

15 October 2021

ASX Markets Announcement Office
Exchange Centre
20 Bridge Street
Sydney NSW 2000

BY ELECTRONIC LODGEMENT

2021 Annual General Meeting

Please find attached for release to the market, the following documents in relation to McGrath's Annual General Meeting to be held Online as a Virtual Meeting on Friday, 19 November 2021, at 11:00am (AEDT):

- Notice of Meeting
- Proxy Form
- Shareholder Question Form
- Virtual Meeting Online Guide

-ENDS-

This Announcement was authorised for release by McGrath's Board of Directors.

For further information, please contact:

Investors

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Howard Herman - CFO
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Media

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About McGrath:

McGrath Limited (**ASX: MEA**) has grown to be an integrated real estate services business, offering agency sales, property management, mortgage broking and career training services. McGrath Estate Agents currently has 108 offices located throughout the East Coast of Australia. For further information, please visit www.mcgrath.com.au.



McGrath Limited

Notice of 2021 Annual General Meeting

11:00am (AEDT) on Friday, 19 November 2021

McGrath

15 October 2021

Dear Shareholder,

McGrath Limited 2021 Annual General Meeting

On behalf of the Board of McGrath Limited (**McGrath** or the **Company**), I am pleased to invite you to the 2021 Annual General Meeting (**AGM**) of the Company. Enclosed is the **Notice of Meeting** setting out the business of the AGM.

The Company's 2021 AGM will be held as a **Virtual AGM** with online participation only, on **Friday, 19 November 2021** commencing at **11:00am (AEDT)**.

Shareholders will be able to participate in our AGM online by:

- joining the AGM in real time via our online platform at <https://agmlive.link/MEA21>;
- asking questions of the Board and our external auditor:
 - before the AGM, using the **AGM Question Form** enclosed with the Notice of Meeting or by lodging questions online at www.linkmarketservices.com.au; and/or
 - during the AGM via:
 - ❖ the online platform; or
 - ❖ by phone by calling the Questions Line on 1800 316 512 (inside Australia) or +61 2 7201 7807 (outside Australia). Please note that shareholders must register for a unique PIN to ask live questions during the AGM. Please call Link on 1800 990 363 (inside Australia) or +61 1800 990 363 (outside Australia) by 11:00am (Sydney time) on Thursday, 18 November 2021, to register your participation and obtain the required PIN; and
- voting on the resolutions to be considered at the AGM either by lodging the enclosed **Proxy Form** before the AGM or by direct voting during the AGM,

or by a combination of these steps.

Further details of how to participate online in the AGM, are set out in the attached Notice of Meeting and in the **Virtual Meeting Online Guide** that is enclosed. The Online Guide includes details of how to ensure your browser is compatible with the online platform, and a step-by-step guide to logging in, navigating the site, and asking questions and voting at the AGM.

I encourage you to read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form and consider directing your proxy how to vote in each resolution by marking either the **For** box, the **Against** box or the **Abstain** box on the Proxy Form.

If you are unable to participate online in the AGM, I encourage you to complete and return the enclosed Proxy Form no later than 11:00am (AEDT) on Wednesday, 17 November 2021 in one of the ways specified in the Notice of Meeting and the Proxy Form.

Subject to the abstentions noted in the Explanatory Memorandum, the Directors of McGrath unanimously recommend that shareholders vote in favour of all resolutions.

Thank you for your continued support of McGrath.



Peter Lewis
Chair

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2021 Annual General Meeting (**AGM** or **Meeting**) of shareholders of McGrath Limited (**McGrath** or the **Company**) will be held as a Virtual Meeting with online participation only:

Date: Friday, 19 November 2021

Time: 11.00am (AEDT)

Online: <https://agmlive.link/MEA21>.

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Proxy Form are part of this Notice of Meeting.

A. ORDINARY BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive the Company's financial statements and the reports of the Directors and the Auditors thereon for the financial year ended 30 June 2021.

