

ASX Announcement

14 October 2020

Notice of Annual General Meeting

Attached is a copy of IPH Limited's Notice of Annual General Meeting, sample Proxy Form and Question Form, with a letter from the Chairman. The Annual General Meeting will be held as a virtual (online) meeting on Thursday 19 November 2020 at 10.30am (AEST).

For more information, please contact: Martin Cole Managing Director Capital Markets Communications Tel: +61 403 332 977

Authorised for release to the ASX by: The Board of Directors

About IPH Limited

IPH Limited ("IPH", ASX:IPH), the holding company of AJ Park, Griffith Hack, Pizzeys, Practice Insight, Shelston IP and Spruson & Ferguson, is the leading intellectual property ("IP") services group in the Asia-Pacific region offering a wide range of IP services and products. These services are provided across Australia, New Zealand, Papua New Guinea, the Pacific Islands and Asia from offices in Sydney, Brisbane, Melbourne, Canberra, Perth, Auckland, Wellington, Singapore, Kuala Lumpur, Jakarta, Beijing, Hong Kong and Bangkok. The group comprises a multidisciplinary team of approximately 900 people, including some of the most highly regarded IP professionals in the Asia-Pacific region. The team services a diverse client base of Fortune Global 500 companies and other multinationals, public sector research organisations, foreign associates and local clients. IPH was the first IP services group to list on the Australian Securities Exchange.



14 October 2020

Dear Shareholder

I have pleasure in inviting you to attend the Annual General Meeting (Meeting) of IPH Limited (the Company) to be held as a virtual (online) meeting on Thursday 19 November 2020 at 10.30am (AEST).

In light of the current restrictions on people gatherings during the COVID-19 pandemic, and to protect the health and safety of persons attending the Meeting, the Board has decided to hold the 2020 Annual General Meeting as a virtual (online) meeting. On 6 May 2020, temporary modifications to the Corporations Act under the Corporations (Coronavirus Economic Response) Determination (No. 1) 2020 (Determination) took effect to facilitate holding meetings via virtual technology. ASIC strongly encourages companies to hold 'virtual' meetings and ASX supports this position.

Our Notice of Meeting will be released online, lodged on the ASX Market Announcements Platform, and emailed to those shareholders who have previously provided an email address to the Company on 14 October 2020. We are not sending you a hard copy of the Notice of Meeting and the Online Guide which can be accessed and downloaded from our website www.iphltd.com.au. This approach is consistent with the relief provided under the Determination in response to the COVID-19 pandemic.

Shareholders can attend the virtual Meeting through the online platform: https://agmlive.link/IPH20.

There will be no physical meeting where Shareholders can attend. The online platform will allow Shareholders to participate in the Meeting by:

- joining the online Meeting in real time;
- asking questions through the online platform during the Meeting; and
- voting on the Resolutions by direct voting during the online Meeting.

Details on the resolutions being put to Shareholders this year, and how to attend and vote at the Meeting are set out in the Notice of Meeting. All resolutions will be decided by a poll.

Shareholders who are unable to join the Meeting are encouraged to cast a direct vote prior to the Meeting or, alternatively, to appoint a proxy to attend and vote on your behalf. If you direct your proxy how to vote, your votes will be cast at the Meeting in accordance with your directions.

Shareholders can cast their direct vote or appoint a proxy online at: https://www.linkmarketservices.com.au/corporate/ home.html, or by completing and lodging a voting form or proxy form before the Meeting in accordance with the instructions provided in the Notice of Meeting. Voting forms and proxy forms must be submitted no later than 10:30am (AEST) on 17 November 2020.

Even if you plan to attend the Meeting online, we encourage you to submit votes ahead of the Meeting so that your vote will be counted if for any reason you cannot attend (for example if there is an issue with your internet on the day of the Meeting).

Level 24, Tower 2, Darling Park, 201 Sussex Street, Sydney NSW 2000, Australia • P: +61 2 9393 0301 • F: +61 2 9261 5486 • E: info@iphltd.com.au



Shareholders can also ask the Directors and Auditor questions before the Meeting by:

- completing and submitting the enclosed Question Form by 5:00 pm (AEST) 12 November 2020; or
- lodging questions online at https://www.linkmarketservices.com.au/corporate/home.html by no later than 5:00 pm (AEST) 12 November 2020.

In order to participate, Shareholders and proxy holders will need a desktop or mobile/tablet device with internet access to log onto the online platform on the morning of the Meeting and provide their details (including their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) as applicable) and postcode to be verified as a Shareholder or proxy holder. Proxy holders will be emailed their proxy code by Link Market Services Limited 24 hours prior to the commencement of the Meeting.

We recommend logging onto our online platform at least 15 minutes prior to the scheduled start time.

An Online Meeting Guide containing further information regarding virtual Meeting attendance is available on the IPH website at www.iphltd.com.au.

Thank you for understanding this process and for your continued support of IPH Limited.

