

16 October 2020

The Manager

Market Announcements Office  
Australia Securities Exchange  
20 Bridge Street  
SYDNEY NSW 2000

### **Electronic Lodgement**

The following documents are attached:

- Notice of Annual General Meeting (**AGM**) 2020
- Sample Proxy Form
- Virtual Meeting Online Guide

A2B Australia Limited will hold its AGM at 11.00am (Sydney time) on Thursday 19 November 2020.

The Notice of Meeting and Virtual Meeting Online Guide include detailed information about how shareholders can participate in the AGM including how to register, view proceedings, vote and ask questions.

Authorised for lodgement by:



**Adrian Lucchese**

Company Secretary

### **Investor Relations**

investorrelations@a2baustralia.com  
0403 372 612

# Notice of Meeting 2020



To be held at 11am (AEDST)  
on Thursday, 19 November 2020  
Online at <https://agmlive.link/A2B20>

**A2B Australia Limited**  
ABN 99 001 958 390

# Letter from the Chairman



**15 October 2020**

Dear Shareholder

On behalf of the Board of A2B Australia Limited, I would like to invite you to attend the Company's Annual General Meeting on Thursday 19 November 2020.

**The Meeting details are:**

11am (Sydney time), with online registration available from 10.30am 19 November 2020

Online at <https://agmlive.link/A2B20>

The Notice of Meeting commences on page 3 and details the items of business to be conducted at the Meeting. Background information on each of the items of business is contained in the Explanatory Notes which form part of the Notice of Meeting.

If you are unable to attend the Meeting, I encourage you to exercise your voting rights by submitting your completed proxy form online by no later than 11am (Sydney time) on Tuesday 17 November 2020. Alternatively, you can return a completed proxy form to the Company's Share Registry, Link Market Services. Please refer to the Notice of Meeting for further information.

I thank you for your support and look forward to hearing from you at the Annual General Meeting.

Yours sincerely

A handwritten signature in black ink, appearing to read 'P. Oneile', written in a cursive style.

**Paul Oneile**  
Chairman

# Notice of Meeting

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of A2B Australia Limited (**A2B** or the **Company**) will be held online at <https://agmlive.link/A2B20> at 11am (Sydney time) on Thursday, 19 November 2020.

## ITEMS OF BUSINESS

### Ordinary business

#### A. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Consolidated Financial Statements, the Directors' Report and the Independent Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2020 (**FY20**).

#### B. RE-ELECTION OF DIRECTOR

##### Resolution 1: Election of Mr David Grant

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

"That Mr David Grant be elected as a Director of the Company."

##### Resolution 2: Election of Ms Jennifer Horrigan

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

"That Ms Jennifer Horrigan be elected as a Director of the Company."

##### Resolution 3: Re-election of Mr Clifford Rosenberg

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

"That Mr Clifford Rosenberg be re-elected as a Director of the Company."

#### C. REMUNERATION REPORT

##### Resolution 4: Adoption of the Remuneration Report

To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution:

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

### Voting exclusion statement

The Company will disregard any votes cast on Resolution 4:

- by or on behalf of a member of the Company's key management personnel (**KMP**) named in the 2020 Remuneration Report or their closely related parties (regardless of the capacity in which the vote is cast); or
- as a proxy by a member of the Company's KMP at the date of the Meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on Resolution 4:

- in accordance with the directions in the proxy form; or
- by the Chairman of the Meeting pursuant to an express authorisation in the proxy form to exercise the proxy even though Resolution 4 is connected with the remuneration of the KMP.

## Notice of Meeting (continued)

### D. LONG TERM PERFORMANCE PLAN

#### Resolution 5: Grant of performance rights to Mr Andrew Skelton, CEO and Managing Director

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the issue of 370,370 performance rights to Mr Andrew Skelton, CEO and Managing Director, in accordance with the Company’s Long Term Incentive Plan, on the terms summarised in the Explanatory Notes to the Notice of Meeting.”

#### Voting exclusion statement

The Company will disregard any votes cast on Resolution 5:

- in favour of the resolution by or on behalf of Mr Skelton or any of his associates (regardless of the capacity in which the vote is cast); or
- as a proxy by a member of the Company’s KMP at the date of the Meeting or their closely related parties,

However, votes will not be disregarded if they are cast on Resolution 5:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way;
- by the Chairman of the Meeting as a proxy for a person who is entitled to vote on the resolution, pursuant to an express authorisation in the proxy form to exercise the proxy as the Chairman decides; 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.