2. ITEMS FOR APPROVAL

Resolution 1 Re-election of Director - John McGrath

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

"That John McGrath, who retires in accordance with clause 4.7(b) of the Company's Constitution and being eligible for election, is elected as a Director of the Company."

Resolution 2 Re-election of Director - Andrew Robinson

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

"That Andrew Robinson, who retires in accordance with clause 4.7(b) of the Company's Constitution and being eligible for election, is elected as a Director of the Company."

Resolution 3 Re-election of Director - Wayne Mo

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

"That Wayne Mo, who retires in accordance with clause 4.7(b) of the Company's Constitution and being eligible for election, is elected as a Director of the Company."

Resolution 4 Remuneration Report

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

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

The Remuneration Report is contained in the 2021 Annual Report and is available on the Company's website at <https://www.mcgrath.com.au/about/investorcentre>. Please note that, in accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

1. A vote on Resolution 4 must not be cast (in any capacity) by, or on behalf of, the following persons:
 - a) a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2021 Remuneration Report; or
 - b) a closely related party of such a KMP (including close family members and companies the KMP controls).
2. However, a person described above may cast a vote on Resolution 4 as a proxy if the vote is not cast on behalf of a person described above and either:
 - a) the proxy appointment is in writing that specifies the way the proxy is to vote on the resolution; or

- b) the vote is cast by the Chair of the Meeting and the appointment of the Chair as proxy:
 - i) does not specify the way the proxy is to vote on the resolution; and
 - ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 4 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions.

This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

“Key management personnel” and “closely related party” have the same meaning as set out in the Corporations Act.

B. SPECIAL BUSINESS

Resolution 5 Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

To consider and, if thought fit, pass the following as a **special resolution** of the Company:

“That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, the shareholders of the Company approve the issue of equity securities up to 10% of the issued capital of McGrath Limited (at the time of the issue) (10% placement capacity), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Memorandum which forms part of the Notice of Meeting.”

Note: this resolution is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, by members who are entitled to vote on the resolution, vote in favour.

At the time of despatching this Notice, the Company is not proposing to make an issue of equity securities under ASX Listing Rule 7.1A.2

Voting Exclusion Statement

1. In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:
 - a) any person who is expected to participate in an issue of shares under the 10% placement capacity, or any person who may obtain a material benefit as a result of an issue of shares under the 10% placement capacity, except a benefit solely by reason of being a holder of ordinary securities in the Company; or
 - b) an associate of that person.
2. However, this does not apply to a vote cast in favour of Resolution 5 by:
 - a) a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with the directions given to the proxy or attorney to vote on Resolution 5 in that way; or
 - b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chair to vote on the Resolution as the Chair of the Meeting decides; or
 - c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i) 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 Resolution 5;
 - ii) the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6 Renewal of Proportional Takeover Provisions in the Company’s Constitution

To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

“That Schedule 6 of the Constitution of the Company, as set out in Annexure A of the Notice of Meeting, be renewed for a period of three years commencing on the day this resolution is passed.”

Note: this resolution is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, by members who are entitled to vote on the resolution, vote in favour.

C. OTHER BUSINESS

To transact any other business that in accordance with the Company's Constitution and the Corporations Act, may be legally brought before an Annual General Meeting.

BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in dark ink, appearing to read 'P Mackey', is written over a faint, circular embossed seal.

Phil Mackey
Company Secretary
15 October 2021

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of the Company (**shareholders**) in relation to the business to be conducted at the Company's AGM to be held on Friday, 19 November 2021 at 11:00am (AEDT).

The purpose of this Explanatory Memorandum is to provide shareholders with information that is reasonably required by shareholders to decide how to vote upon the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend shareholders vote in favour of all Resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each Resolution.

1. FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Financial Report, Directors' Report and Auditor's Report for the past financial year (**Reports**) to be tabled before the AGM, and the Company's Constitution provides for such reports to be received and considered at that Meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders at the AGM on the Reports. The AGM provides a forum for shareholders to ask questions and make comments on the Company's Reports and accounts and on the business and operations of the Company for the year ended 30 June 2021.

Following consideration of the Financial Statements and Reports, the Chair will give shareholders a reasonable opportunity to ask questions about or comments on the business of the Meeting, the management of the Company or about the Company generally.

The Company's external Auditor, EY, will attend the Meeting and there will be a reasonable opportunity for shareholders to ask the Auditor questions relevant to:

- the conduct of the audit;
- the content of the auditor's report;
- the accounting policies adopted by the Company for the preparation of the financial statements; and
- the auditor's independence in relation to the above items.

The Chair will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit.

Shareholders may view the Company's 2021 Annual Report on the Company's website at:
<https://www.mcgrath.com.au/about/investorcentre>.

Resolution 1 Re-Election of Director - John McGrath

Resolution 1 is an ordinary resolution, which requires a simple majority of votes cast by shareholders present and entitled to vote on the resolution.

John McGrath was appointed a Director of the McGrath Board on 8 September 2015. In accordance with clause 4.7(b) of the Company's Constitution, Mr McGrath retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company. If shareholders do not approve the election of Mr McGrath, then Mr McGrath will cease to be a Director at the conclusion of the Meeting.

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

John McGrath is the Founder and an Executive Director of McGrath.

John is one of the most influential figures in the Australian property industry and founded McGrath in 1988. John has grown the McGrath business to be one of Australia's most successful integrated real estate service groups.

John was a founding director of the REA Group and served as a Non-Executive Director on its board from 1999 to January 2018 (including as Chair between 2003 - 2007).

The Board does not consider John to be an independent Director as he is the Founder and is an Executive Director of the Company.

Prior to submitting himself for election, Mr McGrath has confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

The Board supports the election of John McGrath as an executive director as he provides a valuable contribution to the Board and Company, specifically in relation to his extensive experience in the Australian real estate industry.

For the reasons set out above, the Directors, with Mr McGrath abstaining, unanimously recommend shareholders vote in favour of this Resolution.

Resolution 2 Re-Election of Director - Andrew Robinson

Resolution 2 is an ordinary resolution, which requires a simple majority of votes cast by shareholders present and entitled to vote on the resolution.

Andrew Robinson was appointed a Non-Executive Director of the McGrath Board on 19 February 2018. In accordance with clause 4.7(b) of the Company's Constitution, Mr Robinson retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company. If shareholders do not approve the election of Mr Robinson, then Mr Robinson will cease to be a Director at the conclusion of the Meeting.

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

Mr Robinson is the Chair of the Audit and Risk Committee and is a member of the Remuneration and Nomination Committee.

Andrew established his legal practice in 1982 with specialisations in tax disputes, corporate re-constructions, franchising, and commercial negotiation. Prior to that, he had a background in litigation and commercial law at Freehill Hollingdale and Page.

Andrew has had extensive involvement in the property sector over many years as both an advisor and a principal and has been a long-term supporter of various not for profit and charity groups, including Tour de Cure and The Mater/St Vincent's Hospitals.

Andrew holds a Bachelor of Economics and a Bachelor of Laws (University of Sydney).

The Board considers Mr Robinson to be an independent Director.

Prior to submitting himself for election, Mr Robinson has confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

The Board supports the election of Andrew Robinson as a Non-Executive Director as he provides a valuable contribution to the Board and Company, specifically in relation to his extensive experience in the Australian property sector, corporate re-constructions, franchising, and commercial negotiation.

For the reasons set out above, the Directors, with Mr Robinson abstaining, unanimously recommend shareholders vote in favour of this Resolution.

Resolution 3 Re-Election of Director - Wayne Mo

Resolution 3 is an ordinary resolution, which requires a simple majority of votes cast by shareholders present and entitled to vote on the resolution.