Yours sincerely,

June

Richard Grellman AM Chairman IPH Limited



ACN 169 015 838

Notice of Annual General Meeting

To be held on Thursday 19 November 2020 as a virtual meeting at:

https://agmlive.link/IPH20

Commencing at 10:30 am (AEST)

IPH Limited ACN 169 015 838

Notice of Annual General Meeting

IPH Limited (**Company**) will hold its Annual General Meeting at 10.30am (AEST) on Thursday, 19 November 2020 in a virtual (online) format at <u>https://agmlive.link/IPH20</u>.

Items of business

1. Chairman and Managing Director Presentations

2. Discussion of Financial Statements and Reports

To discuss the financial report of the Company and the reports of the Directors and the Auditor for the financial year ended 30 June 2020.

3. Re-election of Mr Richard Grellman, AM

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

"That, Mr Richard Grellman, being eligible, be re-elected as a Director."

4. Approval of the Award of Performance Rights to Dr Andrew Blattman

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

"That the award of 163,613 performance rights to Dr Andrew Blattman, in accordance with the terms of the Incentive Plan and otherwise on the terms and conditions set out in the Explanatory Memorandum, be approved for all purposes."

5. Ratification of Agreement to Issue Baldwins Acquisition Shares

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

"That, the agreement by the Company to issue the Baldwins Acquisition Shares to the Baldwin Vendors on Completion of the Baldwins Acquisition and otherwise as described in the Explanatory Memorandum be ratified and approved for the purposes of ASX Listing Rule 7.4 and for all other purposes."

6. Adoption of Remuneration Report

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

"That the Remuneration Report for the financial year ended 30 June 2020 be adopted."

Other information

Attending the AGM and voting online

Shareholders and proxy holders can watch and participate in the Meeting virtually via desktop or mobile/tablet device with internet access. To access the Meeting you will need to:

- log onto the online platform on the morning of the Meeting by entering the following URL in your browser <u>https://agmlive.link/IPH20;</u>
- provide your details (including your Shareholder Reference Number (SRN) or Holder Identification Number (HIN) as applicable) and postcode; and
- be verified as a Shareholder or proxy holder.

Proxy holders will be emailed by Link Market Services Limited their proxy code 24 hours prior to the Meeting.

We recommend logging onto our online platform at least 15 minutes before the Meeting.

An Online Meeting Guide containing further information regarding virtual Meeting attendance is available on the IPH website.

Technical difficulties

Technical difficulties may arise during the course of the Meeting. The Chairman has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chairman may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to submit votes ahead of the Meeting by casting a direct vote or, alternatively appointing a proxy by 10:30am (AEST) on 17 November 2020 even if they plan to attend online.

Entitlement to vote

The Directors have decided that for the purpose of determining entitlements to attend and vote at the Meeting, Shares will be taken to be held by the persons who are the registered holders at 7:00 pm (AEST) on 17 November 2020. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

How to vote

Shareholders entitled to vote at the Meeting may vote:

- by casting direct votes prior to the Meeting using the voting form accompanying this Notice, or by voting directly online at <u>https://www.linkmarketservices.com.au/corporate/home.html</u>; or
- by attending the Meeting and voting using the online platform; or
- by appointing an attorney to attend the Meeting and vote using the online platform on their behalf or, in the case of corporate members or proxies, a corporate representative to attend the Meeting and vote on its behalf using the online platform; or
- ➢ by appointing a proxy to attend and vote on their behalf using the online platform, using the proxy form accompanying this Notice. A proxy may be an individual or a body corporate.

To vote by attorney at the Meeting, the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed must be received by the Registry before 10:30am (AEST) on 17 November 2020 by post to the Registry at:

 Link Market Services Limited Locked Bag A14
 Sydney South, NSW 1235
 Australia

To vote in person, you or your proxy, attorney, representative or corporate proxy representative must attend the Meeting using the online platform to be held at <u>https://agmlive.link/IPH20</u> on 19 November 2020 at 10:30am (AEST).

A vote cast in accordance with the appointment of a proxy or power of attorney is valid even if before the vote was cast the appointor:

➤ died;

- became mentally incapacitated;
- revoked the proxy or power; or
- transferred the Shares in respect of which the vote was cast,

unless the Company received written notification of the death, mental incapacity, revocation or transfer before the Meeting or adjourned meeting.

Direct voting

Shareholders wishing, prior to the Meeting, to vote directly on Resolutions to be considered at the Meeting must:

- complete and sign or validly authenticate the voting form, which is attached to this Notice and deliver the signed and completed voting form to the Company by 10:30am (AEST) on 17 November 2020 in accordance with the instructions below; or
- vote online at <u>https://www.linkmarketservices.com.au/corporate/home.html</u> by 10:30am (AEST) on 17 November 2020.

If you cast a direct vote prior to the Meeting you may still attend the virtual Meeting. If you attend the Meeting, the Chairman has determined that your direct vote will not be cancelled unless you cast a live vote during the Meeting.

Voting by proxy

Shareholders wishing to vote by proxy at the Meeting must:

- complete and sign or validly authenticate the proxy form, and deliver the signed and completed proxy form to the Company by 10:30am (AEST) on 17 November 2020 in accordance with the instructions below; or
- Iodge their proxy vote online at www.linkmarketservices.com.au by 10:30am (AEST) on 17 November 2020 in accordance with the instructions below.

A person appointed as a proxy may be an individual or a body corporate.

