

15 October 2021

The Manager

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

**Electronic Lodgement
Notice of Annual General Meeting**

The following documents are attached:

- Notice of Annual General Meeting (**AGM**) 2021
- Sample Proxy Form

A2B Australia Limited will hold its AGM at 11.00am (Sydney time) on Thursday 18 November 2021.

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

Authorised for lodgement by:



Adrian Lucchese

Company Secretary

Investor Relations

investorrelations@a2baustralia.com
0403 372 612

2021 Notice of Annual General Meeting



To be held at 11am (Sydney time)
on Thursday, 18 November 2021
Online at agmlive.link/A2B21

A letter from the Chairman

15 October 2021

Dear Shareholder

On behalf of the Board of A2B Australia Limited, I would like to invite you to attend the Company's Annual General Meeting on Thursday, 18 November 2021.

The Meeting details are:

11am (Sydney time), with online registration available from 10.30am
18 November 2021

Online at agmlive.link/A2B21

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

If you are unable to attend the Meeting, I encourage you to exercise your voting rights by submitting your completed proxy form online by no later than 11am (Sydney time) on Tuesday, 16 November 2021. Alternatively, you can return a completed proxy form to the Company's Share Registry, Link Market Services.

Please refer to the Notice of Meeting for further information.

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

Yours sincerely



Paul Oneile
Chairman



Notice of Meeting

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of A2B Australia Limited (**A2B** or the **Company**) will be held online at agmlive.link/A2B21 at **11am (Sydney time) on Thursday, 18 November 2021**.

Items of Business

Ordinary Business

A. Financial statements and reports

To receive and consider the Consolidated Financial Statements, the Directors' Report and the Independent Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2021 (**FY21**).

B. Re-election of Director

Resolution 1: Re-election of Mr Paul Oneile

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

"That Mr Paul Oneile be re-elected as a Director of the Company."

C. Remuneration Report

Resolution 2: Adoption of the Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2021 be adopted."

Voting exclusion statement

The Company will disregard any votes cast on Resolution 2:

- by or on behalf of a member of the Company's key management personnel (**KMP**) named in the 2021 Remuneration Report or their closely related parties (regardless of the capacity in which the vote is cast); or
- as a proxy by a member of the Company's KMP at the date of the Meeting or their closely related parties, unless the vote is cast as proxy for a person entitled to vote on Resolution 2:
- in accordance with the directions in the proxy form; or
- by the Chairman of the Meeting pursuant to an express authorisation in the proxy form to exercise the proxy even though Resolution 2 is connected with the remuneration of the KMP.

D. Long term performance plan

Resolution 3: Grant of performance rights to Mr Andrew Skelton, CEO and Managing Director

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the issue of 150,376 performance rights to Mr Andrew Skelton, CEO and Managing Director, in accordance with the Company's Long Term Incentive Plan, on the terms summarised in the Explanatory Notes to the Notice of Meeting."

Notice of Meeting (continued)

Voting exclusion statement

The Company will disregard any votes cast on Resolution 3:

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

However, votes will not be disregarded if they are cast on Resolution 3:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way;
- by the Chairman of the Meeting as a proxy for a person who is entitled to vote on the resolution, pursuant to an express authorisation in the proxy form to exercise the proxy as the Chairman decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Shareholder and Voting Information Notes

Determination of shareholders' rights to vote

For the purposes of the Meeting, the Directors have determined that those shareholders holding shares **at 7pm (Sydney time) on Tuesday, 16 November 2021** will be voting members of the Meeting.

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

Shareholders are invited to participate in the AGM virtually via our virtual AGM platform at agmlive.link/A2B21 or the appointment of a proxy. We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

Enter agmlive.link/A2B21 into a web browser on your computer or online device:

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

Further information on how to participate virtually is set out in this Notice and the Online Platform Guide at www.a2baustralia.com/investor-center/reports/.

