

**8 October 2021**

The Manager  
Market Announcements Office  
Australian Securities Exchange Ltd  
Level 6, Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

**FOR RELEASE TO THE MARKET**

**Notice of Annual General Meeting, Proxy Form and Online Meeting Guide**

Please find attached for immediate release in relation to AUB Group Limited (**ASX: AUB**) the following documents:

- Notice of Annual General Meeting;
- Proxy Form;
- Online Meeting Guide; and
- Letter to Shareholders.

**ENDS**

This release has been authorised by the AUB Board.

For further information, contact Richard Bell, Group General Counsel and Company Secretary, on +61 2 9935 2222 or [richardb@aubgroup.com.au](mailto:richardb@aubgroup.com.au).

**About AUB Group**

AUB Group Limited is an ASX200 listed group comprising insurance brokers and underwriting agencies operating in ~500 locations across Australia and New Zealand. Over 3,000 team members work with our 850,000 clients to place more than \$4.0bn in insurance premiums with local and foreign insurers.

**AUB Group Limited**

Level 14, 141 Walker Street,  
North Sydney NSW 2060  
ACN: 000 000 715

<https://www.aubgroup.com.au/>



# AUB Group Limited

## **Notice of 2021 Annual General Meeting**

### Explanatory Statement

Wednesday, 10 November 2021

**10:00AM (AEDT)**

**As a Virtual Meeting**

<https://agmlive.link/AUB21>

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

# Chair's Message

Dear Shareholders,

## **2021 ANNUAL GENERAL MEETING**

On behalf of the Board, I am pleased to invite you to attend the 2021 Annual General Meeting (**AGM**) of AUB Group Limited (**Company** or **AUB Group**), which has been scheduled as follows:

**Wednesday, 10 November 2021 at 10:00am (AEDT)**

**As a virtual meeting:** <https://agmlive.link/AUB21>

In response to Government mandated restrictions and the potential health risks arising from the coronavirus (COVID-19) pandemic, this year the Company's AGM will be held as a virtual meeting. Although shareholders will not be able to attend the meeting physically, they will instead be able to participate through an online platform that allows you to join the AGM live, submit questions and vote at appropriate times while the meeting is in process. To make the meeting as accessible as possible, we are providing a range of ways through which you can participate and ask questions. For more information, see page 4 and refer to the Online Meeting Guide at <https://www.aubgroup.com.au/asx-announcements/>.

The Notice of Meeting in the following pages details the business of the Meeting and, together with the Explanatory Statement, contains important information in relation to the matters to go before shareholders.

Even if you plan to attend the AGM online, we encourage you to submit a directed proxy vote as early as possible so that your vote will be counted if for any reason you cannot attend (for example, if there is an issue with your internet connection on the day of the AGM that prevents you from attending online). Shareholders can lodge their proxy online at <https://www.linkmarketservices.com.au> or complete and return a hard-copy proxy form by 10.00am AEDT on Monday, 8 November 2021. Hard copy proxy forms can be obtained by contacting the Company's share registry at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) or 1300 554 474.

Shareholders are encouraged to submit questions ahead of the Meeting on any shareholder matters that may be relevant to the Meeting at <https://www.linkmarketservices.com.au>. Questions must be submitted by no later than 10.00am (AEDT) on Wednesday 3 November 2021.

In the event that it is necessary for the Company to give further updates, information will be provided on the Company's website and lodged with the Australian Securities Exchange (ASX).

## **GOVERNANCE AND REMUNERATION STRUCTURES**

Throughout the year, the Board maintained its strategic focus, while ensuring AUB Group continued to have strong corporate governance practices in place.

The Board introduced a number of key governance measures in connection with remuneration structures. These measures are detailed in our Remuneration Report.

## **CLOSING**

On behalf of the Board, I'd like to commend and express my gratitude to AUB Group partners and employees for their continued resilience and focus during a challenging year, while also acknowledging the ongoing support from our clients and shareholders.

I look forward to your participation at the Meeting.

Yours sincerely,

A handwritten signature in dark ink, appearing to read 'D Clarke', with a stylized, cursive script.

**David Clarke**  
Chair

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## Venue and Voting Information

The 2021 Annual General Meeting of AUB Group Limited will be held at 10:00am (AEDT) on 10 November 2021 as a **virtual meeting**.

Shareholders attending the Meeting virtually will be able to participate in the Meeting:

- by joining the online meeting in real time at: <https://agmlive.link/AUB21>
- by asking questions of the Directors or the external auditor before the Meeting, by lodging questions online at <https://www.linkmarketservices.com.au> or by asking questions through the online platform or telephone facility as per the instructions in the Online Meeting Guide during the Meeting;
- by voting on the resolutions to be considered at the Meeting either by lodging a Proxy Form before the Meeting or by direct voting during the online meeting;

or by a combination of these steps.

### Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

### Voting virtually at the Meeting

Shareholders may join the online meeting at <https://agmlive.link/AUB21>.

It is recommended that Shareholders wishing to attend the Meeting log in from 9:30am (AEDT) on 10 November 2021.

Further details of how to join the online meeting, how to ask questions and how to vote are set out in the Online Meeting Guide which can be accessed at: <https://www.aubgroup.com.au/asx-announcements>.

The Online Meeting Guide includes a step-by-step guide to logging in, navigating the site and asking questions and voting at the meeting.

## Voting by proxy

To vote by proxy, please use one of the following methods:

<b>Online</b>	<a href="http://www.linkmarketservices.com.au">www.linkmarketservices.com.au</a> 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)) as shown on the front of the Proxy Form). Please note that the online proxy facility is not suitable for shareholders wishing to appoint two proxies.
<b>Mobile Device</b>	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 <a href="http://www.linkmarketservices.com.au">www.linkmarketservices.com.au</a> 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 down loaded for free on your mobile device.
<b>By post</b>	AUB Group Limited, C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235, Australia
<b>By fax</b>	+61 2 9287 0309
<b>By hand</b>	Link Market Services Limited,* Level 12, 680 George Street, Sydney NSW 2000 * During business hours (Monday to Friday, 9:00am – 5:00pm)

Your Proxy instruction must be received by 10.00am on 8 November 2021 (which is not later than 48 hours before the commencement of the Meeting). **Proxy Forms received later than this time will be invalid.**

All shareholders who are entitled to participate in and vote at the AGM have the right to appoint a proxy to participate in the AGM and vote in their place. A proxy need not be a shareholder.

If you are entitled to cast two or more votes, you may appoint two proxies and you may specify the proportion or number of votes that each proxy is appointed to exercise. If your appointment does not specify the proportion or number of your voting rights, each proxy may exercise half your votes.