Undirected and directed proxies

The Company encourages you to actively direct your proxy how to vote on each item of business by marking the appropriate boxes on the proxy form.

Voting restrictions that may affect your proxy appointment

Voting restrictions apply to Items 4, 5 and 6 and details of those voting restrictions are set out in the Explanatory Memorandum.

Due to the voting exclusions that apply to Items 4 and 6, any of the Company's Key Management Personnel and their Closely Related Parties will not be able to vote your proxy on Resolutions 4 and 6, and with respect to Resolution 4 only, Directors or any of their Associates will not be able to vote your proxy in favour of that Resolution, unless you have directed them how to vote on the proxy form. The Chairman of the Meeting can cast undirected votes on Items 4 and 6 under the authorisation to do so on the proxy form.

If you intend to appoint a member of the Key Management Personnel or one of their Closely Related Parties as your proxy, you are encouraged to direct them how to vote on Items 4 and 6 by marking the proxy form accordingly for that Resolution.

If you appoint the Chairman of the Meeting as your proxy, you can direct him or her how to vote by marking the boxes for each Item. Alternately, you can decide not to mark any of the boxes and he or

she can cast your votes on each of the Resolutions. The Chairman of the Meeting will vote available proxies on, and in favour of, all of the proposed Resolutions.

Submitting direct voting forms and proxy votes

Shareholders wishing to submit direct voting forms or proxy votes for the Meeting must return the attached voting form or proxy form to the Company no later than 10:30am (AEST) on 17 November 2020 in any of the following ways:

By post to the Registry at:

Link Market Services Limited Locked Bag A14 Sydney South, NSW 1235 Australia

By fax to the Registry on:

+61 2 9287 0303

Lodged online at:

https://www.linkmarketservices.com.au/corporate/home.html

In person to the Registry at:

Link Market Services Limited Level 12, 680 George Street Sydney, NSW 2000

Note: direct voting forms and proxies may not be returned by email.

Shareholder Questions

Shareholders who are unable to attend the online Meeting or who may prefer to register questions in advance of the Meeting are invited to do so.

Please log onto <u>https://www.linkmarketservices.com.au/corporate/home.html</u> select "Voting" then click "Ask a Question", or alternatively complete and submit the attached question form. To allow time to collate questions and prepare answers, please submit any questions by completing and submitting the question form by 5.00pm (AEST) on 12 November 2020 or by lodging questions online by no later than 5.00pm (AEST) on 12 November 2020.

Questions will be collated and, during the Meeting, the Chairman will seek to address as many of the more frequently raised relevant questions as possible. Please note that individual responses will not be sent to Shareholders.

By order of the Board

Philip Heuzenroeder Company Secretary 14 October 2020

IPH Limited ACN 169 015 838

Explanatory Memorandum

This Explanatory Memorandum sets out further information regarding the proposed Resolutions to be considered by Shareholders of IPH Limited (**IPH** or the **Company**) at the Annual General Meeting of Shareholders to be held in a virtual format at <u>https://agmlive.link/IPH20</u> on 19 November 2020 at 10:30am (AEST).

Item 1: Chairman and Managing Director Presentations

The Chairman and the Managing Director will each give a presentation.

Item 2: Discussion of Financial Statements and Reports

Item 2 allows Shareholders the opportunity to consider the Company's Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2020. These reports will be laid before the Meeting.

There is no requirement for Shareholders to approve these reports. However, Shareholders will be given the opportunity to raise questions about, or make comments on, the reports and the practices and management of the Company at the Meeting.

The Chairman will also give Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent 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 3: Re-election of Mr Richard Grellman. AM

Item 3 provides for the re-election of Mr Richard Grellman as Director.

Mr Grellman was appointed independent Non-Executive Chairman in September 2014 and in October 2017 and, being eligible, offers himself for re-election as a director of the Company.

Mr Grellman worked for KPMG for 32 years, mostly within the Corporate Recovery Division and was a partner from 1982 to 2000. Mr Grellman is currently the Tribunal of the Statutory and Other Officers Remuneration Tribunal (SOORT), appointed by the Governor of NSW.

Mr Grellman is Chairman of Fastbrick Robotics Ltd and Bisalloy Steel Group Limited, and lead Independent Director of Salvation Army Australia.

Board recommendation

The non-candidate Directors unanimously recommend that Shareholders vote in favour of this Resolution. In making this recommendation, the Board took into account Mr Grellman's performance, the skills, expertise and experience he brings to the Board and the length of time served as a Director.

Item 4: Approval of the Award of Performance Rights to Dr Andrew Blattman

The Company is proposing to award 163,613 performance rights (**FY21 Rights**) to Chief Executive Officer and Managing Director, Dr Andrew Blattman. ASX 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:

- 10.14.1 a director of the company;
- 10.14.2 an associate of a director of the company; or
- 10.14.3 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.

Dr Blattman is a Director of the Company and the issue of any performance rights to him falls within ASX Listing Rule 10.14.1 above and therefore requires the approval of the Shareholders under ASX Listing Rule 10.14.