AGM Considerations and Shareholder Questions

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

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

- all shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the Consolidated Financial Statements, Directors' Report (including the Remuneration Report) and Independent Auditor's Report, and general questions about the performance, business or management of the Company;
- if a shareholder has more than one question on an item, all questions should be asked at the one time; and
- shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

Shareholders and proxyholders will be given an opportunity to ask questions in real-time by telephone. A personalised PIN is needed to ask questions by telephone. To receive a personalised PIN, please contact Link Market Services before the AGM.

Dial-in details for the AGM and contact details for Link Market Services are included in the Online Platform Guide. If you plan to ask questions by telephone, you will still need to log into the online platform if you wish to vote during the meeting.

We will attempt to address the more frequently asked questions in the Chairman and CEO and Managing Director's presentations to the Meeting. However, there may not be sufficient time available to address all of the comments and questions raised. Please note that individual responses will not be sent to shareholders. Questions and comments may be moderated to avoid repetition and to make them more concise.

Written questions in advance of the AGM must be received by the Company or Link Market Services by **11am (Sydney time) on Tuesday, 16 November 2021**, and can be submitted by email to either investorrelations@a2baustralia.com or registrars@linkmarketservices.com.au.

Technical difficulties

Technical difficulties may arise during the course of the AGM. The Chair of the AGM has discretion as to whether and how the AGM should proceed if a technical difficulty arises. In exercising this discretion, the Chair of the AGM will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected. Where the Chair of the AGM considers it appropriate, the Chair of the AGM may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a directed proxy in advance of the meeting even if they plan to attend the meeting online.

Shareholders may experience local technical difficulties, such as poor internet connection. Please refer to the Online Platform Guide at www.a2baustralia.com/investor-center/reports/ for advice on optimising the virtual AGM experience.

All Resolutions by Poll

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

How to Vote

Shareholders may vote by either:

- using the online platform; or
- appointing a Proxy

Using the online platform:

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

- enter agmlive.link/A2B21 into a web browser on your computer or online device;
- securityholders will need their SRN or HIN; and
- proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

Online voting will be open between the commencement of the Meeting at **11am (Sydney time) on Thursday, 18 November 2021** and the time at which the Chairman announces voting closure.

More information about online participation in the Meeting is available in the Online Platform Guide at www.a2baustralia.com/investor-center/reports/.

Appointing a proxy:

Please note that:

- a shareholder entitled to vote is entitled to appoint a proxy;
- a shareholder entitled to cast two or more votes is entitled to appoint up to two proxies;
- if a shareholder appoints two proxies, they may specify the proportion or number of votes each proxy may exercise. If no proportion is specified, each of the proxies may exercise half the shareholder's votes;

Notice of Meeting (continued)

- if a shareholder appoints two proxies, then both proxies will be entitled to vote on a poll (subject to voting exclusions);
- a proxy need not be a shareholder of the Company;
- a proxy can either be an individual or a body corporate. If a shareholder appoints a body corporate as its proxy, that body corporate will need to ensure that it:
 - appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the *Corporations Act 2001* (Cth) (**Corporations Act**); and
 - provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting.

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

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

Unless the Chairman of the Meeting is your proxy, members of the Company's KMP (which includes each of the Directors), or their closely related parties, will not be able to vote as your proxy on Resolutions 2 and 3, unless you direct them how to vote. If you intend to appoint a member of the KMP as your proxy, you should ensure that you direct that person how to vote on Resolutions 2 and 3.

If you intend to appoint the Chairman as your proxy, you can direct the Chairman how to vote by marking the boxes for the relevant resolution (for example, if you wish to vote "for", "against" or to "abstain" from voting). However, if you do not mark a box next to Resolutions 2 or 3, then by completing and submitting the proxy form, you will be expressly authorising the Chairman to vote as he sees fit in respect of those resolutions even though they are connected with the remuneration of the Company's KMP.