## SHAREHOLDER AND VOTING INFORMATION NOTES

### DETERMINATION OF SHAREHOLDERS’ RIGHTS TO VOTE

For the purposes of the Meeting, the Directors have determined that those shareholders holding shares **at 7pm (Sydney time) on Tuesday, 17 November 2020** will be voting members of the Meeting.

### EXPLANATORY NOTES

These Shareholder and Voting Information Notes and the Explanatory Notes form part of this Notice of Meeting.

We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

Enter <https://agmlive.link/A2B20> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**); and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

Shareholders are invited to participate in the AGM virtually via our virtual AGM platform at <https://agmlive.link/A2B20> or the appointment of a proxy. Further information on how to participate virtually is set out in this Notice and the Virtual Meeting Online Guide at [www.a2baustralia.com/investor-center/asx/](http://www.a2baustralia.com/investor-center/asx/) or [https://ecomms.linkgroup.com/images/Link/A2B%20Virtual%20Online%20Guide\\_vFs.pdf](https://ecomms.linkgroup.com/images/Link/A2B%20Virtual%20Online%20Guide_vFs.pdf).

### AGM Considerations and Shareholder Questions

A discussion will be held on all items to be considered at the AGM. All shareholders will have a reasonable opportunity to ask questions and make comments during the AGM via the virtual AGM platform, including an opportunity to ask questions of the Company’s external auditor.

To ensure that as many shareholders as possible have a reasonable opportunity to speak, shareholders are requested to observe the following:

- all shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the Consolidated Financial Statements, Directors' Report (including the Remuneration Report) and Independent Auditor's Report, and general questions about the performance, business or management of the Company;
- shareholders are requested to restrict themselves to two questions or comments initially, and further questions will be considered if time permits; and
- shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

Written questions in advance of the AGM must be received by the Company or Link Market Services Limited by **11am (Sydney time) on Tuesday, 17 November 2020**, and can be submitted by email to either [investorrelations@a2baustralia.com](mailto:investorrelations@a2baustralia.com) or [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au).

### Technical difficulties

Technical difficulties may arise during the course of the AGM. The Chair of the AGM has discretion as to whether and how the AGM should proceed if a technical difficulty arises. In exercising this discretion, the Chair of the AGM will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected. Where the Chair of the AGM considers it appropriate, the Chair of the AGM 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 lodge a directed proxy in advance of the meeting even if they plan to attend the meeting online.

Shareholders may experience local technical difficulties, such as poor internet connection. Please refer to the Virtual Meeting Online Guide at [www.a2baustralia.com/investor-center/asx/](http://www.a2baustralia.com/investor-center/asx/) or [https://ecomms.linkgroup.com/images/Link/A2B%20Virtual%20Online%20Guide\\_vFs.pdf](https://ecomms.linkgroup.com/images/Link/A2B%20Virtual%20Online%20Guide_vFs.pdf) for advice on optimising the virtual AGM experience.

### All Resolutions by Poll

In accordance with clause 5.6(a) of the Company's constitution, the Chairman intends to call a poll on each of the resolutions proposed at the AGM. Each resolution considered at the AGM will therefore be conducted by poll, rather than a show of hands. The Chairman considers voting by poll to be in the interests of the shareholders as a whole, and to ensure the representation of as many shareholders as possible at the meeting.

### How to Vote

Shareholders may vote by either:

- Using the online platform
- Appointing a Proxy

#### Using the online platform

We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

- Enter <https://agmlive.link/A2B20> into a web browser on your computer or online device;
- Securityholders will need their SRN or HIN; and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

Online voting will be open between the commencement of the Meeting at 11am (Sydney time) on Thursday, 19 November 2020 and the time at which the Chairman announces voting closure.

More information about online participation in the Meetings is available in the Virtual Meeting Online Guide at [www.a2baustralia.com/investor-center/asx/](http://www.a2baustralia.com/investor-center/asx/) or [https://ecomms.linkgroup.com/images/Link/A2B%20Virtual%20Online%20Guide\\_vFs.pdf](https://ecomms.linkgroup.com/images/Link/A2B%20Virtual%20Online%20Guide_vFs.pdf).

#### Appointing a proxy

Please note that:

- a shareholder entitled to vote is entitled to appoint a proxy;
- a shareholder entitled to cast two or more votes is entitled to appoint up to two proxies;

## Notice of Meeting (continued)

- if a shareholder appoints two proxies, they may specify the proportion or number of votes each proxy may exercise. If no proportion is specified, each of the proxies may exercise half the shareholder's votes;
- if a shareholder appoints two proxies, then both proxies will be entitled to vote on a poll (subject to voting exclusions);
- a proxy need not be a shareholder of the Company;
- a proxy can either be an individual or a body corporate. If a shareholder appoints a body corporate as its proxy, that body corporate will need to ensure that it:
  - appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the *Corporations Act 2001* (Cth) (**Corporations Act**); and
  - provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting.