Item 4 seeks the required Shareholder approval for the award of the FY21 Rights to Dr Blattman, and any consequential issue of Shares to, or acquisition of Shares on behalf of, Dr Blattman under the Incentive Plan under and for the purposes of ASX Listing Rule 10.14.

If the Resolution is passed, the Company will be able to proceed with the award of the FY21 Rights to Dr Blattman and any consequential issue of Shares to, or acquisition of Shares on behalf of, Dr Blattman under the Incentive Plan.

If Resolution is not passed, the Company will not be able to proceed with the award of the FY21 Rights to Dr Blattman under the Incentive Plan.

Rationale for number and choice of awards

The Directors have considered the amount and composition of remuneration for Dr Blattman, including against available remuneration benchmarks for like businesses and roles, and the Company's strategic, short and medium term objectives. Following such review, the Directors consider a significant proportion of the total potential remuneration of Dr Blattman should be in the form of long-term incentive opportunity so as to further align the interests of Dr Blattman with the interests of the Company and its shareholders.

The number of FY21 Rights has therefore been determined by dividing an amount of \$1,250,000 (equal to a potential opportunity of 100% of Dr Blattman's base remuneration) by the 20 day volume weighted average share price (**VWAP**) of the Company's shares traded on the ASX over the 20 trading days prior to 1 July 2020 (being \$7.64), rounded up to the nearest whole number.

In addition to the proposed award of FY21 Rights, and base remuneration of \$1,250,000, Dr Blattman will also be granted a short-term incentive opportunity of up to \$412,500. Accordingly, approximately 43% of Dr Blattman's total FY21 remuneration opportunity will comprise long term incentive rights conditional upon growth in the earnings of the Company under Dr Blattman's leadership over a three-year period, as further detailed below.

Terms on which the performance rights will be issued to Dr Blattman

Subject to satisfaction of vesting conditions and any adjustments for capital reconstructions, each performance right will entitle Dr Blattman to one IPH Share. Subject to these conditions, the performance rights will vest on 1 September 2023 and the Shares will be issued to Dr Blattman (following any adjustment) on or about this date.

A summary of the terms of the Incentive Plan is set out in Attachment A.

Vesting conditions

In 2019 the Board reviewed the Long Term Incentive (LTI) Earnings Per Share (EPS) targets taking into account shareholder feedback and appropriate levels of growth for IPH to pursue in the markets in which the Group operates. The LTI targets as outlined below have been calibrated to align with internal objectives and external expectations whilst maintaining an appropriate level of stretch. The Board and management will continue to apply a disciplined approach to investing the Group's capital when evaluating acquisition opportunities.

The performance rights will vest subject to the Company's achievement of minimum compound annual growth rates in underlying EPS over the performance period of 1 July 2020 to 30 June 2023.

The relevant EPS targets for the performance rights are as follows:

- Minimum EPS Target a 5% compound annual growth rate (CAGR) in EPS over the three-year performance period ending on 30 June 2023, resulting in EPS being 42.72 cents/Share in the financial year beginning on 1 July 2022 to 30 June 2023 (FY23).
- EPS Target a 12.5% CAGR in EPS over the three-year performance period ending on 30 June 2023, resulting in EPS being 52.54 in FY23.

For vesting to occur, the IPH group's EPS for the relevant performance period must be at least equal to the Minimum EPS Target for that period.

The following table outlines how the vesting of the performance rights will occur based on the IPH group's EPS performance over the relevant performance period.

EPS Performance Levels	Percentage of EPS Performance Rights that vest
Less than the Minimum EPS Target (5% CAGR in EPS over the performance period)	Nil vesting
Equal to a 5% CAGR in EPS over the performance period	25% vesting
For CAGR in EPS greater than 5% up to 12.5% CAGR in EPS over the performance period.	Pro-rated vesting on a straight line basis
At or above the EPS Target (12.5% CAGR in EPS over the performance period)	100% vesting

The vesting conditions for the FY21 Rights may be varied or waived in accordance with the rules of the Incentive Plan.

Restrictions on dealing

No restriction periods will be imposed by the Company with respect to the issue of any Shares to Dr Blattman upon vesting of his performance rights, however Dr Blattman may elect by 1 December 2020 to impose a restriction period on any Shares issued to him on the vesting of his performance rights.

Dr Blattman may nominate one of the following three dates for the restriction period to end (unless he ceases employment earlier, in which case, the restriction period will end on the date of termination of his employment):

- 1 July 2026 (three years), or
- 1 July 2029 (six years), or
- > 1 July 2032 (nine years).

During the restriction period, the Shares will either be subject to a holding lock or held in an employee share trust. Dr Blattman will be entitled to receive dividends on the Shares and to vote in respect of those Shares. Once the restriction period ends, Dr Blattman will be free to deal with the Shares, subject to the Company's Share Trading Policy.

If Dr Blattman does not elect to impose a restriction period by 1 December 2020, no restriction period will apply and he will be free to deal in shares allocated to him on vesting and exercise of his performance rights subject to the requirements of the Company's Share Trading Policy.