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

Corporate representation

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

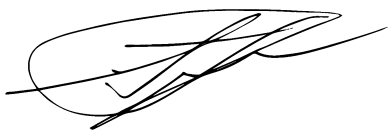
- a letter or certificate, executed in accordance with the corporate shareholder's Constitution, authorising that person to act as the company's representative; or
- a copy of the resolution, certified by the secretary or director of the corporate shareholder, appointing the representative.

Lodgement of proxies & appointment of corporate representation

To be valid, the proxy form (together with any power of attorney) and appointments of corporate representation must be received by the Company's Share Registry, Link Market Services by **11am (Sydney time) on Tuesday, 16 November 2021** in one of the following ways. Proxies and appointments of corporate representation received after this time will not be accepted.

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

By order of the Board



Adrian Lucchese
Company Secretary

15 October 2021

Explanatory Notes

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

A. Financial statements and reports

The Corporations Act requires the Company's financial statements, Directors' Report and Independent Auditor's Report for the last financial year to be received at the AGM. The financial statements and the reports are contained in the 2021 Final Report, which is available on the Company's website at a2baustralia.com.

Whilst no resolution is required for this item, shareholders will be given the opportunity to ask questions and make comments on the financial statements and reports and the management of the Company.

The Company's Auditor will be present at the Meeting and shareholders will have the opportunity to ask the Auditor questions in relation to the conduct of the audit, the preparation and content of the Independent Auditor's Report, the Company's accounting policies and the independence of the Auditor.

B. Re-election of Director

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

Resolution 1: Re-election of Mr Paul Oneile

Mr Oneile was appointed as Chairman in February 2017. He is a member of the Remuneration and Nominations Committee and a member of the Audit and Risk Committee. Paul is currently a Non-executive Director of Thorn Group Limited. He was formerly the independent Chairman of Intecq Limited from September 2012 to December 2016. Paul has over 30 years of executive experience across many industries including leisure and entertainment, retail, manufacturing, property, software and technology. His previous roles included CEO and Managing Director of Aristocrat Leisure Limited (2003–2008), Chairman and CEO of United International Pictures (1996–2003), Non-executive Director of Village Roadshow Limited (1990–1996), and Managing Director of The Greater Union Organisation Pty Ltd (1990–1996).

Paul holds a Bachelor of Economics degree from the University of Sydney.

Having regard to Mr Oneile's leadership and past executive experience, the Directors consider that Mr Oneile would continue to enhance Board discussions and effectiveness if re-elected and have recommended shareholders vote in favour of his re-election for that reason.

Recommendation

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

Explanatory notes (continued)

C. Remuneration Report

Resolution 2: Adoption of the Remuneration Report

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

The Remuneration Report is set out on pages 20 to 36 of the 2021 Final Report, which can be found on the Company's website at a2baustralia.com.

The Remuneration Report details:

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

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

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

Resolution 2 is an advisory resolution only and does not bind the Directors or the Company.

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

Recommendation

The Directors recommend that shareholders vote **in favour** of Resolution 2.

D. Long term performance plan

Resolution 3: Grant of performance rights to Mr Andrew Skelton, CEO and Managing Director

Shareholder approval is being sought in accordance with ASX Listing Rule 10.14 for the proposed grant of 150,376 performance rights (**Rights**) to Mr Andrew Skelton, CEO and Managing Director of the Company, under the Company's Long Term Incentive (**LTI**) Plan (**Plan**). The Plan was approved at the 2014 Annual General Meeting. It is proposed that Mr Skelton be granted the Rights as his LTI award for the financial year ended 30 June 2022 (**FY22**).

Review of equity arrangements during 2021

During FY21, the Company has embarked on a new four year strategic plan aimed at completing its transformation into an integrated, digitally driven, global mobility and payments organisation. In this context, the Board has conducted a review of the Company's current Plan, having regard to its overall effectiveness since its adoption in 2014 and its linkage to delivery of the Company's strategic plan.