If the proxy form is signed by a person as an attorney, the power of attorney (or a certified copy) under which the proxy was signed must be lodged with the proxy form. If you require an additional proxy form, please contact the Company Share Registry on +61 1300 554 474, which will supply it on request.

Directed proxies (being those where the proxy has been directed to vote "for", "against" or to "abstain") which are not voted, or not voted in accordance with the direction, will default to the Chairman of the Meeting who must exercise those proxies as directed.

Unless the Chairman of the Meeting is your proxy, members of the Company's KMP (which includes each of the Directors), or their closely related parties, will not be able to vote as your proxy on Resolutions 4 and 5, unless you direct them how to vote. If you intend to appoint a member of the KMP as your proxy, you should ensure that you direct that person how to vote on Resolutions 4 and 5.

If you intend to appoint the Chairman as your proxy, you can direct the Chairman how to vote by marking the boxes for the relevant resolution (for example, if you wish to vote "for", "against" or to "abstain" from voting). However, if you do not mark a box next to Resolutions 4 or 5, then by completing and submitting the proxy form, you will be expressly authorising the Chairman to vote as he sees fit in respect of those resolutions even though they are connected with the remuneration of the Company's KMP.

The Chairman intends to vote any undirected proxies in favour of all resolutions.

### Corporate Representation

Any corporate shareholder wishing to appoint a person to act as its representative at the Meeting may do so by providing that person with:

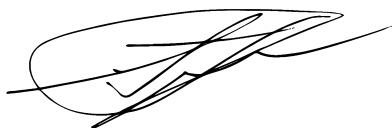
- a letter or certificate, executed in accordance with the corporate shareholder's Constitution, authorising that person to act as the company's representative; or
- a copy of the resolution, certified by the secretary or director of the corporate shareholder, appointing the representative.

### LODGEMENT OF PROXIES AND APPOINTMENT OF CORPORATE REPRESENTATION

To be valid, the proxy form (together with any power of attorney) and appointments of corporate representation must be received by the Company's Share Registry, Link Market Services Limited **by 11am (Sydney time) on Tuesday, 17 November 2020** in one of the following ways. Proxies and appointments of corporate representation received after this time will not be accepted.

- **Online** by logging on to [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) (select 'Voting' and follow the prompts).
- **By post** to A2B Australia Limited C/- Link Market Services Limited Locked Bag A14, Sydney South, NSW 1235 in sufficient time so it is received by Link Market Services by the time and date specified above.
- **By facsimile** to 02 9287 0309 in Australia or to +61 2 9287 0309 if overseas.

By order of the Board



**Adrian Lucchese**  
Company Secretary

15 October 2020

# Explanatory Notes

These Explanatory Notes have been prepared to assist shareholders with their consideration of the items of business proposed in the Notice of Meeting.

## A. FINANCIAL STATEMENTS AND REPORT

The Corporations Act requires the Company's financial statements, Directors' Report and Independent Auditor's Report for the last financial year to be received at the AGM. The financial statements and the reports are contained in the 2020 Final Report, which is available on the Company's website at [www.a2baustralia.com](http://www.a2baustralia.com).

## B. ELECTION AND RE-ELECTION OF DIRECTORS

Pursuant to Rule 6.1(e) of the Company's Constitution, Mr David Grant and Ms Jennifer Horrigan who were appointed by the Directors since the last AGM, will retire at the Meeting and will offer themselves for election.

Pursuant to Rule 6.1(f) of the Company's Constitution, Mr Clifford Rosenberg retires at the Meeting and, being eligible, offers himself for re-election.

### Resolution 1: Election of Mr David Grant

Mr Grant was appointed as a Director of A2B on 2 June 2020. He is a member of the Audit and Risk Committee and the Remuneration and Nominations Committee.

Mr Grant is an experienced Non-executive Director and currently on the Boards of Event Hospitality and Entertainment Limited, Retail Food Group Limited and The Reject Shop Limited. With broad financial and commercial experience Mr Grant has held various senior executive roles including Group M&A Director at Goodman Fielder Limited and Chief Financial Officer of Iluka Resources Limited.

Mr Grant has a Bachelor of Commerce from the University of NSW, is a graduate of the Australian Institute of Company Directors and a member of Chartered Accountants Australia & New Zealand.

As a result of the appointment process (including the undertaking of appropriate background checks), the Board is satisfied that Mr Grant was, and continues to be, an independent Director of the Company.