You can direct your proxy how to vote (i.e. to vote 'for' or 'against', or to 'abstain' from voting on, each resolution) by following the instructions on the Proxy Form.

## Appointing the Chair as your Proxy

You may appoint the Chair of the AGM as your proxy. In addition, if:

- you have appointed a proxy (other than the Chair) and the proxy appointment specifies the way the proxy is to vote on the resolution; and
- your proxy is either not recorded as attending the Meeting or does not vote on the resolution;

the Chair will, before voting on the resolution closes, be taken to have been appointed as your proxy for the purposes of voting on that resolution and must vote in accordance with your written direction.

If you direct the Chair how to vote on an item of business, the Chair must vote in accordance with the direction. For proxies without voting instructions that are exercisable by the Chair, the Chair intends to vote all available proxies in favour of all items of business.

If you appoint the Chair as your proxy but do not direct the Chair on how to vote, then by completing and submitting your voting instructions you are expressly authorising the Chair to vote

in favour of each item of business, even when an item of business is directly or indirectly connected to the remuneration of a member of the key management personnel of the Company.

## Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

## Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

## Technical difficulties

Technical difficulties may arise during the course of the Annual General Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chair 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 Chair 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 proxy no later than 48 hours before the commencement of the Meeting even if they plan to attend the Meeting online.

# Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of AUB Group Limited ACN 000 000 715 will be held at 10:00am (AEDT) on 10 November 2021 as a virtual meeting (Meeting).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form form part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm (AEDT) on 8 November 2021.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## Agenda

### Ordinary business

#### Financial statements and reports

*"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2021 together with the Directors' Report and the Auditor's Report for that financial year."*

**Note:** This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

## Resolutions

### Remuneration Report

#### 1. **Resolution 1** – Adoption of Remuneration Report

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

*"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2021."*

**Note:** In accordance with the Corporations Act, this Resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration in future reviews of the remuneration policy for Key Management Personnel.

**Voting Exclusion Statement:** The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the Company's key management personnel (including the Directors) (**KMP**), whose remuneration details are included in the Remuneration Report, or any of their Closely Related Parties; or



- as a proxy by a person who is 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 1;

- in accordance with a direction on the proxy form; or
- by the Chair of the meeting pursuant to an express authorisation to exercise the proxy, even though the resolution is connected with the remuneration of KMP.

## **Re-election and Election of Directors**

### **2. Resolution 2 – Re-election of Cath Rogers as Director**

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

*"That Ms Cath Rogers who, in accordance with article 6.3(b) of the Company's Constitution and the ASX Listing Rules, retires from office by rotation and, being eligible, offers herself for re-election, be re-elected as a Director of the Company."*

### **3. Resolution 3 – Election of Peter Harmer as Director**

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

*"That Mr Peter Harmer, who, in accordance with article 6.3(j) of the Company's Constitution and the ASX Listing Rules, retires from office and, being eligible, offers himself for election, be elected as a Director of the Company."*

## **Increase in Non-Executive Directors' Fee Cap**

### **4. Resolution 4 – Approval to Increase the Non-Executive Directors' Fee Cap**

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

*"That, for the purposes of Article 6.5(a) of the Company's Constitution and ASX Listing Rule 10.17 and for all other purposes, the maximum aggregate amount of remuneration that may be paid to the Company's Non-Executive Directors in any financial year be increased by \$250,000, from the present limit of \$850,000 per annum in aggregate to a limit of \$1,100,000 per annum in aggregate."*

**Voting Exclusion Statement:** The Company will disregard any votes cast on Resolution 4:

- in favour of the resolution by or on behalf of a director of the Company or their associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their Closely Related Parties,

unless the vote is cast on Resolution 4:

- 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; or
- as proxy for a person entitled to vote on the resolution by the Chair of the meeting pursuant to an express authorisation to exercise the proxy as the Chair 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.

## **Issue of Performance Options under Long Term Incentive Plan**

### **5. Resolution 5 – Approval of Issue of 3-year Performance Options to Michael Emmett, Director of the Company under the Company's Long Term Incentive Plan**

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

*"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the grant of 53,277 Performance Options to Michael Emmett, CEO and Managing Director of the Company under the Company's Long term Incentive Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this 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 Emmett or any of his associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their Closely Related Parties,

unless the vote is 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; or
- as proxy for a person entitled to vote on the resolution by the Chair of the meeting pursuant to an express authorisation to exercise the proxy as the Chair 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.

## **Issue of Share Appreciation Rights under Outperformance Incentive Plan**

### **6. Resolution 6 – Approval of Issue of Share Appreciation Rights to Michael Emmett, Director of the Company under the Company's Outperformance Incentive Plan**

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

*"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the grant of 508,388 Share Appreciation Rights to Michael Emmett, CEO*

*and Managing Director of the Company under the Company's Outperformance Incentive Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

**Voting Exclusion Statement:** The Company will disregard any votes cast on Resolution 6:

- in favour of the resolution by or on behalf of Mr Emmett or any of his associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their Closely Related Parties,

unless the vote is cast on Resolution 6:

- 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; or
- as proxy for a person entitled to vote on the resolution by the Chair of the meeting pursuant to an express authorisation to exercise the proxy as the Chair 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.

**BY ORDER OF THE BOARD**



Richard Bell  
General Counsel & Company Secretary

8 October 2021

# Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10:00am (AEDT) on 10 November 2021 as a virtual meeting.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

## Agenda

### **Ordinary business**

#### Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2021 together with the Directors' Report and the Auditor's Report.

The Company's Annual Financial Report can be found on its website at <https://www.aubgroup.com.au/>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's Auditor will be present at the Meeting. During the discussion of this item, the Auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

#### **Written questions of the auditor**

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report, submit your question online at <https://www.linkmarketservices.com.au>.

Please note that all written questions must be received at least five business days before the Meeting, which is by 3 November 2021.

# Resolutions

## **Remuneration Report**

### **Resolution 1 – Adoption of Remuneration Report**

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report which forms part of the Directors' Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Report which is available on the Company's website at <https://www.aubgroup.com.au/>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the AGM and at the 2022 Annual General Meeting (**2022 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2022 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2022 AGM. All of the Directors who were in office when the 2022 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

#### **Voting**

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

#### **Directors' recommendation**

The Directors recommend that Shareholders vote for this Resolution.

## **Re-election and Election of Directors**

### **Resolution 2 – Re-election of Cath Rogers as Director**

Article 6.3(b) of the Company's Constitution provides that a Director must retire from office no later than the longer of the third annual general meeting of the Company or 3 years following that Director's last election or appointment. A Managing Director is exempt from this requirement. A Director who retires under Article 6.3(b) is eligible for re-election.