ASX Listing Rule 10.15

ASX Listing Rule 10.15 sets out a number of matters which must be included in a notice of meeting for a proposed approval under ASX Listing Rule 10.14. The following information is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

Name of person to whom the performance rights will be	Dr Blattman, Chief Executive Officer and Managing Director of the Company.	
issued		
Category in ASX Listing Rules 10.14.1 – 10.14.3 the person falls within and why	Dr Blattman is a Director of the Company and falls within ASX Listing Rule 10.14.1.	
Number and class of securities to be issued under the Incentive Plan	163,613 performance rights. Subject to satisfaction of vesting conditions and any adjustments for capital reconstructions, each performance right will entitle Dr Blattman to one IPH Share.	
Details of Dr Blattman's current total remuneration package	 Dr Blattman's remuneration package for FY21 consists of: 1. Total fixed remuneration of \$1,250,000 (inclusive of superannuation). 	
	2. Variable renumeration comprising of:	
	grant of the FY21 Rights under the Incentive Plan with a value of \$1,250,000; and	
	grant of a short-term incentive opportunity of up to \$412,500.	
	Shareholders are referred to the Company's FY20 Remuneration Report for further details of Dr Blattman's remuneration.	
Securities previously issued to Dr Blattman under the Incentive Scheme	Dr Blattman has previously been awarded 531,265 performance rights under the Incentive Plan at no cost as part of his remuneration. Further details of these performance rights are set out below in this table in the "other participants' section.	
	On 11 September 2020:	
	 117,585 of the 531,265 performance rights awarded to Dr Blattman vested and 117,585 Shares were issued to Dr Blattman; and 	
	2. 39,195 of the 531,265 performance rights awarded to Dr Blattman lapsed.	
Why performance rights are being issued	The Company uses performance rights under the Incentive Plan because they create share price alignment between Dr Blattman and ordinary Shareholders but do not provide Dr Blattman with the full benefits of Share ownership (such as dividend and voting rights) unless and until the performance rights vest.	

Issue date	The performance rights are intended to be issued as soon as practicable following the Meeting, but in any event, will be issued no later than 12 months after the date of the Meeting.	
Price	No amounts will be payable by Dr Blattman for the grant of performance rights or for Shares issued on vesting of the performance rights.	
Material terms of the Incentive Plan	A summary of the terms of the Incentive Plan is set out in Attachment A.	
Loan	There will be no loan relating to Dr Blattman's acquisition of the performance rights or for the Shares issued on vesting of the performance rights.	
Other participants	Other than Dr Blattman, no other persons referred to in ASX Listing Rule 10.14 (including the Directors and associates of Directors) have received securities under the Incentive Plan since its approval at the 2016 annual general meeting of the Company and then again at the 2019 annual general meeting of the Company.	
	Dr Blattman was granted:	
	 156,780 performance rights for nil cost on 21 November 2017, as approved by the Company's Shareholders at the 2017 annual general meeting; 	
	198,676 performance rights for nil cost on 27 November 2018, as approved by the Company's Shareholders at the 2018 annual general meeting; and	
	175,809 performance rights for nil cost on 29 November 2019, as approved by the Company's Shareholders at the 2019 annual general meeting.	
	Each of the Directors (being, Richard Grellman, Robin Low, John Atkin, Andrew Blattman and Jingmin Qian) is eligible to participate in the Incentive Plan, however there is no present intention for any non-executive Director to receive a grant of awards under the Incentive Plan.	
Further information	Details of any securities issued under the Incentive Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.	
	Any additional persons covered by ASX Listing Rule 10.14 who became entitled to participate in an issue of securities under the Incentive Plan after the Resolution is approved and who were not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.	

Board recommendation

The Directors (other than Dr Blattman who abstains because of his interest in the Resolution) unanimously recommend that Shareholders vote in favour of this Resolution.

Voting exclusion

The Company will disregard any votes cast:

- in favour of Item 4 by or on behalf of any Director who is eligible to participate in the Incentive Plan or any of their Associates; and
- in favour of Item 4 as a proxy by a member of the Key Management Personnel or any of their Closely Related Parties.

However, the Company need not disregard a vote if it is cast on the Resolution:

- as proxy or attorney for a person entitled to vote on the Resolution in accordance with their directions of how to vote as set out in the proxy appointment;
- as proxy for a person entitled to vote on the Resolution by the Chairman pursuant to an express authorisation to exercise the proxy to vote as the Chairman thinks fit; or
- by a holder 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 holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Item 5 – Ratification of Agreement to Issue Baldwins Acquisition Shares

On 9 June 2020 (**Acquisition Agreement Date**), the Company's subsidiary, AJ Park, entered into an agreement to acquire the Baldwins Intellectual Property Business. As part of the consideration for this acquisition, the Company has agreed to issue the Baldwins Acquisition Shares to the Baldwin Vendors (**Share Issue Agreement**). The Company is seeking approval for the Share Issue Agreement under Item 5 for the purposes of ASX Listing Rule 7.4 as discussed below.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 of the ASX Listing Rules limits the amount of equity securities that a listed company can issue or agree to issue without the approval of shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of the period. In calculating the 15% limit, an entity is entitled to deduct any ordinary securities issued in the 12 month period that were issued or agreed to be issued with the approval of shareholders for the purposes of ASX Listing Rule 7.1.