### Recommendation

The Directors (with Mr Grant abstaining) recommend that shareholders vote in favour of Resolution 1.

### Resolution 2: Election of Ms Jennifer Horrigan

Ms Horrigan was appointed as a Director on 11 September 2020. She is a member of the Remuneration and Nominations Committee and a member of the Audit and Risk Committee.

Ms Horrigan brings 25 years' experience across investment banking, financial communications and investor relations. Formerly the Chief Operating Officer in Australia of the independent investment bank Greenhill & Co, Ms Horrigan has extensive experience in enterprise management, including the supervision and management of compliance, HR and financial management.

Ms Horrigan is also a Non-executive Director of APN Funds Management Limited, QV Equities, Yarra Funds Management Limited and is Chairman of Redkite (national charity supporting children with cancer and their families).

Ms Horrigan's qualifications include Bachelor of Business (QUT), Graduate Diploma in Applied Finance (FINSIA) and Graduate Diploma in Management (AGSM).

As a result of the appointment process (including the undertaking of appropriate background checks), the Board is satisfied that Ms Horrigan was, and continues to be, an independent Director of the Company.

### Recommendation

The Directors (with Ms Horrigan abstaining) recommend that shareholders vote in favour of Resolution 2.



## Explanatory Notes (continued)

### Resolution 3: Re-election of Mr Clifford Rosenberg

Mr Rosenberg was appointed as a Director in August 2017. He is a member of the Audit and Risk Committee and the Remuneration and Nominations Committee.

Mr Rosenberg is currently a Non-executive Director of Bid Corporation Limited, Nearmap Limited and Technology One Limited. Mr Rosenberg was previously a Non-executive Director of Afterpay Limited (2017–2020) and has over 20 years of experience in the digital space as an entrepreneur and as an executive, with specific experience in disrupting businesses.

Mr Rosenberg's previous executive roles include Managing Director, South-East Asia, Australia & New Zealand for LinkedIn (2009–2017), Managing Director of Yahoo! Australia & New Zealand (2003–2006) and Founder and Managing Director of iTouch Australia and New Zealand, one of the largest mobile content and application providers in Australia.

Mr Rosenberg holds a Master of Science in Management from the Ben Gurion University of the Negev, and a Bachelor of Business Science (Honours) in Economics and Marketing from the University of Cape Town.

The Board is satisfied that Mr Rosenberg continues to be an independent Director.

#### Recommendation

The Directors (with Mr Rosenberg abstaining) recommend that shareholders vote in favour of Resolution 3.

## C. REMUNERATION REPORT

### Resolution 4: Adoption of the Remuneration Report

Section 250R(2) of the Corporations Act requires that a listed company put to shareholders at its AGM the Remuneration Report contained in the Directors' Report for adoption by way of a non-binding vote.

The Remuneration Report is set out on pages 25 to 40 of the 2020 Final Report, which can be found on the Company's website at [www.a2baustralia.com](http://www.a2baustralia.com).

The Remuneration Report details:

- the Board's policies and strategy in relation to the nature and value of remuneration paid to KMP;
- the relationship between remuneration outcomes and Company performance; and
- a discussion of how the Company's remuneration strategy aligns with the strategic direction of the Company.

The Company's remuneration framework has been designed to reward its people for achieving short-term and long-term goals and enhance alignment of executive interests with the creation of shareholder value. The Board is looking forward to receiving shareholders' feedback on the Remuneration Report, and a reasonable opportunity will be provided for discussion at the Meeting.

The Board will take into account the outcome of the vote on this Resolution and discussion at the Meeting as it continues to develop and refine the Company's remuneration arrangements going forward.

Resolution 4 is an advisory resolution only and does not bind the Directors or the Company.

A voting exclusion applies in relation to this resolution, as set out in the Notice of Meeting.

#### Recommendation

The Directors recommend that shareholders vote in favour of Resolution 4.

## D. LONG TERM PERFORMANCE PLAN

### Resolution 5: Grant of performance rights to Mr Andrew Skelton, CEO and Managing Director

Shareholder approval is being sought in accordance with ASX Listing Rule 10.14 for the proposed grant of 370,370 performance rights (**Rights**) to Mr Andrew Skelton, CEO and Managing Director of the Company, under the Company's Long Term Incentive (**LTI**) Plan (**Plan**). The Plan was approved at the 2014 Annual General Meeting.