ASX Listing Rule 14.4 also provides that each Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

Cath Rogers was appointed a Director of the Company on 3 May 2018 and was last elected as a Director at the 2018 AGM.

Accordingly, under this Resolution, Cath Rogers retires by rotation in accordance with Article 6.3(b) of the Company's Constitution, and being eligible, seeks re-election as a Director of the Company at this AGM.

The Board considers Ms Rogers to be an independent Non-Executive Director.

## Background and experience

Cath Rogers is a member of the Commercialisation Committee of the Heart Research Institute and was previously a Non-Executive Director of fintech Digital Wallet Pty Ltd which trades as Beem It (2018-2021) and ASX-listed McGrath Limited (2016-2018). Cath has a background in financial services, private equity and venture capital both in Australia and overseas including with AirTree Ventures, Anchorage Capital Partners, Masdar Capital and Credit Suisse. She is a member of the Board Audit & Risk, Nomination, and Remuneration & People Committees. Cath holds a Bachelor of Commerce from the University of New South Wales, an MBA from INSEAD, is a CFA Charterholder and a graduate of the Australian Institute of Company Directors.

### Directors' recommendation

The Directors (with Ms Rogers abstaining) recommend that Shareholders vote for this Resolution.

## Resolution 3 – Election of Peter Harmer as Director

Article 6.3(j) of the Company's Constitution provides that a Director appointed by the Directors must retire at the next annual general meeting of the Company and is eligible for re-election. A Managing Director is exempt from this requirement.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year must not hold office (without re-election) past the next annual general meeting.

Peter Harmer was appointed by the Directors as an additional Director of the Company on 22 July 2021 and has since served as a Director of the Company.

Accordingly, under this Resolution, Peter Harmer retires in accordance with Article 6.3(j) of the Company's Constitution, and being eligible, seeks election as a Director of the Company at this AGM.

In accordance with the Board Charter, before appointing Mr Harmer, the Company conducted appropriate checks into his background and experience.

The Board considers Mr Harmer to be an independent Non-Executive Director.

## Background and experience

Peter Harmer was previously Managing Director and Chief Executive Officer of Insurance Australia Group (IAG) Limited and is currently a Non-Executive Director of Commonwealth Bank of Australia and nib holdings limited, and the Chair of Lawcover Insurance Pty Limited. Prior to IAG he was Chief Executive Officer of Aon Limited UK and a member of Aon's Global Executive Board, and spent seven years as Chief Executive Officer of Aon's Australian, New Zealand and Pacific operation. Peter has over 40 years' experience in the industry spanning insurance, reinsurance broking, and insurance broking. He is a member of the Board Audit & Risk, Nomination, and Remuneration & People Committees.

### Directors' recommendation

The Directors (with Mr Harmer abstaining) recommend that Shareholders vote for this Resolution.

## **Increase in Non-Executive Directors' Fee Cap**

### **Resolution 4 – Approval to Increase the Non-Executive Directors' Fee Cap**

The current maximum amount available for payment of Non-Executive Directors' fees in aggregate each year is \$850,000. This amount was approved at the Annual General Meeting held in November 2018 and the previous increase to the fee cap was approved in 2013.

In accordance with Listing Rule 10.17 and clause 6.5(a) of the Company's Constitution, Shareholder approval is sought to increase the maximum aggregate amount available for Non-Executive Directors' remuneration in any financial year by \$250,000, from the present limit of \$850,000 per annum in aggregate to a limit of \$1,100,000 per annum in aggregate. It is emphasised that this is a maximum limit and does not indicate that fees will necessarily be increased to that limit.

The Board considers that it is appropriate to seek approval for an increase in the Non-Executive Directors' fee cap at this time for a number of specific reasons:

#### **To continue to manage orderly succession planning**

Attracting the right Board members and providing effective transition arrangements are fundamental to a high performing Board. To facilitate an orderly transfer of responsibilities, new directors may be appointed prior to the retirement of existing directors, resulting in a short-term increase in the size of the Board and the total fees payable to the directors.

The proposed increase in the fee cap would enable the Company to facilitate succession planning having regard to transition and timing considerations.

#### **Increasing time and responsibilities required of Non-Executive Directors**

AUB Group's growth over the past twelve months has resulted in increases in the workload and responsibilities of the Non-Executive Directors on the Board and its Committees. The Board anticipates that this workload is likely to continue to increase over coming years.

The proposed increase in the fee cap would provide flexibility to pay Non-Executive Directors appropriate fees which take into account the increasing workloads and levels of responsibility, including from a compliance and corporate governance perspective.

#### **General increases**

It is not intended that the full amount of the proposed maximum fee cap be used immediately, but rather that it be set at a level to allow for growth in director fees over time to reflect inflation, increasing market competitiveness and conditions.

It is proposed that the increase in the aggregate amount of fees for Non-Executive Directors will take effect immediately after this Meeting.

If Shareholder approval is not obtained, the Non-Executive Directors' fee cap will remain at the present limit of \$850,000.

As required by Listing Rule 10.17, the Company confirms that no securities have been issued to Non-Executive Directors in the preceding three years under Listing Rules 10.11 or 10.14.

Given the nature of this Resolution, the Board does not consider that it is appropriate to make a recommendation on how Shareholders should vote on this Resolution. As noted in the Proxy Form, the Chair of the Meeting intends to cast all undirected proxies in favour of this Resolution.

## **Issue of Performance Options under Long Term Incentive Plan**

### **Resolution 5 – Approval of Issue of 3-year Performance Options to Michael Emmett, Director of the Company under the Company's Long Term Incentive Plan**

#### **CEO remuneration**

Mr Emmett's remuneration arrangements for FY22 as CEO and Managing Director (**CEO**) are as follows:

<b>Fixed remuneration</b>	\$1,000,000
<b>Short Term Incentive (at target)*</b>	\$750,000
<b>Long Term Incentive Opportunity**</b>	\$1,000,000
<b>Total Target Remuneration</b>	\$2,750,000

\* Maximum Short-Term Incentive Opportunity for FY22 is capped at 150% of target STI award.

\*\* FY22 LTI opportunity is subject to being approved by shareholders at the AGM.

#### **Overview of the Long-Term Incentive Plan (LTIP)**

AUB Group's remuneration strategy and framework is based on a 'pay for performance' philosophy which supports sustainable value for shareholders, partners and our people.

The LTIP is used to attract, retain and motivate appropriately qualified and experienced executives who, on an individual basis, have the ability to impact AUB Group's longer term financial performance.

Consistent with this policy, the Board believes that it is in shareholders' interests to provide the CEO with an equity-based long-term incentive to ensure there is alignment between returns to shareholders and the rewards for the CEO.