The Share Issue Agreement does not fit within any of the permitted exceptions and, as it has not yet been approved by the Company's Shareholders, the Share Issue Agreement uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the Acquisition Agreement Date.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue or agreement to issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue or agree to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue or agree to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Resolution in Item 5 seeks Shareholder approval for the Share Issue Agreement under and for the purposes of Listing Rule 7.4.

If the Resolution in Item 5 is passed, the Share Issue Agreement will be <u>excluded</u> in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the

Company can issue or agree to issue without Shareholder approval over the 12 month period following the Acquisition Agreement Date.

If the Resolution in Item 5 is not passed, the Share Issue Agreement will be <u>included</u> in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue or agree to issue without Shareholder approval over the 12 month period following the Acquisition Agreement Date.

Information required to be provided under ASX Listing Rule 7.5

In accordance with the requirements of ASX Listing Rule 7.5, the Company provides the following information in connection with the approval of the Share Issue Agreement.

Persons to whom the Company has agreed to issue securities	The Company agreed to issue the Baldwins Acquisition Shares to the persons set out below (each a vendor of the Baldwins Intellectual Property Business and referred to as a Baldwin Vendor):	
	David Westlake Jones; Densions Jone Catley ATE the Catley Trust:	
	Penelope Jane Catley ATF the Catley Trust; Christian Dominic Advisor Ways and	
	 Christian Dominic Adrian Way; and Andrew Locke-Fearon 	
	Andrew Locke-Fearon.	
	The Baldwin Vendors are not related parties of the Company.	
Number and class of shares	The Baldwins Acquisition Shares the Company agreed to issue comprise the number of Shares determined by dividing an amount equal to 35% of NZ\$7,500,000 (converted to Australian dollars at the spot rate of exchange for the purchase of A\$ using NZ\$ in the Sydney foreign exchange market at or about 11:00am (Sydney, Australia time) on the trading day immediately prior to the date of Completion of the Baldwins Acquisition) by the volume weighted average price (as defined in the ASX Listing Rules) of Shares over the 20 trading days ending on the trading day immediately prior to the date of the date of Completion of the Baldwins Acquisition.	
Terms of shares issued	The Baldwins Acquisition Shares are fully paid ordinary shares and rank equally with and are issued on the same terms as other Shares in the Company.	
	The Baldwins Acquisition Shares are subject to a 2 year escrow period, subject to certain exceptions.	
Date of share issue	The Baldwins Acquisition Shares will be issued on Completion of the Baldwins Acquisition, which is currently scheduled to occur on 16 October 2020. In any event, the Baldwins Acquisition Shares will be issued no later than 3 months after the date of the Meeting.	
Price or consideration	The Baldwins Acquisition Shares will be issued at a notional issue price equal to the volume weighted average price (as defined in the Listing Rules) of Shares over the 20 trading days ending on the trading day immediately prior to the date of Completion of the Baldwins Acquisition. However, no funds will be raised from the issue of the Baldwins Acquisition Shares.	

Purpose of the Share issue	 The Baldwins Acquisition Shares will be issued to the Baldwin Vendors as part of the consideration payable by AJ Park for the acquisition of the Baldwins Intellectual Property Business. AJ Park entered into a business purchase agreement on 9 June 2020 pursuant to which it agreed to purchase the Baldwins Intellectual Property Business (Acquisition Agreement). The transaction is scheduled to complete on 16 October 2020. The issue of the Baldwins Acquisition Shares will occur on Completion of the Baldwins Acquisition. 	
Material terms of the agreement under which the Shares will be issued		
	• Established in 1896, Baldwins Intellectual Property is a well- known New Zealand intellectual property firm, with high quality intellectual property professional staff working from Auckland and Wellington offices. Clients include large multi-national corporations, universities, government agencies, start-ups and individual inventors.	
	• The total purchase consideration for the acquisition is approximately NZ\$7.9m (approximately AU\$7.4m) including deferred consideration of NZ\$0.4m (approximately AU\$0.4m).	
	• The issue of the Baldwins Acquisition Shares will represent approximately 35% of the initial purchase consideration payable for the Baldwins Intellectual Property Business. The deferred consideration is to be settled in cash.	
	• The Baldwins Acquisition Shares will be subject to a 2 year escrow period.	

Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

Voting exclusion

The Company will disregard any votes cast on Item 5 by any person who will participate in the issue of the Baldwins Acquisition Shares or any person who is a party to the Agreement and any of their Associates.

However, the Company need not disregard a vote if it is cast on the Resolution:

- as proxy or attorney for a person entitled to vote on the Resolution in accordance with their directions of how to vote as set out in the proxy appointment;
- as proxy for a person entitled to vote on the Resolution by the Chairman pursuant to an express authorisation to exercise the proxy to vote as the Chairman thinks fit; or
- by a holder 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 holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Item 6 - Adoption of Remuneration Report

Item 6 provides Shareholders the opportunity to vote on the Company's Remuneration Report. Under section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to a vote of Shareholders at the Company's Annual General Meeting.

The vote on this Resolution is only advisory to the Company and does not bind the Board or the Company.

The Remuneration Report is set out in, and forms part of, the Director's Report within the 2020 Annual Report.