It is proposed that Mr Skelton be granted the Rights as his LTI award for the financial year ended 30 June 2021 (**FY21**). The Plan is the Company's principal vehicle to grant LTI awards and forms what the Board considers to be a key element of the Company's remuneration strategy for the executive team, including the CEO and Managing Director. The grant of Rights to Mr Skelton is designed to align his interests with those of shareholders and assist the Company in retaining him as a suitably qualified and experienced executive.

The Board has determined that the Rights will only vest on the satisfaction of appropriate performance metrics which have been set to ensure that a reward is achieved where the CEO and Managing Director creates superior returns for the Company's shareholders (as described below). Further details of the CEO and Managing Director's executive remuneration package can be found in the Remuneration Report.

### Key terms of proposed grant

The key terms of the proposed grant of Rights to the CEO and Managing Director and other information required by the ASX Listing Rules are set out in the table below.

Term	Detail
<b>Details of the proposed FY21 grant</b>	<p>The proposed grant to Mr Skelton is for 370,370 Rights.</p> <p>The maximum number of Rights has been calculated by taking the maximum grant value of \$400,000 and dividing it by the volume weighted average market price (<b>VWAP</b>) of the Company's shares traded on the ASX over the 5 trading day period commencing 30 days after the date of the release of the Company's audited financial results for the year ended 30 June 2020 (\$1.08).</p> <p>The maximum grant value was set by the Board having regard to Mr Skelton's overall remuneration package, performance, experience and independent advice received regarding current market practice.</p>
<b>Entitlements</b>	<p>Each Right is a right to acquire one ordinary share in the Company, subject to the achievement of the performance metrics set out below.</p> <p>The Rights do not carry any dividend or voting rights prior to vesting.</p> <p>The Rights are non-transferable, except in limited circumstances or with the consent of the Board.</p>
<b>Performance Period</b>	<p>The performance period is three years, from 1 July 2020 to 30 June 2023.</p> <p>Vesting of the Rights will depend upon performance relative to the performance metrics detailed below.</p>

## Explanatory Notes (continued)

Term	Detail																				
Performance metrics	<p>The Rights are subject to two performance metrics which are independent and will be tested separately.</p> <p><b>1. Absolute Total Shareholder Return</b></p> <p>60% of the Rights will vest subject to absolute total shareholder return (<b>aTSR</b>) performance over the performance period.</p> <p>The aTSR metric requires minimum threshold performance of at least 4% compounded annual growth rate (<b>CAGR</b>) in total shareholder return (<b>TSR</b>) before any vesting will occur.</p> <p>The percentage of Rights subject to the aTSR metric that vest, if any, will be determined by the Board in accordance with the following vesting schedule.</p> <table> <tr> <th>A2B aTSR CAGR Performance</th><th>Rights that Vest (% of tranche)</th></tr> <tr> <td>&lt; 4%</td><td>0%</td></tr> <tr> <td>= 4% (<b>threshold performance</b>)</td><td>35%</td></tr> <tr> <td>&gt; 4% and &lt; 12 %</td><td>Straight-line vesting between 35% and 100%</td></tr> <tr> <td>12% or more (<b>stretch</b>)</td><td>100%</td></tr> </table> <p><b>2. Indexed Total Shareholder Return</b></p> <p>40% of the Rights will vest subject to indexed total shareholder return (<b>iTSR</b>) performance over the performance period.</p> <p>The vesting of the Rights subject to the iTSR metric will be determined by comparing the Company's TSR with the movement of the S&amp;P/ASX 300 Index (<b>Index</b>) over the performance period.</p> <p>The iTSR metric requires minimum threshold performance of at least 100% of the Index before any vesting will occur.</p> <p>The percentage of Rights subject to the iTSR metric that vest, if any, will be determined by the Board in accordance with the following vesting schedule.</p> <table> <tr> <th>A2B iTSR Performance</th><th>Rights that Vest (% of tranche)</th></tr> <tr> <td>&lt; 100% of Index</td><td>0%</td></tr> <tr> <td>= 100% of Index (<b>threshold performance</b>)</td><td>25%</td></tr> <tr> <td>&gt; 100% of the Index and &lt; the Index +8% CAGR</td><td>Straight-line vesting between 25% and 100% of the award</td></tr> <tr> <td>the Index +8% CAGR or more</td><td>100%</td></tr> </table>	A2B aTSR CAGR Performance	Rights that Vest (% of tranche)	< 4%	0%	= 4% ( <b>threshold performance</b> )	35%	> 4% and < 12 %	Straight-line vesting between 35% and 100%	12% or more ( <b>stretch</b> )	100%	A2B iTSR Performance	Rights that Vest (% of tranche)	< 100% of Index	0%	= 100% of Index ( <b>threshold performance</b> )	25%	> 100% of the Index and < the Index +8% CAGR	Straight-line vesting between 25% and 100% of the award	the Index +8% CAGR or more	100%
A2B aTSR CAGR Performance	Rights that Vest (% of tranche)																				
< 4%	0%																				
= 4% ( <b>threshold performance</b> )	35%																				
> 4% and < 12 %	Straight-line vesting between 35% and 100%																				
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> 100% of the Index and < the Index +8% CAGR	Straight-line vesting between 25% and 100% of the award																				
the Index +8% CAGR or more	100%																				
TSR calculation	<p>TSR is the percentage growth in shareholder value attributable to share price growth and cash dividends over the performance period.</p> <p>Decisions regarding the level of performance achieved and relevant remuneration outcomes will be made by the Board according to the above vesting schedules following the end of the performance period, with the outcomes communicated to shareholders in the Remuneration Report.</p> <p>Any Rights that do not vest following testing of the relevant performance metric at the end of the performance period will lapse.</p>																				
Allocation of shares upon vesting	<p>On vesting, each Right will convert into one ordinary share in the Company or, at the Board's discretion (and in exceptional circumstances), a cash-equivalent payment.</p> <p>The allocation of shares on vesting may be satisfied by issuing new shares, acquiring shares on market or transferring shares from an employee share trust.</p>																				
Trading restrictions	<p>Shares allocated on vesting of Rights will not be subject to any further trading restrictions, subject to compliance with the Company's Securities Dealing Policy and the Corporations Act.</p> <p>Mr Skelton is prohibited from hedging the share price exposure in respect of Rights during the performance period applicable to those Rights.</p>																				
Price payable for securities	<p>No amount will be payable in respect of the allocation of Rights, nor in respect of any shares granted upon vesting of the Rights.</p>																				