#### **Approval sought**

Shareholder approval is being sought for the grant of 53,277 Performance Options to Mr Emmett under the Company's LTIP. Approval is being sought for all purposes, including for ASX Listing Rule 10.14, which requires that shareholder approval be obtained for the acquisition of securities by a director under an employee incentive scheme.

#### **Specific terms of the CEO's LTIP grant**

The Board proposes that the CEO be granted 53,277 Performance Options under the LTIP for his 2022 award.

The Board has determined Mr Emmett's long term incentive opportunity for the FY22 award is \$1,000,000 (**LTI Opportunity**), representing 100% of his fixed remuneration of \$1,000,000.

The actual number of Performance Options to be granted to Mr Emmett was calculated by dividing the dollar value of his maximum LTI Opportunity (being \$1,000,000) by the VWAP of the Company's shares traded on the ASX over the 60 trading days prior to 1 July 2021 (being the first day of the LTI performance period), adjusted for the expected value of dividends foregone during the performance period, rounded down to the nearest whole number of Performance Options.



## Overview of key terms of LTIP and Performance Options granted to the CEO under the LTIP

The key terms of Performance Options under the LTIP are outlined below.

<b>Vesting Conditions and Performance Period</b>	<p>Performance Options will only vest to the extent that the vesting conditions are satisfied over the three year performance period, commencing on 1 July 2021.</p> <ul style="list-style-type: none"> <li>60% of Performance Options are tested against an EPS hurdle</li> <li>40% of Performance Options are tested against a Relative TSR hurdle</li> </ul>										
<b>EPS – 60% weighting</b>	<p>The EPS vesting condition is measured by comparing the AAGR of the Underlying EPS from 1 July 2021 (the start of the performance period) (being 87.93 cps) to the Underlying EPS for the year ending 30 June 2024 (being the final year of the performance period).</p> <p>The percentage of Performance Options that may vest is determined based on the following vesting schedule:</p> <table> <tr> <th>AAGR of Underlying EPS</th><th>Performance options subject to EPS vesting condition that vests (%)</th></tr> <tr> <td>Less than 5%</td><td>0%</td></tr> <tr> <td>5%</td><td>50%</td></tr> <tr> <td>Greater than 5% to less than 10%</td><td>Straight line vesting between 50% and 100%</td></tr> <tr> <td>10% or more</td><td>100%</td></tr> </table>	AAGR of Underlying EPS	Performance options subject to EPS vesting condition that vests (%)	Less than 5%	0%	5%	50%	Greater than 5% to less than 10%	Straight line vesting between 50% and 100%	10% or more	100%
AAGR of Underlying EPS	Performance options subject to EPS vesting condition that vests (%)										
Less than 5%	0%										
5%	50%										
Greater than 5% to less than 10%	Straight line vesting between 50% and 100%										
10% or more	100%										
<b>Relative TSR – 40% weighting</b>	<p>The Board approves a Peer Comparator Group and has the discretion to periodically review and adjust the composition of the Peer Comparator Group, including to take into account acquisitions, mergers, or other relevant corporate actions.</p> <p>For purposes of calculating the growth in AUB Group's share price over the performance period, the following opening and closing share prices will be used:</p> <ul style="list-style-type: none"> <li>for the opening share price, the VWAP during the 60 trading days ending on the first day of the performance period, and</li> <li>for the closing share price, the VWAP during the 60 trading days ending on the last day of the performance period.</li> </ul> <p>For any Performance Options to vest pursuant to the Relative TSR vesting condition, AUB Group's compound TSR must be equal to or greater than the median ranking of constituents of the Peer Comparator Group.</p> <p>The percentage of Performance Options that may vest is determined based on the following vesting schedule:</p> <table> <tr> <th>AUB Group's TSR ranking relative to Peer Comparator Group</th><th>Performance options subject to Relative TSR vesting condition that vests (%)</th></tr> <tr> <td>Below the 50<sup>th</sup> percentile</td><td>0%</td></tr> <tr> <td>50<sup>th</sup> percentile</td><td>50%</td></tr> <tr> <td>Between the 50<sup>th</sup> and 75<sup>th</sup> percentile</td><td>Straight line vesting between 50% and 100%</td></tr> <tr> <td>At or above the 75<sup>th</sup> percentile</td><td>100%</td></tr> </table>	AUB Group's TSR ranking relative to Peer Comparator Group	Performance options subject to Relative TSR vesting condition that vests (%)	Below the 50 <sup>th</sup> percentile	0%	50 <sup>th</sup> percentile	50%	Between the 50 <sup>th</sup> and 75 <sup>th</sup> percentile	Straight line vesting between 50% and 100%	At or above the 75 <sup>th</sup> percentile	100%
AUB Group's TSR ranking relative to Peer Comparator Group	Performance options subject to Relative TSR vesting condition that vests (%)										
Below the 50 <sup>th</sup> percentile	0%										
50 <sup>th</sup> percentile	50%										
Between the 50 <sup>th</sup> and 75 <sup>th</sup> percentile	Straight line vesting between 50% and 100%										
At or above the 75 <sup>th</sup> percentile	100%										
<b>Vesting and exercise</b>	<p>Once Performance Options vest, the CEO is able to exercise them up until the 'expiry date', which is the 4th anniversary of the date upon which the performance options become exercisable, unless the Board determines a different date.</p> <p>There is no exercise price payable for the exercise of vested performance options.</p> <p>The CEO receives one share for each Performance option that vests and is exercised or, if the Board</p>										

	determines, an equivalent cash payment. Any vested performance options that are not exercised by the expiry date will lapse.
<b>No eligibility for dividends</b>	Holders of Performance Options are not entitled to dividends or voting rights until the Performance Options have vested, are exercised and Shares allocated.
<b>Cessation of employment</b>	<p>If the CEO ceases employment before his performance options vest, then the following treatment applies:</p> <ul style="list-style-type: none"> <li>• if employment is terminated in accordance with Mr Emmett's employment agreement, without notice, for serious misconduct or by reason of illness, injury or incapacity of Mr Emmett, all unvested performance options will automatically lapse; and</li> <li>• if employment is terminated with notice given by the Company or Mr Emmett, all unvested performance options remain on foot and will be tested in the ordinary course.</li> </ul>
<b>Forfeiture and clawback</b>	<p>The Board has broad 'clawback' powers to lapse Performance Options in a number of circumstances, including in the event of fraud, dishonesty, gross misconduct, breach of duties or obligations, a material misstatement, error or omission in the financial report, or to prevent a participant being entitled to an inappropriate benefit.</p> <p>The clawback policy also permits clawback of any shares allocated on exercise, as well as cash payments received on vesting and exercise of Performance Options.</p>
<b>Change of control event</b>	There is no automatic vesting of performance options on a change of control. The Board will (in its discretion) determine the appropriate treatment regarding performance options in the event of a change of control, including determining that all or a specified number of options vest or lapse.
<b>Reorganisation</b>	If any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company is effected, Performance Options will be adjusted in the manner required by the Listing Rules.
<b>Restrictions on dealing/hedging</b>	Performance Options are not transferable and participants are prohibited from entering into hedging arrangements in respect of Performance Options.
<b>Participation in new and bonus issues</b>	Performance Options carry no entitlement to participate in new issues of Shares by the Company prior to the vesting and exercise of the Performance Option. In the event of a bonus issue, Performance Options will be adjusted in the manner required by the Listing Rules.

