<b>KGZ</b>	Kyrgyzstan
<b>KHM</b>	Cambodia
<b>KIR</b>	Kiribati
<b>KNA</b>	St Kitts And Nevis
<b>KOR</b>	Korea Republic of
<b>KWT</b>	Kuwait
<b>LAO</b>	Lao Pdr
<b>LBN</b>	Lebanon

<b>LBR</b>	Liberia
<b>LBY</b>	Libyan Arab Jamahiriya
<b>LCA</b>	St Lucia
<b>LIE</b>	Liechtenstein
<b>LKA</b>	Sri Lanka
<b>LSO</b>	Lesotho
<b>LTU</b>	Lithuania
<b>LUX</b>	Luxembourg
<b>LVA</b>	Latvia
<b>MAC</b>	Macao
<b>MAF</b>	St Martin
<b>MAR</b>	Morocco
<b>MCO</b>	Monaco
<b>MDA</b>	Republic Of Moldova
<b>MDG</b>	Madagascar
<b>MDV</b>	Maldives
<b>MEX</b>	Mexico
<b>MHL</b>	Marshall Islands
<b>MKD</b>	Macedonia Former Yugoslav Rep
<b>MLI</b>	Mali
<b>MLT</b>	Mauritania
<b>MMR</b>	Myanmar
<b>MNE</b>	Montenegro
<b>MNG</b>	Mongolia
<b>MNP</b>	Northern Mariana Islands
<b>MOZ</b>	Mozambique
<b>MRT</b>	Mauritania
<b>MSR</b>	Montserrat
<b>MTQ</b>	Martinique
<b>MUS</b>	Mauritius
<b>MWI</b>	Malawi
<b>MYS</b>	Malaysia
<b>MYT</b>	Mayotte
<b>NAM</b>	Namibia
<b>NCL</b>	New Caledonia
<b>NER</b>	Niger
<b>NFK</b>	Norfolk Island
<b>NGA</b>	Nigeria
<b>NIC</b>	Nicaragua
<b>NIU</b>	Niue
<b>NLD</b>	Netherlands
<b>NOR</b>	Norway Montenegro
<b>NPL</b>	Nepal
<b>NRU</b>	Nauru
<b>NZL</b>	New Zealand
<b>OMN</b>	Oman
<b>PAK</b>	Pakistan
<b>PAN</b>	Panama
<b>PCN</b>	Pitcairn Islands
<b>PER</b>	Peru
<b>PHL</b>	Philippines
<b>PLW</b>	Palau
<b>PNG</b>	Papua New Guinea
<b>POL</b>	Poland
<b>PRI</b>	Puerto Rico
<b>PRK</b>	Korea Dem Peoples Republic of
<b>PRT</b>	Portugal
<b>PRY</b>	Paraguay
<b>PSE</b>	Palestinian Territory Occupied
<b>PYF</b>	French Polynesia
<b>QAT</b>	Qatar Re
<b>REU</b>	Reunion

<b>ROU</b>	Romania
<b>RUS</b>	Russian Federation
<b>RWA</b>	Rwanda
<b>SAU</b>	Saudi Arabia Kingdom Of
<b>SDN</b>	Sudan
<b>SEN</b>	Senegal
<b>SGP</b>	Singapore
<b>SGS</b>	Sth Georgia & Sth Sandwich Isl
<b>SHN</b>	St Helena
<b>SJM</b>	Svalbard & Jan Mayen
<b>SLB</b>	Solomon Islands
<b>SCG</b>	Serbia & Outlying
<b>SLE</b>	Sierra Leone
<b>SLV</b>	El Salvador
<b>SMR</b>	San Marino
<b>SOM</b>	Somalia
<b>SPM</b>	St Pierre And Miquelon
<b>SRB</b>	Serbia
<b>STP</b>	Sao Tome And Principe
<b>SUR</b>	Suriname
<b>SVK</b>	Slovakia
<b>SVN</b>	Slovenia
<b>SWE</b>	Sweden
<b>SWZ</b>	Swaziland
<b>SYC</b>	Seychelles
<b>SYR</b>	Syrian Arab Republic
<b>TCA</b>	Turks & Caicos Islands
<b>TCO</b>	Chad
<b>TGO</b>	Togo
<b>THA</b>	Thailand
<b>TJK</b>	Tajikistan
<b>TKL</b>	Tokelau
<b>TKM</b>	Turkmenistan
<b>TLS</b>	East Timor
<b>TMP</b>	East Timor
<b>TON</b>	Tonga
<b>TTO</b>	Trinidad & Tobago
<b>TUN</b>	Tunisia
<b>TUR</b>	Turkey
<b>TUV</b>	Tuvalu
<b>TWN</b>	Taiwan
<b>TZA</b>	Tanzania United Republic of
<b>UGA</b>	Uganda
<b>UKR</b>	Ukraine
<b>UMI</b>	United States Minor
<b>URY</b>	Uruguay
<b>USA</b>	United States of America
<b>UZB</b>	Uzbekistan
<b>VNM</b>	Vietnam
<b>VUT</b>	Vanuatu
<b>WLF</b>	Wallis & Futuna
<b>WSM</b>	Samoa
<b>YEM</b>	Yemen
<b>YMD</b>	Yemen Democratic
<b>YUG</b>	Yugoslavia Socialist Fed Rep
<b>ZAF</b>	South Africa
<b>ZAR</b>	Zaire
<b>ZMB</b>	Zambia
<b>ZWE</b>	Zimbabwe