

**LINDSAY AUSTRALIA LIMITED**

**ABN 81 061 642 733**

**NOTICE OF ANNUAL GENERAL MEETING,  
PROXY FORM AND EXPLANATORY MEMORANDUM**

<b>Date of Meeting:</b>	<b>05 November 2021</b>
<b>Time of Meeting:</b>	<b>11:00am (AEST)</b>
	<b>Place of Meeting: The meeting will be conducted online as a virtual meeting</b>

**LINDSAY AUSTRALIA LIMITED**

ABN 81 061 642 733

**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that an annual general meeting (**AGM**) of the shareholders of Lindsay Australia Limited (**Company**) will be held at 11.00am (AEST) on 05 November 2021 by virtual technology. In the interests of health and safety of our shareholders and employees and in response to Government restrictions in connection with the coronavirus (COVID-19) pandemic, shareholders are unable to physically attend the meeting.

Shareholders will be able to join the meeting via the online platform Lumi AGM, separate instructions will also be provided to all shareholders outlining how to join the meeting online. The online platform will allow shareholders to listen to the meeting, ask questions and vote during the meeting. Visitors will be able to listen to the AGM via the Lumi online platform but will not have access to vote or ask questions.

How you can participate in the AGM online

Shareholders can participate in the AGM online using one of the following methods:

- From their computer, by entering the URL in their browser and completing the login requirements:  
<https://web.lumiagm.com/304210943>
- From their mobile device by either:  
- entering the URL in their browser; <https://web.lumiagm.com/304210943>

**AGENDA**

**ORDINARY BUSINESS**

**Financial statements and reports**

To receive and consider the financial statements and reports of the directors and the auditors for the year ended 30 June 2021.

**Resolution 1 – Re-election of director – Mr Anthony Robert Kelly**

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

*'That Mr Anthony Robert Kelly who retires by rotation in accordance with rule 16.1 of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a director of the Company.'*

**Resolution 2 – Election of director – Mr Ian Williams**

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

*'That Mr Ian Williams who was appointed to fill a casual vacancy retires in accordance with 13.2 of the Company's Constitution, and being eligible, offers himself for election, be so elected as a director of the Company.'*

**Resolution 3 - Election of director – Mr Matthew Stubbs**

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

*'That Mr Matthew Stubbs who was appointed to fill a casual vacancy retires in accordance with 13.2 of the Company's Constitution, and being eligible, offers himself for election, be so elected as a director of the Company.'*

**Resolution 4 – Adoption of Remuneration Report**

To consider and, if thought fit, pass the following resolution in accordance with s250R(2) of the Corporations Act:

*'That the section of the report of the Directors in the 2021 Annual Report dealing with the remuneration of the Company's Directors and Senior Executives (**Remuneration Report**) be adopted.'*

**Other Business**

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act.

**Dated 25 August 2021**

By order of the Board



Broderick Jones  
Company Secretary

## NOTES

### VOTING ENTITLEMENT AND ADMISSION TO MEETING

For the purpose of determining entitlement to attend and vote and voting rights at the AGM, shares shall be taken to be held by persons who are registered as shareholders as at 7.00pm (AEST) on 03 November 2021. Transactions registered after that time will be disregarded in determining entitlements to attend and vote.

### VOTING RESTRICTIONS

**Resolution 4** - In accordance with section 250R and 250BD Corporations Act, the Company will disregard votes cast by any key management personnel (as defined in section 9 Corporations Act) (**Key Management Personnel**) whose remuneration is included in the remuneration report, and will also disregard votes cast by their closely related parties (as defined in section 9 Corporations Act). Restrictions also apply to votes cast by proxy unless exceptions apply.

No other restrictions on voting apply to the items of business in this Notice of Meeting.