The Chairman of the Meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this Meeting when reviewing the Company's remuneration policies.

Board recommendation

The Directors consider that the remuneration policies adopted by the Company are appropriately structured to provide rewards that are linked to the performance of both the Company and the individual. On that basis, the Directors unanimously recommend that Shareholders vote in favour of this advisory Resolution.

Voting exclusion

The Company will disregard any votes cast:

- in favour of Item 6 as a member of the Key Management Personnel (whose remuneration is disclosed in the Remuneration Report) and any of their Closely Related Parties; and
- in favour of Item 6 as a proxy by a member of the Key Management Personnel or any of their Closely Related Parties.

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

- > in accordance with their directions of how to vote on the proxy form; or
- by the Chairman of the Meeting pursuant to an express authorisation set out in the proxy form to vote as the proxy decides.

Glossary

Acquisition Agreement means the business purchase agreement entered into by AJ Park on 9 June 2020 pursuant to which AJ Park agreed to purchase the Baldwins Intellectual Property Business.

AJ Park means AJ Park IP Limited (Company No. 6483512) of Level 22, State Insurance Tower, 1 Willis Street, Wellington, New Zealand.

Associate has the same meaning as that under the ASX Listing Rules.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of the ASX.

Auditor means Deloitte Touché Tohmatsu.

Baldwins Acquisition Shares means the Shares to be issued to the Baldwins Vendors as described in Item 5.

Baldwins Intellectual Property means New Zealand intellectual property firm, Baldwins Intellectual Property.

Baldwins Intellectual Property Business means the business of Baldwins Intellectual Property.

Baldwin Vendors means each of David Westlake Jones, Penelope Jane Catley as trustee for the Catley Trust, Christian Dominic Adrian Way and Andrew Locke-Fearon.

Board means the board of Directors of the Company.

Chairman means the chairman of the Meeting.

Closely Related Party means closely related party of a Key Management Personnel and includes (among others), a spouse, child or dependent of the Key Management Personnel and a company controlled by the Key Management Personnel.

Company means IPH Limited (ACN 169 015 838).

Completion of the Baldwins Acquisition means completion of the purchase of the Baldwins Intellectual Property Business by AJ Park.

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a Director of the Company.

Explanatory Memorandum means this explanatory memorandum to the Notice.

Incentive Plan means the employee incentive plan of the Company last approved at the 2019 annual general meeting of the Company.

Item means an item of business to be considered at the Meeting as set out in the Notice.

Key Management Personnel means those persons having authority and responsibility for planning, directing and controlling the activities of the Group, whether directly or indirectly. The Company's Remuneration Report identifies the Company's key management personnel.

Meeting means this annual general meeting convened by the Notice.

Notice means this notice of meeting.

Registry means Link Market Services Limited (ACN 083 214 537).

Resolution means a resolution to be considered at the Meeting as set out in the Notice.

Share means an ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Attachment A

Summary of the Incentive Plan

The Incentive Plan is an employee incentive plan, under which options or performance rights to subscribe for or be transferred Shares (**Awards**) may be offered to eligible executives (including employees (including executive directors), non-executive directors, contractors or casual employees who work the number of hours equivalent to 40% of a comparable full time position, any prospective employee, director or contractor and any other person who is declared by the Board to be eligible) selected by the Directors at their discretion.

Invitations

The invitations issued to eligible executives include information such as vesting conditions and any trading restrictions on dealing with Shares allocated on vesting or exercise of an Award. Upon acceptance of an invitation, the Directors will grant Awards in the name of the eligible executive. On vesting, one Award is exercisable into, or entitles the holder to, one Share, subject to certain variations as a result of the Company undergoing a reorganisation of capital. Unless otherwise specified in an invitation, the Directors have the discretion to settle Awards with a cash equivalent payment. Participants in the Incentive Plan will not pay any consideration for the grant of the Awards unless the Directors otherwise determine.

Awards not transferrable

Awards will not be listed and may not be transferred, assigned or otherwise dealt with except with the approval of the Directors (or by force of law upon death to the participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy). Awards will only vest where the vesting conditions and any other relevant conditions advised to the participant by the Directors have been satisfied. The Directors may determine such conditions (including vesting schedules) at their discretion.

Lapse of unvested Awards

An unvested Award will lapse in a number of circumstances including where vesting conditions are not satisfied within the relevant time period, the participant deals with the Award in breach of the rules of the Incentive Plan, or in the opinion of the Directors, a participant has acted fraudulently or dishonestly.

If a participant's employment or engagement with the Company (or its subsidiaries) terminates before the Awards have vested, the Awards will lapse (in the case of resignation or termination for cause), unless the invitation provides otherwise or the Directors in their absolute discretion determine that some or all of the unvested Awards will become vested.

Change in control

Where there is any transaction or event proposed that, in the opinion of the Directors, may result in a person becoming entitled to exercise control over the Company (including a takeover bid where the Directors have recommended the bid, or a court convenes a meeting of shareholders to vote on a proposed scheme of arrangement pursuant to which control of the majority of the Shares may change or a notice being sent to shareholders proposing a resolution for the winding up of the Company), the Directors may in their absolute discretion determine (having regard to any matter the Directors consider relevant) whether all or a part of the participant's unvested Awards:

- vest (whether subject to further conditions or not);
- lapse;
- remain subject to the applicable period for measurement, vesting dates, vesting conditions and/or exercise conditions; or

become subject to substitute or varied periods for measurement, vesting dates, vesting conditions and/or exercise conditions.