## Other Information Required by ASX

The following information in relation to the issue of Performance Options to Mr Emmett is provided to Shareholders:

- (a) Michael Emmett is the only Director of the Company eligible to participate in the Company's equity incentive schemes. Mr Emmett falls within the requirements of Listing Rule 10.14.1 as he is a director of the Company. Any additional person covered by Listing Rule 10.14 who becomes entitled to participate in an issue of securities under the scheme after the resolution is approved and who was not named in this Notice will not participate until approval is obtained under the listing rule.
- (b) The Company uses Performance Options because they create share price alignment between executives and ordinary shareholders but do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the Options vest.
- (c) The Performance Options are being issued for nil consideration as they form part of Mr Emmett's incentive arrangements.

The following securities have previously been issued to Mr Emmett for nil consideration under the LTIP:

Date of Issue	Type of Options	Number of Options
19 December 2019	5 year performance options	200,000
19 December 2019	3 year performance options	76,029
18 December 2020	3 year performance options	78,795
	<b>Total</b>	<b>354,824</b>

- (d) There are no loans applicable for the Performance Options.
- (e) The Performance Options will be issued within 12 months from the date of this Meeting, if approved by Shareholders of the Company.
- (f) If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Emmett.
- (g) Details of any securities issued under the scheme will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

#### **Directors' recommendation**

The Directors (with Mr Emmett abstaining) recommend that Shareholders vote for this Resolution.

## **Issue of Share Appreciation Rights under Outperformance Incentive Plan**

### **Resolution 6 – Approval of Issue of Share Appreciation Rights to Michael Emmett, Director of the Company under the Company's Outperformance Incentive Plan**

#### **Overview of the Outperformance Incentive Plan**

The Board continuously monitors the Company's incentive schemes to ensure they are competitive and effective in driving business strategy and financial performance in the interests of shareholders. In particular, the Board has considered the leadership, expertise and experience critical to the ongoing outperformance of AUB Group.

As a result, an Outperformance Incentive Plan is being introduced in FY22 for select executives, designed to enable meaningful participation in longer term outperformance of returns to shareholders, through a one-off grant of share appreciation rights (**SARs**).

The key objectives of the Outperformance Incentive Plan are as follows: (i) complement the current LTI Plan by providing a potential reward for transforming the business and longer-term outperformance of market expectations, (ii) provide a longer-term focus in order to see through strategy and action that may not have a sufficiently material impact on value in a three-year performance cycle, and (iii) ensure that executives retain share ownership after vesting and have a stronger sense of share ownership.

Key design features of the Outperformance Incentive Plan are as follows:

- Awards will be in addition to current annual remuneration arrangements of fixed remuneration, STI award and LTI award.
- It will involve a one-off grant of SARs to select executives, including the CEO.
- Subject to vesting, SARs entitle the executive to receive Shares equal in value to the number of SARs granted multiplied by the difference between (i) the 60-day VWAP at the time of grant, and (ii) the 60-day VWAP at the end of the five-year performance period.
- Five-year performance period, with a further post vesting holding lock of two years. The five-year performance period is intentionally longer than the LTI Plan period and the two-year holding lock is designed to act as an additional mechanism with executives having additional AUB Group equity ownership.
- SARs will be tested against a CAGR of the EPS of the Company during the five-year performance period.
- Vesting will require stretch performance exceeding the LTIP maximum targets, together with 5 years of ongoing employment from 1 July 2021.
- The terms of the Outperformance Incentive Plan are governed by the terms of the Company's standard Equity Incentive Plan and relevant offer documentation.

#### **Approval sought**

Shareholder approval is being sought for a one-off grant of 508,388 SARs to Mr Emmett under the Outperformance Incentive Plan. Approval is being sought for all purposes, including for ASX Listing Rule 10.14, which requires that shareholder approval be obtained for the acquisition of securities by a director under an employee incentive scheme.

## Specific terms of the CEO's grant

The Board proposes that the CEO be granted (on a one-off basis) 508,388 SARs under the Outperformance Incentive Plan.

The number of SARs has been calculated by reference to a fair value of SARs of \$1.93 million.<sup>1</sup>

## Overview of key terms of SARs to be granted under the Outperformance Incentive Plan

The key terms of SARs under the Outperformance Incentive Plan are outlined below.