### PROXIES

- A Proxy Form accompanies this Notice of Meeting.
- A member entitled to attend the AGM and vote has a right to appoint a proxy.
- The proxy need not be a member of the Company.
- Any instrument appointing a proxy in which the name of the appointee is not completed is regarded as given in favour of the Chair of the meeting.
- The appointment of one or more duly appointed proxies will not preclude a member from attending the AGM and voting personally.
- Shareholders are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each on the accompanied proxy form.
- Proxy Forms must be signed by a member or the member's attorney or, if the member is a corporation, in accordance with section 127 of the Corporations Act or under hand of its attorney or duly authorised officer. If the Proxy Form is signed by a person who is not the registered holder of Shares (e.g. an attorney), then the relevant authority (e.g. in the case of Proxy Forms signed by an attorney, the power of attorney or a certified copy of the power of attorney) must either have been exhibited previously to Lindsay Australia or be enclosed with the Proxy Form.

### To be effective, Proxy Forms must be received by the Company's Share Registry at:

Post                      Computershare Investor Services Pty Limited  
                              GPO Box 242  
                              Melbourne Victoria 3001  
                              Australia

Fax                        (Within Australia) 1800 783 447  
                              (outside Australia) + 61 3 9473 2555

Online                    [www.investorvote.com.au](http://www.investorvote.com.au), and quoting 6 digit control number which can be located on the front of the accompanied proxy form.  
                              Intermediary Online Subscribers (Custodians) may lodge their proxy instruction online by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com).

### no later than 48 hours prior to the meeting.

If a body corporate is appointed as proxy, please write the full name of that body corporate (eg, Company X Pty Ltd). Do not use abbreviations. The 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.
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the AGM.

If no such evidence is received before the AGM, then the body corporate (through its representative) will not be permitted to act as your proxy.

### Body corporate representatives

- A corporation, by resolution of its directors, may authorise a person to act as its representative to vote at the AGM.
- A representative appointed by a corporation may be entitled to execute the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of Lindsay Australia.
- To evidence the authorisation, either a certificate of corporate body representative executed under the common seal of the corporation or under the hand of its attorney or an equivalent document

evidencing the appointment will be required. The certificate or equivalent document must be produced prior to the AGM.

**Questions and comments by shareholders at the meeting**

In accordance with the Corporations Act, a reasonable opportunity will be given to shareholders as a whole to ask questions about or make comments on the management of the Company at the AGM.



## EXPLANATORY MEMORANDUM

Lindsay Australia Limited ABN 81 061 642 733

The notice of the 2021 annual general meeting of the Company contains 2 items of ordinary business. This memorandum explains the items of business by the notice of meeting.

### ORDINARY BUSINESS

#### Financial statements and reports

Shareholders will receive and consider the financial statements and reports of the directors and the auditors for the year ended 30 June 2021.

In accordance with the Corporations Act, shareholders will be given a reasonable opportunity as a whole at the Meeting to ask questions and make comments on these reports, and on the business, operations and management of Lindsay Australia Limited.

In addition to asking questions at the meeting, shareholders may address written questions to the Chairman about the management of the Company, or to the Company's Auditor which are relevant to:

- the content of the Auditor's Report to be considered at the meeting; or
- the conduct of the audit of the annual financial report to be considered at the Meeting.

Any written questions must be submitted to the Company Secretary before 5.00pm (AEST) on 29 October 2021 by:

Post	The Company Secretary Lindsay Australia Limited Locked Bag 2004 ARCHERFIELD QLD 4108	Fax	(07) 3054 0240
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Apart from matters involving remuneration which are required to be voted on, there is no requirement either in the Corporations Act or in the Company's Constitution for shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report and therefore no resolution is required for this item of ordinary business. A resolution to approve the Remuneration Report is considered as a separate agenda item.

The Company's Annual Report is available on the Company's website at [www.lindsayaustralia.com.au](http://www.lindsayaustralia.com.au)

#### Resolution 1 – Re-election of director – Mr Anthony Robert Kelly

Resolution 1 relates to the re-election of a director.