Term	Detail
<b>Cessation of employment</b>	<p>If Mr Skelton ceases employment with the Company before the end of the performance period, the treatment of his Rights will depend on the circumstances of cessation.</p> <p>Where Mr Skelton ceases employment due to resignation, termination for cause or poor performance, all unvested Rights will lapse at cessation.</p> <p>Where Mr Skelton ceases employment for any other reason prior to vesting, unvested Rights will generally continue on-foot and be tested at the end of the original performance period against the relevant performance metrics. However, the Board has discretion to apply another treatment that it deems appropriate in the circumstances in accordance with the Plan Rules. Where the Board exercises its discretion its rationale will be communicated to shareholders in the Remuneration Report.</p>
<b>Change of control and other variations in vesting</b>	<p>The Board may exercise its discretion to adjust the performance metrics or vary vesting on a change of control or in light of other external factors. For example, the Board may in some circumstances permit full or partial early vesting on a change of control as a result of a takeover or scheme of arrangement. Similarly, the Board may determine that there should be a reduction (or increase) in a participant's vesting outcome to account for factors outside of the control of the participant.</p> <p>The Board in all circumstances will ensure any variation takes into account achievement against the relevant performance metrics up until the relevant time, and does not unfairly advantage or disadvantage participants in the Plan, including Mr Skelton. Any such variations will be fully disclosed in the Remuneration Report.</p>
<b>Other information required by the ASX Listing Rules</b>	<ul style="list-style-type: none"> <li>ASX Listing Rule 10.14 requires shareholder approval for a grant of securities to a Director or associate of a Director under an employee incentive scheme. Mr Skelton is a Director of the Company and therefore approval is being sought from shareholders.</li> <li>Mr Skelton's current total remuneration package comprises \$825,000 total fixed remuneration (inclusive of superannuation) (<b>FAR</b>), a short term incentive with a maximum value of 48.5% and a long term incentive with a maximum value of 48.5%.</li> <li>In accordance with the Plan, each year Mr Skelton has received Rights for nil consideration. Currently, Mr Skelton has 677,465 Rights on issue and previously received 246,296 Rights which have not vested and have now lapsed.</li> <li>Rights are provided under the Plan as they create alignment between the interests of the participant and shareholders but do not provide the full benefits of share ownership (such as dividend and voting rights) unless and until the Rights vest.</li> <li>No other persons identified in ASX Listing Rule 10.14 are participants in the Plan or are eligible to participate in the Plan.</li> <li>There is no loan scheme in relation to the grant of Rights.</li> <li>If shareholder approval is obtained, 370,370 Rights will be granted to Mr Skelton as soon as practicable after the 2020 AGM, but in any event, within 12 months of the 2020 AGM. If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Skelton.</li> <li>Details of Rights or shares issued to Mr Skelton under the Plan pursuant to this approval 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.</li> <li>Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Rights under the Plan after this resolution is approved and who were not named in the Notice of Meeting will not participate in the Plan until approval is obtained under that rule.</li> </ul>

A voting exclusion applies in relation to this resolution, as set out in the Notice of Meeting.