<b>SARs</b>	Each SAR is a right to receive fully-paid ordinary shares in the Company (or at the Board's discretion, an equivalent cash payment), calculated in accordance with the formula outlined later in this table.										
<b>SARs Pool</b>	1,016,777 SARs (in total for all awards).										
<b>Dilution impact of SARs Pool</b>	On a full vesting and conversion, and subject to certain variables and assumptions, the estimated dilution impact would be less than 1% of Shares (currently on issue) if Shares are issued in order to satisfy all entitlements at the end of the 5-year performance period.										
<b>Performance Period</b>	SARs will be tested against the vesting conditions over a five-year period, from 1 July 2021 to 30 June 2026.										
<b>Vesting Conditions</b>	<p>SARs will only vest to the extent that the vesting conditions and ongoing employment conditions (set out below later in this table) are satisfied over the relevant five year performance period, commencing on 1 July 2021.</p> <p>SARs are tested against a CAGR of the EPS of the Company during the Performance Period.</p> <p>If SARs vest, they will be automatically converted into Shares (at no cost to the executive) on or around 31 August 2026.</p>										
<b>EPS Vesting Condition</b>	<p>The EPS hurdle is based on the CAGR of the Underlying EPS of the Company.</p> <p>The percentage of SARs subject to the EPS hurdle that will be eligible to vest, if any, will be determined by reference to the CAGR (expressed as a percentage) of Underlying EPS from 1 July 2021 (being 87.93 cps) to the Underlying EPS to 30 June 2026, in accordance with the table below.</p> <table><tr><th>CAGR of Underlying EPS</th><th>Vesting level of SARs</th></tr><tr><td>14% or more</td><td>100%</td></tr><tr><td>Greater than 12% but less than 14%</td><td>Pro-rata straight line vesting between 25% and 100%</td></tr><tr><td>12%</td><td>25%</td></tr><tr><td>Less than 12%</td><td>0%</td></tr></table>	CAGR of Underlying EPS	Vesting level of SARs	14% or more	100%	Greater than 12% but less than 14%	Pro-rata straight line vesting between 25% and 100%	12%	25%	Less than 12%	0%
CAGR of Underlying EPS	Vesting level of SARs										
14% or more	100%										
Greater than 12% but less than 14%	Pro-rata straight line vesting between 25% and 100%										
12%	25%										
Less than 12%	0%										
<b>Holding Lock</b>	There will be a holding lock for a period of two years from the date the SARs vest and convert into Shares, during which period the executive will be restricted from dealing with any of the Shares allocated on vesting.										
<b>Who assesses performance and testing?</b>	<p>The vesting conditions will be tested at the end of the performance period and the Board determines the relevant number (if any) of SARs that will vest.</p> <p>Calculation of the vesting conditions and achievement against the vesting conditions will be determined by the Board in its absolute discretion, having regard to any matters that it considers relevant (including any adjustments for unusual or non-recurring items that the Board considers appropriate). The vesting date, conversion price and the portion of SARs to vest and convert may also be changed at the Board's discretion.</p> <p>There is no re-testing for SARs that do not vest. Any SARs that do not vest following testing will lapse unless the</p>										

<sup>1</sup> The fair value per SAR at grant is calculated at \$3.79 using the Black-Scholes formula.

	Board determines otherwise.
<b>Vesting and automatic conversion</b>	<p>SARs will automatically vest and convert into Shares if the vesting conditions have been satisfied, expected to be on or around 31 August 2026.</p> <p>There is no conversion price or exercise price payable for the conversion of vested SARs.</p> <p>If the vesting conditions are satisfied, the SARs will convert into that number of Shares based on the following formula:</p> $\text{Number of vested SARs} \times \frac{\text{Conversion Price} - \text{Initial VWAP}}{\text{Conversion Price}}$ <p>Where:</p> <ul style="list-style-type: none"> <li><b>Number of vested SARs</b> means the number of SARs that vest after the EPS calculation has been undertaken at the end of the 5 year performance period.</li> <li><b>Initial VWAP</b> means \$20.33, being the VWAP of the Shares traded on the ASX over the 60 trading days prior to 1 July 2021 (the first day of the Performance Period).</li> <li><b>Conversion Price</b> means the VWAP of the Shares traded on the ASX over the 60 trading days prior to 1 July 2026.</li> </ul> <p>The Board, at its discretion, may determine to make an equivalent value cash payment in lieu of an allocation of Shares.</p> <p>Shares allocated on the vesting and conversion of SARs are subject to the terms of AUB Group's Share Trading Policy and carry full dividend and voting rights upon allocation.</p>
<b>No eligibility for dividends</b>	SARs do not carry any dividend or voting rights. Shares allocated on vesting and conversion of SARs carry the same dividend and voting rights as other Shares.
<b>Cessation of employment</b>	<p>If the executive ceases employment before SARs vest and convert, then the following treatment applies, unless the Board determines otherwise:</p> <ul style="list-style-type: none"> <li>if the executive resigns, or if employment is terminated in accordance with the executive's employment agreement, without notice, for serious misconduct or by reason of illness, injury or incapacity, then all unvested SARs will automatically lapse; or</li> <li>if the executive ceases employment in any other circumstances, a pro rata portion of SARs (based on the portion of the performance period that has elapsed up to the date of cessation of employment) will remain on foot and will be tested in the ordinary course in accordance with the vesting conditions, as though the executive had not ceased employment.</li> </ul>
<b>Forfeiture and clawback</b>	<p>The Board has broad 'clawback' powers to lapse SARs in a number of circumstances, including in the event of fraud, dishonesty, gross misconduct, breach of duties or obligations, a material misstatement, error or omission in the financial report, or to prevent an executive being entitled to an inappropriate benefit.</p> <p>The clawback policy that applies to SARs permits clawback of any Shares allocated on exercise, as well as cash payments received on vesting and exercise of SARs.</p>
<b>Change of control event</b>	There is no automatic vesting of SARs on a change of control. The Board will (in its discretion) determine the appropriate treatment regarding SARs in the event of a change of control, including determining that all or a specified number of SARs vest or lapse.
<b>Reorganisation</b>	If any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company is effected, SARs will be adjusted in the manner required by the Listing Rules.
<b>Restrictions on dealing/hedging</b>	SARs are not transferable and executives are prohibited from entering into hedging arrangements in respect of SARs.
<b>Participation in new issues and bonus issues</b>	SARs carry no entitlement to participate in new issues of shares by the Company prior to the vesting and conversion of the SARs. In the event of a bonus issue, SARs will be adjusted in the manner required by the Listing Rules.

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<b>Ranking of shares issued</b>	Any ordinary shares in the Company issued upon exercise of the SARs will rank equally with the existing ordinary shares in the Company on issue, except for entitlements which had a record date before the date of issue of those shares.
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### Other Information Required by ASX

The following information in relation to the issue of SARs to Mr Emmett is provided to Shareholders:

- (a) Michael Emmett is the only Director of the Company eligible to participate in the Company's equity incentive schemes. Mr Emmett falls within the requirements of Listing Rule 10.14.1 as he is a Director of the Company. Any additional person covered by Listing Rule 10.14 who becomes entitled to participate in an issue of securities under the scheme after the resolution is approved and who was not named in this Notice will not participate until approval is obtained under the listing rule.
- (b) Mr Emmett will be granted 508,388 SARs. Following vesting, upon conversion of the SARs, Mr Emmett will receive that number of shares calculated in accordance with the formula set out on page 21.
- (c) The Company uses SARs because they create share price alignment between executives and ordinary shareholders but do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the SARs vest.
- (d) The SARs are being issued for nil consideration as they form part of Mr Emmett's incentive arrangements.
- (e) No securities have previously been issued to Mr Emmett under the Outperformance Incentive Plan.
- (f) Mr Emmett's current total remuneration package is set out in Resolution 5.
- (g) There are no loans applicable for the SARs.
- (h) The SARs will be issued within 12 months from the date of this Meeting, if approved by Shareholders of the Company.
- (i) If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Emmett.
- (j) Details of any securities issued under the scheme will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.

#### **Directors' recommendation**

The Directors (with Mr Emmett abstaining) recommend that Shareholders vote for this Resolution.