Rule 16.1 of the Company's Constitution requires that one third of the directors (other than the managing director) retire from office at the annual general meeting (directors appointed to fill casual vacancies are not to be taken into account in determining the number of directors who are required to retire by rotation at the meeting).

Mr Anthony Robert Kelly was appointed as a director of the Company on 25 October 2019. Mr Kelly submits himself for re-election as a director.

Details of Mr Kelly's qualifications and experience are set out in the Company's Annual Report.

#### Directors' recommendation

The directors, with Mr Kelly abstaining, recommend that shareholders vote in favour of the re-election of Mr Kelly.

#### Resolution 2 – Election of director – Mr Ian Williams

Resolution 2 relates to the election of a director.

Mr Ian Williams was appointed as a director of the Company effective 03 September 2021 under rule 13.2 of the Company's constitution. Rule 13.2 of the Company's constitution permits directors appointed under that rule to hold office only until the next annual general meeting of the Company. Mr Williams submits himself for election as a director.

Mr Ian Williams is a non-executive Director and corporate advisor. He is currently chair of McDonald Jones Homes Group, and a director of ASX-listed New Hope Corporation, Stoddart Group, National Group Corporation, Spicers Paper and Baseball Australia. He is a former chair of National Foods.

Ian was a corporate partner with international law firms Herbert Smith Freehills and Ashurst for 20 years. He is Vice-President of the Australia Japan Business Co-operation Committee and represented both the Australian Wallabies and the Japanese Brave Blossoms in rugby.

**Directors' recommendation**

The directors, with Mr Williams abstaining, recommend that shareholders vote in favour of the election of Mr Williams.

**Resolution 3 – Election of director – Mr Matthew Stubbs**

Resolution 3 relates to the election of a director.

Mr Matthew Stubbs was appointed as a director of the Company effective 03 September 2021 under rule 13.2 of the Company's constitution. Rule 13.2 of the Company's constitution permits directors appointed under that rule to hold office only until the next annual general meeting of the Company. Mr Stubbs submits himself for election as a director.

Mr Matthew Stubbs is the founder and a managing director at Allier Capital, a boutique M&A advisory firm. Matthew has over twenty years' experience in investment banking. During his career Matthew has worked on a broad range of both public and private transactions. Matthew holds an MBA from the AGSM and Bachelor of Laws and Bachelor of Commerce from the University of Queensland. Matthew was previously a non-executive director at ASX listed Lantern Hotel Group and Everlight Radiology.

**Directors' recommendation**

The directors, with Mr Stubbs abstaining, recommend that shareholders vote in favour of the election of Mr Stubbs.

**Resolution 4 - Adoption of Remuneration Report**

Section 250R (2) of the Corporations Act requires the Company to propose a resolution that the Remuneration Report be adopted. The vote on this resolution is advisory only and does not bind the Directors of the Company. In accordance with the Corporations Act, shareholders will be given a reasonable opportunity as a whole at the AGM to ask questions and make comments on the Remuneration Report.

The Remuneration Report may be found in the Annual Report.

**Directors' recommendation**

The Board abstains from making a recommendation in relation to this resolution.



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

## Need assistance?

 **Phone:**  
1300 552 270 (within Australia)  
+61 3 9415 4000 (outside Australia)

 **Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00 AM (AEST) on Wednesday, 3 November 2021.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form: **XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



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

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.



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

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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## Proxy Form

Please mark ☒ to indicate your directions

### Step 1 Appoint a Proxy to Vote on Your Behalf

XX

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

☐ the Chairman  
of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Lindsay Australia Limited to be held virtually at <https://web.lumiagm.com/304210943> on Friday, 5 November 2021 at 11:00 AM (AEST) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 4 by marking the appropriate box in step 2.

### Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Re-election of director – Mr Anthony Robert Kelly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of director – Mr Ian Williams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of director – Mr Matthew Stubbs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

LAU

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Computershare