## Recommendation

The Directors (with Mr Skelton abstaining) recommend that shareholders vote in favour of Resolution 5.

## Further information

If you would like any further information regarding the AGM, please contact Link Market Services, the Company's Share Registry on +61 1300 554 474, or visit its website [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).



[a2baustralia.com](http://a2baustralia.com)



**A2B AUSTRALIA LIMITED**

ABN 99 001 958 390

## LODGE YOUR VOTE



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

A2B Australia Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138



### ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



**X99999999999**

## PROXY FORM

I/We being a member(s) of A2B Australia Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY



**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

Email

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 **11:00am (AEDST) 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/A2B20> (refer to details in the Virtual Meeting Online Guide).

**Important for Resolutions 4 & 5:** 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, even though the Resolutions are 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.**

### VOTING 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 ☒.**

#### Resolutions

For Against Abstain\*

For Against Abstain\*

1 Election of  
Mr David Grant

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Grant of performance rights to  
Mr Andrew Skelton, CEO and  
Managing Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Election of  
Ms Jennifer Horrigan

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Re-election of  
Mr Clifford Rosenberg

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Adoption of the Remuneration  
Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



\* If 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 votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

<input type="text"/>
----------------------

<input type="text"/>
----------------------

<input type="text"/>
----------------------

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).

**A2B PRX2001N**

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### 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.**

### 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 Form, including where the Resolutions are 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 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:

- on each of the first Proxy Form and the second Proxy 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
- 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 [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) prior to the meeting 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](http://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 **11:00am (AEDST) 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:



#### ONLINE

[www.linkmarketservices.com.au](http://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](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



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



#### BY MAIL

A2B Australia Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

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



# Virtual Meeting Online Guide

## Before you begin

Ensure your browser is compatible.  
Check your current browser by going to the website: **[whatismybrowser.com](http://whatismybrowser.com)**

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Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

**To attend and vote you must have your securityholder number and postcode.**

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

**Please make sure you have this information before proceeding.**



# Virtual Meeting Online Guide

A screenshot of the LINK Group registration form. The form is titled "Please register your details to participate" and includes fields for Full Name, Mobile (e.g. 022 123 1234), Email, and Company Name. Below these fields is a checkbox for "I have read and accept the Terms & Conditions" and a red button labeled "REGISTER AND WATCH AGM". A small text at the bottom indicates a Help Number: 1800 999 343.

## Step 1

Open your web browser and go to <https://agmlive.link/A2B20> and select the relevant meeting.

## Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

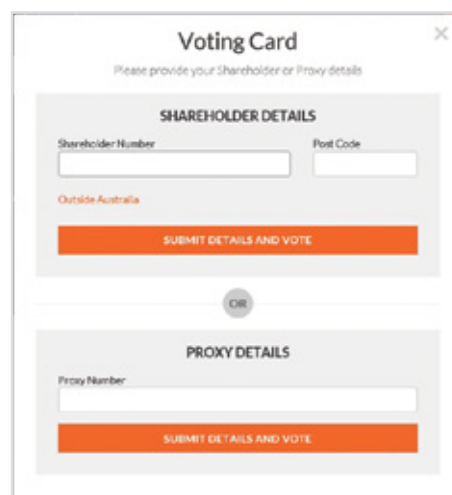
- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

