

11 September 2020

ASX Market Announcements
Australian Stock Exchange Limited
via ASX Online

NOTICE OF ANNUAL GENERAL MEETING

The Directors of Ariadne Australia Limited (“the Company”) have approved the release of the Notice of Meeting and associated documents in respect of the Company’s upcoming Annual General Meeting (“AGM”) of shareholders. The Company advises shareholders that the AGM is to be held on Friday, 16 October 2020 virtually via teleconference at 11.00am AEDT.

Yours faithfully



NATT MCMAHON
Company Secretary
Ariadne Australia Limited

Authorised for release by: The Board of Ariadne Australia Limited

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting ("AGM") of Ariadne Australia Limited ("Ariadne" or "the Company") will be a virtual AGM held via teleconference at 11:00am AEDT on Friday, 16 October 2020.

ORDINARY BUSINESS

Financial Statements and Reports for the year ended 30 June 2020

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2020.

Item 1 - Remuneration Report

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

"That the Remuneration Report contained in the Directors' Report provided to shareholders as part of the 2020 Annual Report be adopted".

Item 2 – Re-election of Mr David Baffsky, AO as a Director

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

"That Mr David Baffsky, AO, who retires by rotation in accordance with Rule 19 of the Company's Constitution, and being eligible, be re-elected as a Director of the Company".

Item 3 – Re-election of Mr John Murphy as a Director

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

"That Mr John Murphy, who retires by rotation in accordance with Rule 19 of the Company's Constitution, and being eligible, be re-elected as a Director of the Company".

Item 4 – Appointment of Grant Thornton Audit Pty Ltd as Auditor of the Company

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

"That Grant Thornton Audit Pty Ltd, having consented to do so, be appointed to act as Auditor of the Company."

Grant Thornton Audit Pty Ltd has been nominated by a member of the Company to fill the office of auditor. A copy of the nomination is attached to the Notice of Meeting.

By order of the Board:



Natt McMahon
Company Secretary
11 September 2020

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NOTES

Entitlement to Vote

For the purposes of the AGM, in accordance with Regulation 7.11.37 of the *Corporations Regulations 2001*, the Board of Directors ("Board") has determined that all shares in the Company will be taken to be held by the persons set out in the register of shareholders at 7:00pm AEDT on Wednesday, 14 October 2020. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the AGM of the Company. You may vote online during the AGM in person, by proxy or by authorised representative.

Live Online Voting

Shareholders and proxyholders will be able to vote at the meeting online by:

- visiting web.lumiagm.com on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Internet Explorer 11, Edge and Firefox);
- using unique meeting ID 309-477-093

Online voting registration will commence 30 minutes prior to the start of the meeting.

For full details on how to log on and vote online, please refer to the user guide www.investorvote.com.au/ara

Voting by Proxy

A shareholder entitled to attend and vote at the AGM has the right to appoint a proxy to attend and vote on behalf of the shareholders. A proxy need not be a shareholder of the Company. A proxy form (containing details of how to complete and sign the form) accompanies this Notice of AGM.

Any shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise one half of the shareholder's votes. If the shareholder appoints two proxies, neither proxy may vote on a show of hands. Any shareholder wishing to appoint two proxies will need to use two proxy forms and may obtain an additional form from the Company.

To be valid, a proxy form must be signed by the shareholder. Proxies given by corporations must be signed in accordance with the constituent documents of the corporation or the laws in force in its place of incorporation, or by a duly appointed attorney. For Australian corporations, it is sufficient if the proxy is signed by two directors, a director and the secretary, or (in the case of a proprietary company) a person who is the sole director and secretary.

If you wish to appoint a proxy, the completed and signed proxy form (and, where relevant, the original or a certified copy of a power of attorney under which it is signed) must be received by the Company's Share Registrar, Computershare Investor Services Pty Limited, **no later than** 11:00 am AEDT on Wednesday, 14 October 2020. Any proxy form received after that time will not be valid for the scheduled AGM.

To appoint a proxy online, visit www.investorvote.com.au and follow the instructions on your personalised proxy form (online voting). Online voting is now mobile compatible so you can readily appoint a proxy straight from your device. To do this, enter www.investorvote.com.au directly into your mobile device and follow the instructions on your personalised proxy form or scanning the QR Code on the front of your proxy form. To scan the QR code you will need to download and install a QR Code Scanner application for your device.

Under the Company's Constitution, the Chairman of the Board will act as Chairman of the AGM. Where the Chairman is appointed as proxy, he intends voting undirected proxies in favour of all resolutions set out in the Notice of AGM.

Voting by Authorised Representative

A corporation may elect to appoint a representative in accordance with the *Corporations Act 2001* (Cth) ("Corporations Act"), in which case the Company will require written evidence of the representative's appointment which must be lodged with or presented to the Company before the meeting.