The outcome of the Board's review has been a decrease to allocations provided under the Company's Plan for FY22, with a view to making further enhancements to the remuneration mix of KMP to tightly align with execution of the Company's strategy. The Board expects to supplement the Plan in FY22 by introducing equity components within the existing remuneration framework that contain performance metrics aligned to this four year strategic plan. These metrics are expected to be directly linked to delivering key elements of the strategy and targeted at motivating and closely aligning KMP interests with creating shareholder value.

Proposed grant of rights under LTI Plan

The Plan is the Company's principal vehicle to grant LTI awards and forms what the Board considers to be a key element of the Company's remuneration strategy for the executive team, including the CEO and Managing Director. The grant of Rights to Mr Skelton is designed to align his interests with those of shareholders and assist the Company in retaining him as a suitably qualified and experienced executive.

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

Key terms of proposed grant for FY22

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

Term	Detail
Details of the proposed FY22 grant	<p>The proposed grant to Mr Skelton is for 150,376 Rights.</p> <p>The maximum number of Rights has been calculated by taking the maximum grant value of \$200,000 and dividing it by the volume weighted average market price (VWAP) of the Company's shares traded on the ASX over the five trading day period commencing 30 days after the date of the release of the Company's audited financial results for the year ended 30 June 2021 (\$1.33).</p> <p>The maximum grant value was set by the Board having regard to Mr Skelton's overall remuneration package, performance, experience and independent advice received regarding current market practice.</p>
Entitlements	<p>Each Right is a right to acquire one ordinary share in the Company, subject to the achievement of the performance metrics set out below.</p> <p>The Rights do not carry any dividend or voting rights prior to vesting.</p> <p>The Rights are non-transferable, except in limited circumstances or with the consent of the Board.</p>
Performance Period	<p>The performance period is three years, from 1 July 2021 to 30 June 2024.</p> <p>Vesting of the Rights will depend upon performance relative to the performance metrics detailed below.</p>

Explanatory notes (continued)

Term	Detail										
Performance metrics	<p>Absolute Total Shareholder Return</p> <p>Rights will vest subject to absolute total shareholder return (aTSR) performance over the performance period.</p> <p>The aTSR metric requires minimum threshold performance of at least 4% compounded annual growth rate (CAGR) in total shareholder return (TSR) before any vesting will occur.</p> <p>The percentage of Rights that vest, if any, will be determined by the Board in accordance with the following vesting schedule.</p> <table> <tr> <th>A2B aTSR CAGR Performance</th><th>Rights that Vest</th></tr> <tr> <td>< 4%</td><td>0%</td></tr> <tr> <td>= 4% (threshold performance)</td><td>35%</td></tr> <tr> <td>> 4% and < 12 %</td><td>Straight-line vesting between 35% and 100%</td></tr> <tr> <td>12% or more (stretch)</td><td>100%</td></tr> </table>	A2B aTSR CAGR Performance	Rights that Vest	< 4%	0%	= 4% (threshold performance)	35%	> 4% and < 12 %	Straight-line vesting between 35% and 100%	12% or more (stretch)	100%
A2B aTSR CAGR Performance	Rights that Vest										
< 4%	0%										
= 4% (threshold performance)	35%										
> 4% and < 12 %	Straight-line vesting between 35% and 100%										
12% or more (stretch)	100%										
TSR calculation	<p>TSR is the percentage growth in shareholder value attributable to share price growth and cash dividends over the performance period.</p> <p>Decisions regarding the level of performance achieved and relevant remuneration outcomes will be made by the Board according to the above vesting schedules following the end of the performance period, with the outcomes communicated to shareholders in the Remuneration Report.</p> <p>Any Rights that do not vest following testing of the relevant performance metric at the end of the performance period will lapse.</p>										
Allocation of shares upon vesting	<p>On vesting, each Right will convert into one ordinary share in the Company or, at the Board's discretion (and in exceptional circumstances), a cash-equivalent payment.</p> <p>The allocation of shares on vesting may be satisfied by issuing new shares, acquiring shares on market or transferring shares from an employee share trust.</p>										
Trading restrictions	<p>Shares allocated on vesting of Rights will not be subject to any further trading restrictions, subject to compliance with the Company's Securities Dealing Policy and the Corporations Act.</p> <p>Mr Skelton is prohibited from hedging the share price exposure in respect of Rights during the performance period applicable to those Rights.</p>										
Price payable for securities	<p>No amount will be payable in respect of the allocation of Rights, nor in respect of any shares granted upon vesting of the Rights.</p>										
Cessation of employment	<p>If Mr Skelton ceases employment with the Company before the end of the performance period, the treatment of his Rights will depend on the circumstances of cessation.</p> <p>Where Mr Skelton ceases employment due to resignation, termination for cause or poor performance, all unvested Rights will lapse at cessation.</p> <p>Where Mr Skelton ceases employment for any other reason prior to vesting, unvested Rights will generally continue on-foot and be tested at the end of the original performance period against the relevant performance metrics. However, the Board has discretion to apply another treatment that it deems appropriate in the circumstances in accordance with the Plan's rules. Where the Board exercises its discretion its rationale will be communicated to shareholders in the Remuneration Report.</p>										