**Note:** If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

## 1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

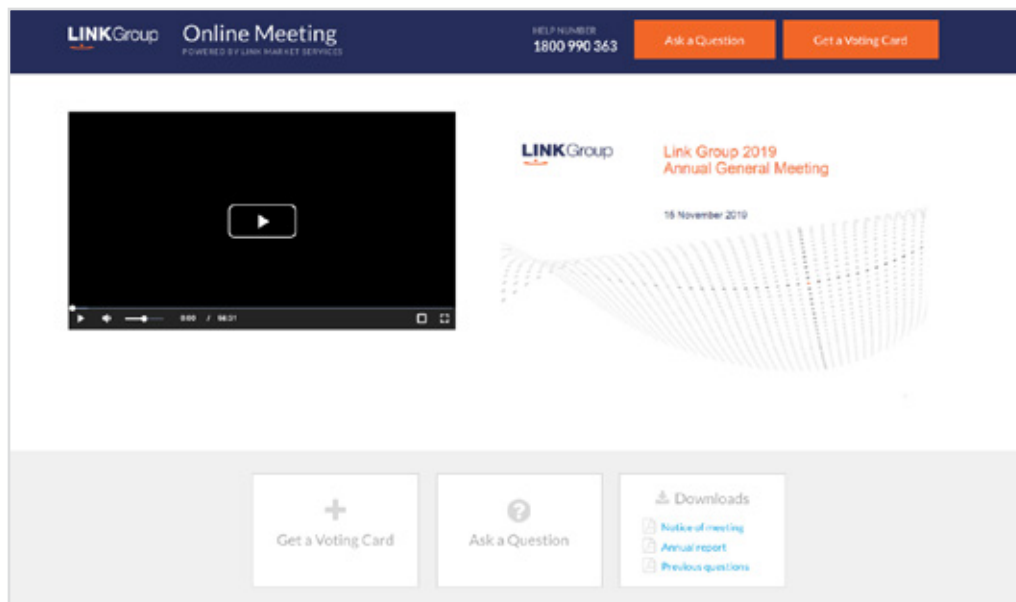
A screenshot of the "Voting Card" registration form. The form is titled "Voting Card" and includes a sub-header "Please provide your Shareholder or Proxy details". It has two sections: "SHAREHOLDER DETAILS" with fields for Shareholder Number and Post Code, and "PROXY DETAILS" with a field for Proxy Number. Both sections have a red button labeled "SUBMIT DETAILS AND VOTE". There is an "OR" button between the two sections.

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



**Voting Card**

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

**Full Vote** **Partial Vote**

**Resolution 2B** ☐ For ☐ Against ☐ Abstain  
RE-ELECTION OF MR. ABC AS A DIRECTOR

**Resolution 2C** ☐ For ☐ Against ☐ Abstain  
RE-ELECTION OF MS. XYZ AS A DIRECTOR

**Resolution 3** ☐ For ☐ Against ☐ Abstain  
INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

**Resolution 4** ☐ For ☐ Against ☐ Abstain  
ADOPTION OF REMUNERATION REPORT

**SUBMIT VOTE**

## Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

## Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

**Note:** If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

**Note:** You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

Once voting has been closed all voting cards will automatically be submitted and cannot be changed.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

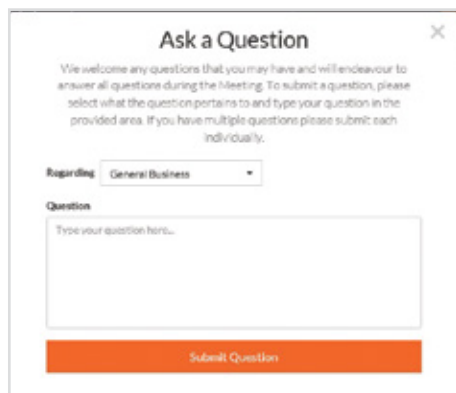
## 2. How to ask a question

**Note:** Only securityholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

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The '**Ask a Question**' box will then pop up with two sections for completion.

A screenshot of a web-based 'Ask a Question' form. The title 'Ask a Question' is at the top with a close button (X). Below the title is a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' There is a 'Regarding:' section with a dropdown menu currently set to 'General Business'. Below this is a 'Question' section with a text input field containing the placeholder 'Type your question here...'. At the bottom is an orange button labeled 'Submit Question'.

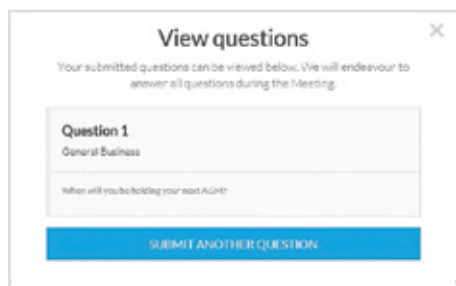
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.

A screenshot of a web-based 'View questions' box. The title 'View questions' is at the top with a close button (X). Below the title is a message: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.' There is a section for 'Question 1' with the category 'General Business' and the question text 'When will you be holding your next AGM?'. At the bottom is a blue button labeled 'SUBMIT ANOTHER QUESTION'.

## 3. Downloads

View relevant documentation in the Downloads section.

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## Voting closing

Voting will end 5 minutes after the close of the Meeting.

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At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

At the close of the meeting any votes you have placed will automatically be submitted.

## Contact us

### Australia

T 1300 554 474

E [info@linkmarketservices.com.au](mailto:info@linkmarketservices.com.au)

### New Zealand

T +64 9 375 5998

E [enquiries@linkmarketservices.co.nz](mailto:enquiries@linkmarketservices.co.nz)