Documents may be lodged:

- Online at www.investorvote.com.au, and for Intermediary Online subscribers only (custodians) at www.intermediaryonline.com;
- By mail to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, VIC, 3001 Australia; or
- By facsimile to 1800 783 447 (within Australia) or + 61 3 9473 2555 (outside of Australia).

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EXPLANATORY MEMORANDUM

This Explanatory Memorandum accompanies the Notice of AGM of Ariadne to be held via live teleconference on Friday, 16 October 2020 at 11:00am AEDT. The Explanatory Memorandum has been prepared to assist shareholders in determining how to vote on the resolutions set out in the Notice of AGM and is intended to be read in conjunction with the Notice of AGM.

AGM Attendance

Shareholders and anyone wishing to attend the AGM can do so using the following dial in numbers:

Australia Dial-in Number: 1300 264 803

International Dial-in Number: +613 8687 0650

BUSINESS

Financial Statements and Reports

The Corporations Act requires the Directors to present to the AGM the Financial Report, the Directors' Report, and the Auditor's Report for the last financial year ending before the AGM. Apart from the matters involving remuneration, which are required to be voted upon, neither the Corporations Act nor the Company's Constitution requires a vote of shareholders at the AGM on such reports or statements.

In accordance with section 250S of the Corporations Act, shareholders will be given a reasonable opportunity to ask questions about, and make comments on, the management of the Company.

In addition to asking questions at the AGM, shareholders may address written questions to the Company's auditor which are relevant to:

- (a) the content of the Auditor's Report to be considered at the AGM; or
- (b) the conduct of the audit of the Financial Report to be considered at the AGM.

You are encouraged to direct questions to the Chairman or auditor by email at info@ariadne.com.au so that they are received not later than 5.00pm Monday, 12 October 2020. Please use the email subject "2020 AGM Question." Questions may also be asked during the meeting.

All questions will be passed on to the Company's auditor who will prepare a question list setting out the questions that are considered relevant to the matters specified in (a) or (b) above. At, or prior to the start of the AGM, the Company will make copies of the question list reasonably available to the shareholders attending the AGM. The auditor will be provided with a reasonable opportunity at the AGM to answer the questions or table written answers. Where a written answer is tabled, the Company will make the written answer reasonably available to shareholders as soon as practicable after the AGM.

In accordance with section 250T of the Corporations Act, shareholders will be given a reasonable opportunity at the AGM of asking the auditor, or the auditor's representative, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

Item 1 – Remuneration Report

In accordance with section 250R of the Corporations Act the Company must put to a vote a resolution that the Remuneration Report be adopted. The Remuneration Report forms part of the Directors' Report contained in the Annual Report.

Voting exclusion statement

Under the Corporations Act, voting restrictions apply to the Company's Key Management Personnel ("KMP") and their closely related parties for this resolution. The term "closely related parties" in relation to a member of KMP includes a spouse, dependent and certain other close family members, as well as companies controlled by the KMP. The Chairman intends to vote any proxies held by him in favour of this resolution (unless specifically directed otherwise).

The Company will disregard any votes cast on Item 1 by, or on behalf of;

- a member of the KMP whose remuneration is disclosed in the Remuneration Report (and their closely related parties) in any capacity; and
- a member of the KMP at the date of the AGM (and their closely related parties) acting as proxy.

Unless the vote is cast:

- as a proxy for a person entitled to vote in accordance with a direction on the proxy form, or
- by the Chairman of the AGM as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

The vote on this resolution is advisory only and does not bind the Directors or the Company; however, the Directors may take into future consideration the shareholders' vote on this matter. A reasonable opportunity will be provided to shareholders to ask questions or make comments on the Remuneration Report at the AGM.

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Item 2 – Re-election of Mr David Baffsky AO as a Director

Mr Baffsky AO was appointed as a Director of Ariadne on 18 March 2008 and Chairman of the Board on 13 January 2009. He retires by rotation in accordance with Rule 19 of the Company's Constitution and, being eligible, offers himself for re-election.

Mr Baffsky holds a law degree from the University of Sydney and was the founder, and until 1991, the senior partner of a Sydney legal firm specialising in commercial and fiscal law. Mr Baffsky is Honorary Chairman (formerly Executive Chairman between 1993 and 2008) of Accor Asia Pacific, which is the largest hotel management company in the Asia Pacific region. He is Chairman of Investa Property Group and a board member of Destination NSW.

Amongst previous roles, Mr Baffsky was a director of The George Institute, The Australian Brandenburg Orchestra and a board member of Sydney Olympic Park Authority. He was a Director of SATS Limited, Chairman of Food & Allied Support Services Corporation Ltd, a Trustee of the Art Gallery of NSW, Chairman of Voyages Indigenous Tourism Ltd and a Director of the Indigenous Land Corporation. He was a member of the Business Government Advisory Group on National Security and a member of the Federal Government's Northern Australia Land and Water Taskforce.