Term	Detail
Change of control and other variations in vesting	<p>The Board may exercise its discretion to adjust the performance metrics or vary vesting on a change of control or in light of other external factors. For example, the Board may in some circumstances permit full or partial early vesting on a change of control as a result of a takeover or scheme of arrangement. Similarly, the Board may determine that there should be a reduction (or increase) in a participant's vesting outcome to account for factors outside of the control of the participant.</p> <p>The Board in all circumstances will ensure any variation takes into account achievement against the relevant performance metrics up until the relevant time, and does not unfairly advantage or disadvantage participants in the Plan, including Mr Skelton. Any such variations will be fully disclosed in the Remuneration Report.</p>
Other information required by the ASX Listing Rules	<ul style="list-style-type: none"> ASX Listing Rule 10.14 requires shareholder approval for a grant of securities to a Director or associate of a Director under an employee incentive scheme. Mr Skelton is a Director of the Company and therefore approval is being sought from shareholders. Mr Skelton's current total remuneration package comprises \$825,000 total fixed remuneration (inclusive of superannuation), a short term incentive with a maximum value of 72.6% and a long term incentive with a maximum value of 24.4%. In accordance with the Plan, each year Mr Skelton has received Rights for nil consideration. Currently, Mr Skelton has 1,047,826 Rights on issue and previously received 124,611 Rights which have not vested and have now lapsed. Rights are provided under the Plan as they create alignment between the interests of the participant and shareholders but do not provide the full benefits of share ownership (such as dividend and voting rights) unless and until the Rights vest. No other persons identified in ASX Listing Rule 10.14 are participants in the Plan or are eligible to participate in the Plan. There is no loan scheme in relation to the grant of Rights. If shareholder approval is obtained, 150,376 Rights will be granted to Mr Skelton as soon as practicable after the 2021 AGM, but in any event, within 12 months of the 2021 AGM. If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Skelton. Details of Rights or shares issued to Mr Skelton under the Plan pursuant to this approval will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Rights under the Plan after this resolution is approved and who were not named in the Notice of Meeting will not participate in the Plan until approval is obtained under that rule.

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

Recommendation

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

Further information

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



A2B Australia Limited
ABN 99 001 958 390



A2B AUSTRALIA LIMITED
ABN 99 001 958 390

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

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



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

PROXY FORM

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

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEDST) on Thursday, 18 November 2021 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in: Online at <https://agmlive.link/A2B21> (refer to details in the Virtual Meeting Online Guide).

Important for Resolutions 2 and 3: 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 2 and 3, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

For Against Abstain*

1 Re-election of Mr Paul Oneile

2 Adoption of the Remuneration Report

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



* 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).

A2B PRX2101N

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDST) on Tuesday, 16 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

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



BY MOBILE DEVICE

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

QR Code



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



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
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