# Glossary

**AAGR means** average annual growth rate (expressed as a %).

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

**Annual Report** means the 2021 Annual Report to Shareholders for the period ended 30 June 2021 as lodged by the Company with ASX on 26 August 2021.

**Annual General Meeting** or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

**ASX Listing Rules** or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Auditor's Report** means the auditor's report of Ernst & Young dated 26 August 2021 as included in the Annual Report.

**Board** means the current board of Directors of the Company.

**Business Day** means a day on which trading takes place on the stock market of ASX.

**CAGR** means compound annual growth rate.

**Chair** means the person chairing the Meeting.

**Closely Related Party** of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

**Company** means AUB Group Limited ACN 000 000 715.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

**Director** means a current director of the Company.

**Directors' Report** means the report of Directors as included in the Annual Report.

**Dollar** or **"\$"** means Australian dollars.

**EPS** means underlying earnings per share.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**KMP** means key management personnel (including the Directors) whose remuneration details are



included in the Remuneration Report.

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting dated 8 October 2021 including the Explanatory Statement.

**Ordinary Resolution** means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Peer Comparator Group** means Constituents of the S&P/ASX Small Ordinaries Industrials Index (AXSID), defined at the commencement of the performance period.

**Performance Option** means an option which, subject to vesting, is a right to receive one fully-paid ordinary share in AUB Group (or at the Board's discretion, an equivalent cash payment).

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Relative TSR** means AUB Group's compounded TSR measured against the ranking of constituents of the Peer Comparator Group.

**Remuneration Report** means the remuneration report as set out in the Directors' Report.

**Resolutions** means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

**Restricted Voter** means a member of the Company's KMP and any Closely Related Parties of those members.

**Securities** mean Shares and/or Performance Options and/or SARs (as the context requires).

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**Share Registry** means Link Market Services Limited.

**Spill Meeting** means the meeting that will be convened within 90 days of the 2022 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2022 AGM.

**Spill Resolution** means the resolution required to be put to Shareholders at the 2022 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2022 AGM.

**Trading Day** has the meaning given to that term in ASX Listing Rule 19.12.

**TSR** means the percentage growth in the share price together with the value of dividends paid during the relevant three-year performance period, assuming all dividends are reinvested into new securities.

**Underlying EPS** means underlying earnings per share, being, in respect of any financial year, the Underlying NPAT divided by the weighted average number of shares on issue during the financial year.

**Underlying NPAT** means underlying net profit after tax, being, in respect of any financial year, the consolidated net profit after tax of AUB Group for that year excluding fair value adjustments to the carrying values of associates, profit on sale of entities and assets or deconsolidation of controlled entities, contingent consideration adjustments, impairment charges, amortisation of intangibles and acquisition costs. Other adjustments to the Underlying NPAT calculation may be made in limited circumstances where the Board considers it to be appropriate.

**VWAP** means the volume weighted average price of Shares traded on the ASX.

## LODGE YOUR VOTE



### ONLINE

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


### BY MAIL

AUB Group 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  
Level 12, 680 George Street, Sydney NSW 2000



### ALL ENQUIRIES TO

Telephone: +61 1800 194 270 (free call within Australia)



X99999999999

## PROXY FORM

I/We being a member(s) of AUB Group 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. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

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 **10:00am on Wednesday, 10 November 2021** (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting. You can participate by logging in online at <https://agmlive.link/AUB21> (refer to details in the Annual General Meeting Online Guide).

**Important for Resolutions 1, 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 1, 4, 5 & 6, 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

1 Adoption of Remuneration Report

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Re-election of Cath Rogers as Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Election of Peter Harmer as Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Approval to Increase the Non-Executive Directors' Fee Cap

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 Approval of Issue of 3-year Performance Options to Michael Emmett, Director of the Company under the Company's Long Term Incentive Plan

For Against Abstain\*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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6 Approval of Issue of Share Appreciation Rights to Michael Emmett, Director of the Company under the Company's Outperformance Incentive Plan

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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\* 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)

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).

## 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. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. If your named proxy attends the Meeting but does not vote on a poll on a resolution in accordance with your directions, the Chairman of the Meeting will become your proxy in respect of that resolution. 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 Resolution is connected directly or indirectly with the remuneration of KMP. On a poll, the Chairman of the Meeting will vote directed proxies as directed and may vote undirected proxies as the Chairman of the Meeting sees fit. If the Chairman of the Meeting is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting the Proxy Form you are expressly authorising the Chairman of the Meeting to exercise your proxy on resolutions that 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. If you wish to appoint a Director (other than the Chairman) or other member of the KMP or their closely related parties as your proxy, you must specify how they should vote on Resolutions 1, 4, 5, 6 & 7 by marking the appropriate box (either For/Against/Abstain). If you do not specify how your proxy should vote, your proxy will not be able to exercise your vote for Resolutions 1, 4, 5, 6 & 7.

### 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 the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of 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 **10:00am on Monday, 8 November 2021**, 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

AUB Group 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\*  
Level 12  
680 George Street  
Sydney NSW 2000

\*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions



# 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:

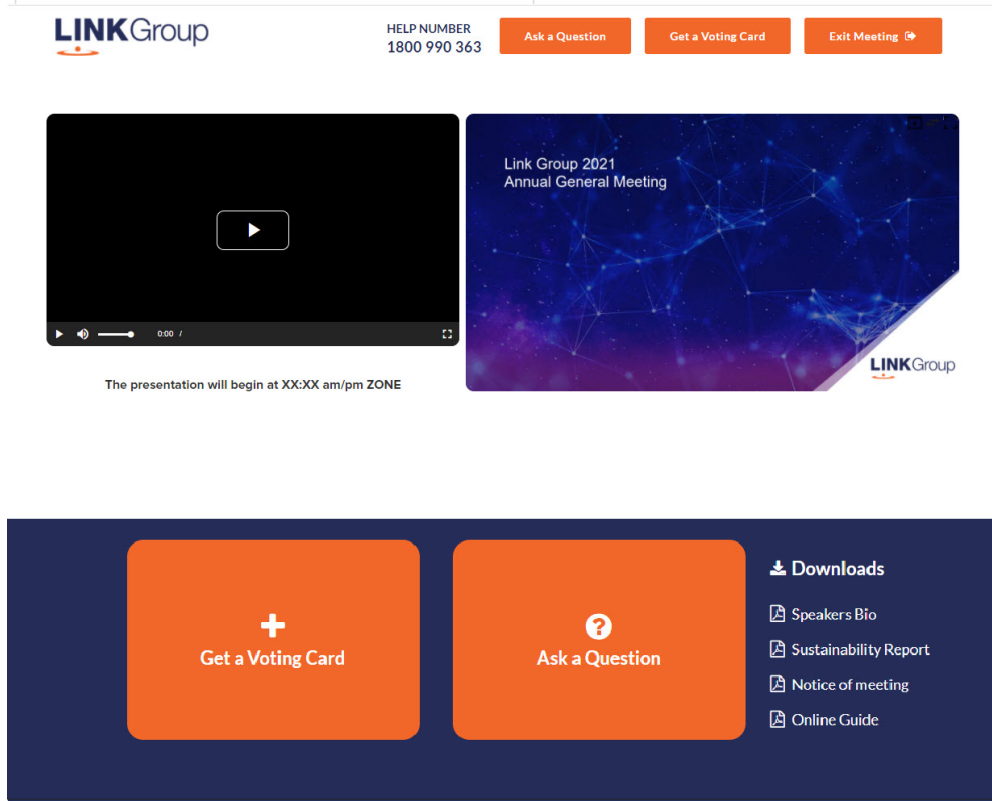
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up
- Microsoft Edge - 92.0 and after