In 2001 Mr Baffsky was made an Officer in the General Division of the Order of Australia and in 2003 he received the Centenary Medal. In 2004 he was recognised as the Asia Pacific Hotelier of the Year. In 2012 he was awarded the Chevalier in the Order of National Légion d'Honneur of France.

Mr Baffsky was appointed to the Ariadne Audit and Risk Management Committee on 18 March 2008.

All other Directors believe that Mr Baffsky, an independent director, makes a valuable contribution to the Company and recommend that shareholders vote in favour of the re-election of Mr Baffsky as a Director.

Item 3 – Re-election of Mr John Murphy as a Director

Mr Murphy was appointed as a Director of Ariadne on 6 December 2006. He retires by rotation in accordance with Rule 19 of the Company's Constitution and, being eligible, offers himself for re-election.

Mr Murphy was a partner in international accounting firm Arthur Andersen where he specialised in merger and acquisition and insolvency and reconstruction. He held management positions in that firm at the Australian, regional and global level. He has also spent twenty years as the founder and managing director of various private equity funds including Investec Wentworth Private Equity Limited and Adexum Capital limited. He was a Director of Investec Bank Australia Limited from 2004 until 2013.

Mr Murphy has extensive public company experience having been a Director of listed companies Southcorp Limited, Specialty Fashion Group Limited, Vocus Communications Limited, Gale Pacific Limited, Redflex Limited, and Australian Pharmaceutical Industries Limited.

Mr Murphy was appointed to the Ariadne Audit and Risk Management Committee on 6 December 2006 and was elected Committee Chairman on 18 March 2008.

All other Directors believe that Mr Murphy, an independent director makes a valuable contribution to the Company and recommend that shareholders vote in favour of the re-election of Mr Murphy as a Director.

Item 4 – Appointment of Grant Thornton Audit Pty Ltd as Auditor of the Company

As part of the Board's commitment to good corporate governance and the effective operation of the business, the Audit Committee conducted a review of the current audit appointment together with alternative audit service providers. Following a tender process, including a detailed review and assessment of the capabilities of alternate firms, the Audit Committee recommended to the Board, and the Board has proposed that Grant Thornton Audit Pty Ltd ("Grant Thornton") be appointed as the Company's Auditor. If Grant Thornton are appointed as Auditor, arrangements are in place between Ariadne, Deloitte Touche Tohmatsu and Grant Thornton to ensure a smooth transition between audit firms.

Deloitte Touche Tohmatsu will request the consent of the Australian Securities and Investments Commission ("ASIC") to resign as the Company's Auditor with effect from the close of this AGM. Subject to ASIC consenting to the resignation of Deloitte Touche Tohmatsu and shareholders' approval and having received Grant Thornton's prior written consent, it is proposed Grant Thornton be appointed the Company's Auditor. A copy of the nomination of Grant Thornton's as Auditor of the Company is set out in Annexure A hereto.

If this resolution is passed, the appointment of Grant Thornton as the Company's Auditor will take effect at the close of this Meeting.

The Directors of Ariadne recommend that shareholders vote in favour of the proposed resolution.

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ANNEXURE A

The Company Secretary
Ariadne Australia Limited
Level 27, Chifley Tower
2 Chifley Square
Sydney NSW 2000

25 August 2020

Dear Sir

ARIADNE AUSTRALIA LIMITED
NOMINATION OF AUDITOR

I, John Murphy being a director of a member of Ariadne Australia Limited ("Company"), subject to ASIC's consent of Deloitte Touche Tohmatsu's resignation, hereby nominate Grant Thornton Audit Pty Ltd for appointment as auditor of the Company, pursuant to s328B of the *Corporations Act 2001* (Cth), at the next Annual General meeting of the Company or any adjournment thereof. Please distribute copies of this notice of nomination as required by s328B(3) and (4) of the *Corporations Act 2001*.

Yours sincerely



John Murphy
Director

APM Enterprises Pty Ltd in its capacity as Trustee of the Murphy Family No 3
27 Fairlight Crescent, Fairlight NSW, 2094

ARIADNE

Ariadne Australia Limited

ABN 50 010 474 067

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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 **11:00am (AEDT)**
Wednesday 14 October 2020.

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.

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:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 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

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I/we being a member/s of Ariadne Australia Limited hereby appoint

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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 Ariadne Australia Limited to be held virtually (Refer to the Notice of Meeting) on Friday, 16 October 2020 at 11:00 am (AEDT) 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 Item 1 (except where I/we have indicated a different voting intention in step 2) even though Item 1 is 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 Item 1 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 poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr David Baffsky as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr John Murphy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Appointment of Grant Thornton Audit Pty Ltd as Auditor of the Company	<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

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Computershare