Where a change of control occurs and the Directors have not exercised a discretion as set out above, all of a participant's unvested Awards will lapse.

Change in capital structure

If there are certain variations of the share capital of the Company including a capitalisation or rights issue, subdivision, consolidation or reduction in share capital, the Directors may make such adjustments as they consider appropriate under Incentive Plan, in accordance with the provisions of the ASX Listing Rules.

If, prior to the exercise of an Award, the Company undergoes a reorganisation of capital the Board may, subject to all applicable laws and the ASX Listing Rules, make adjustments to the terms of the Awards to the extent necessary to comply with the ASX Listing Rules as they apply at the relevant time.

Dividend and voting rights

Participants who are holding an Award issued pursuant to the Incentive Plan have no rights to dividends and no rights to vote at meetings of the Company until that Award is vested and, where required, exercised, and the participant is the holder of a Share. Shares issued upon vesting and, where required, exercise, of the Awards will upon allotment rank equally in all respects with other Shares. The Company will apply for quotation on ASX of the Shares issued under the Incentive Plan.

New issues of Shares

An Award does not confer on a Participant the right to participate in new issues of Shares by the Company, including by way of bonus issue, rights issue or otherwise.

Amendments to the Incentive Plan and Awards

The Board may at any time amend all or any provisions of the Incentive Plan or the terms or conditions of any Award granted under the Plan. The exercise by the Board of any discretion granted under the Incentive Plan or the terms of an Award will not constitute an amendment of the provisions of the Incentive Plan.

The Board may at any time waive in whole or in part any terms or conditions (including any vesting conditions) in relation to any Awards granted under the Incentive Plan.

The Board may, at any time, terminate or suspend the Incentive Plan.



	ONLINE www.linkmarketservices.com.au
	BY MAIL IPH Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
	BY FAX +61 2 9287 0309
Ť	BY HAND Link Market Services Limited Level 12, 680 George Street, Sydney NSW 2000
0	ALL ENQUIRIES TO Telephone: +61 1300 554 474



VOTING FORM

I/We being a member(s) of IPH Limited and entitled to attend and vote hereby appoint:

or B	Α	VOTE DIRECTLY	OR	B APPOINT A PROXY
either A (elect to lodge my/our vote(s) directly (mark box)		the Chairman of the Meeting (mark box) OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy Name
STEP 1 Please mark e	 in relation to the Annual General Meeting of the Company to be held at 10:30am (AEST) on Thursday, 19 November 2020, and at any adjournment or postponement of the Meeting. You should mark either "for" or "against" for each item. Do not mark the "abstain" box. 			or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 10:30am (AEST) on Thursday, 19 November 2020 (the Meeting) and at any postponement or adjournment of the Meeting. The Meeting will be conducted as a virtual meeting and you can participate by logging in online at https://agmlive. link/IPH20 (refer to details in the Notice of Meeting and Virtual Meeting Online Guide). Important for Resolutions 4, 5 & 6: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 4, 5 & 6; even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).
				The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.
	VOT	ING DIRECTIONS		

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an 🗵

Re	solutions	For Against Abstain*		
3	Re-election of Mr Richard Grellman, AM			
4	Approval of the Award of Performance Rights to Dr Andrew Blattman			
5	Ratification of Agreement to Issue Baldwins Acquisition Shares			
6	Adoption of Remuneration Report			
G	* If you mark the Abstain box for a parting in computing the required majority on		are directing	j you

* If you mark the Abstain box for a particular 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 on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

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STEP 3

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

IPH PRX2001N

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's Share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note:** you cannot change ownership of your Shares using this form.

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "**for**" or "**against**" for each item. Do not mark the "**abstain**" box. If you mark the "**abstain**" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Proxy and Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a Shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy and Voting Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your Shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy and Voting Form may be obtained by telephoning the Company's Share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each of the first Proxy and Voting Form and the second Proxy and Voting Form state the percentage of your voting rights or number of Shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together.

SIGNING INSTRUCTIONS

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either Shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's Share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (AEST) on Tuesday, 17 November 2020,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link **www.linkmarketservices.com.au** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

BY MAIL

IPH Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia

BY FAX +61 2 9287 0309

BY HAND

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delivering it to Link Market Services Limited* Level 12 680 George Street Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am-5:00pm)



ACN 169 015 838

ESTIONS





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Please use this form to submit any questions about IPH Limited ("the 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 Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **5:00pm (AEST) on Thursday, 12 November 2020.** 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.

My question relates to (please mark the mos	t appropriate box)	
Performance or financial reports Remuneration Report My question is for the auditor	A resolution being put to the AGM Sustainability/Environment Future direction	General suggestion Other
Performance or financial reports	A resolution being put to the AGM	General suggestion
Remuneration Report My question is for the auditor	Sustainability/Environment Future direction	Other