**To attend and vote you must have your shareholder 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



## Step 1

Open your web browser and go to <https://agmlive.link/AUB21>

## Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

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

- On the left – a live audio 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.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number

Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

SUBMIT DETAILS AND VOTE

If you are an individual or joint shareholder you will need to register and provide validation by entering your shareholder 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 shareholders 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.

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

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.

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

ABC COMPANY PTY LTD

X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to 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 the Unitholder's voting instructions.

Full Vote

Partial Vote

Resolution 2B

For

Against

Abstain

RE-ELECTION OF MRL 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

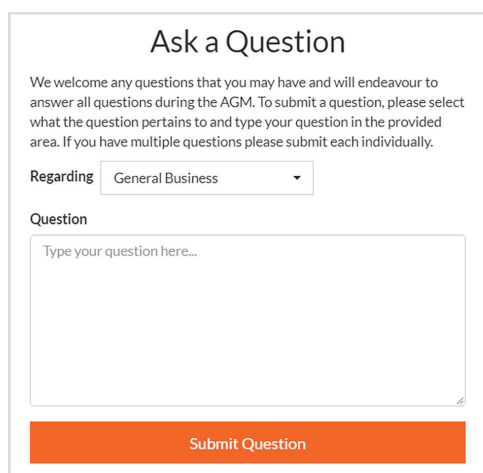
# Virtual Meeting Online Guide *continued*

## 2. How to ask a question

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

If you have yet to obtain a voting card, you will prompted to enter your shareholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

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



The 'Ask a Question' form is titled 'Ask a Question' and includes a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the AGM. 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.' Below this, there is a 'Regarding' section with a dropdown menu currently set to 'General Business'. Underneath is a 'Question' section with a large text area containing the placeholder 'Type your question here...'. At the bottom of the form 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.



The 'View Questions' box is titled 'View Questions' and includes a message: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM.' Below this, there is a question card for 'When will the next AGM be held?'. The card indicates it was 'Asked regarding General Business', 'Asked at: 7:18AM', and 'Updated: 7:18AM'. There is a small icon with a plus sign in the top right corner of the card. Below the card is a grey button labeled 'OPEN COMMENTS'. At the bottom of the box is an orange button labeled 'SUBMIT ANOTHER QUESTION'.

## 3. Downloads

View relevant documentation in the Downloads section.

## 4. Voting closing

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

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.

## 5. Phone Participation

### What you will need

- a) Land line or mobile phone
- b) The name and shareholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363.

### Joining the Meeting via Phone

#### Step 1

From your land line or mobile device, call:  
Conference Call Number: 1800 941 125  
International Number: +61 2 9189 8865

#### Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a shareholder and allow you to ask a question on the resolutions at the Meeting.

#### Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

#### Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

## Asking a Question

#### Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press \*1** on your keypad should you wish to raise your hand to ask a question.

#### Step 2

Please advise if your question relates to an item of business or General Business. The moderator will make a note and ask if you have any additional questions.

#### Step 3

When it is time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking.

Note: If at any time you no longer wish to ask your question, you can lower your hand by **pressing \*2** on your key pad. If you have also joined the Meeting Online, we ask that you mute your laptop, desktop, tablet or mobile device while you ask your question.

#### Step 4

Your line will be muted once your question has been answered.

## Contact us

### Australia

T +61 1800 990 363

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





8 October 2021

Dear Shareholder,

## 2021 Annual General Meeting

AUB Group Limited (ASX: AUB) (“**AUB**” or the “**Company**”) advises that the 2021 Annual General Meeting (**Meeting**) will be held at 10:00am (AEDT) on Wednesday 10 November 2021 as a **virtual meeting**.

In response to Government mandated restrictions and the potential health risks arising from the coronavirus (COVID-19) pandemic, this year the Company’s AGM will be held as a virtual meeting. Although shareholders will not be able to attend the meeting physically, they will instead be able to participate through an online platform that allows you to join the AGM live, submit questions and vote at appropriate times while the meeting is in process.

### Notice of Meeting

The Notice of Meeting is available at: <https://www.aubgroup.com.au/asx-announcements/>

If you need assistance to obtain a copy of the Notice of Meeting, please contact AUB’s share registry, Link Market Services, at: [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) or 1300 554 474.

### Virtual Venue

Shareholders are able to attend and participate in the Meeting virtually via the online platform at: <https://agmlive.link/AUB21>

To make the meeting as accessible as possible, we are providing a range of ways through which you can participate and ask questions. Further details of how to join the online meeting, how to ask questions and how to vote are set out in the Online Meeting Guide, which is available at: <https://www.aubgroup.com.au/asx-announcements/>

### Voting by Proxy

To vote by proxy, please follow the instructions on the personalised proxy form, which is enclosed. Your proxy instruction must be received by Link Market Services by 10:00am AEDT on Monday 8 November 2021. **Proxies received after that time will not be valid.**

### Written Questions

Shareholders are encouraged to submit written questions online in advance of the Meeting. Please log on to <https://www.linkmarketservices.com.au> using the holding details as shown on the proxy form, select ‘Voting’ then click ‘Ask a Question’. Written questions must be received by the Share Registry by no later than 10:00am AEDT on Wednesday 3 November 2021.

Yours sincerely,

A handwritten signature in black ink that reads 'Richard Bell'.

Richard Bell

General Counsel & Company Secretary

### AUB Group Limited

Level 14, 141 Walker Street  
North Sydney NSW 2060

ABN 60 000 000 715  
ACN 000 000 715

[aubgroup.com.au](https://www.aubgroup.com.au)