Wayne Mo was appointed a Non-Executive Director of the McGrath Board on 27 June 2018. In accordance with clause 4.7(b) of the Company's Constitution, Mr Mo retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company. If shareholders do not approve the election of Mr Mo, then Mr Mo will cease to be a Director at the conclusion of the Meeting.

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

Mr Mo is the Chair of the Remuneration and Nomination Committee and is a member of the Audit and Risk Committee.

Wayne Mo was appointed to the McGrath Board as the nominee of Aqualand Group, one of Australia's premier residential property development and investment groups. Wayne is CEO of AL Capital, overseeing the growth of its diversified investment portfolio. He has more than 23 years of global experience in international banking, structured finance, and M & A. Prior to joining AL Capital, Wayne held senior executive roles with ANZ for 15 years and was Chief Investment Officer of Hong Kong listed Everchina International Holding.

Wayne holds an MBA from Webster University (USA) and Bachelor of Economics from Shanghai University of Finance and Economics and was a Board Director of the Australia China Chamber of Commerce (Beijing) from 2006 to 2008.

The Board does not consider Mr Mo to be an independent Director as he is the CEO of AL Capital, a substantial Shareholder of the Company.

Prior to submitting himself for election, Mr Mo has confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

The Board supports the election of Wayne Mo as a Non-Executive Director as he provides a valuable contribution to the Board and Company, specifically in relation to his extensive experience in the Australian residential real estate industry, structured finance and mergers and acquisitions.

For the reasons set out above, the Directors, with Mr Mo abstaining, unanimously recommend shareholders vote in favour of this Resolution.

Resolution 4 Remuneration Report

Section 250R(2) of the Corporations Act requires that the section of the Directors' Report dealing with the remuneration of Directors and key management personnel (**KMP**) of the Company (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote. The vote on 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 account in setting remuneration policy for future years

Shareholders can view the full Remuneration Report in the Company's 2021 Annual Report which is available on the Company's website at <https://www.mcgrath.com.au/about/investorcentre>.

Following consideration of the Remuneration Report, the Chair of the Meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this Resolution.

Resolution 5 Approval of additional share issue capacity under ASX Listing Rule 7.1A

Resolution 5 is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, by members who are entitled to vote on the resolution, vote in favour.

ASX Listing Rule 7.1 generally limits the amount of equity securities that a listed entity can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under ASX Listing Rule 7.1A mid to small cap listed companies may seek shareholder approval by special resolution to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placement over a 12-month period (**10% placement capacity**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

A company is eligible to seek shareholder approval for this additional placement capacity under ASX Listing Rule 7.1A if it satisfies both of the following criteria at the date of the AGM:

- a) it has a market capitalisation of \$300 million or less; and
- b) it is not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will satisfy both these criteria at the date of the AGM. If on the date of the AGM, McGrath no longer meets this eligibility criteria, this Resolution 5 will be withdrawn.

The Company previously obtained the same approval under ASX Listing Rule 7.1A at the previous AGM on 26 November 2020 and has not used the additional 10% placement capacity during the 12-month period after that date.

Accordingly, Resolution 5 is seeking approval of shareholders by special resolution for the issue of up to the number of equity securities as calculated under the formula set out in ASX Listing Rule 7.1A.2, at an issue price as permitted by ASX Listing Rule 7.1A.3, to such persons as the Board may determine, on the terms as described in this Explanatory Memorandum.

Approval of Resolution 5 does not oblige the Company to conduct a placement or use the additional 10% placement capacity. The approval would provide the Company with additional flexibility and an ability to move quickly in the event that an opportunity arose which required additional capital.

At the date of this Notice, the Company has on issue 166,849,935 fully paid ordinary shares and a capacity to issue:

- a) 25,027,490 (166,849,935 x 15%) equity securities under ASX Listing Rule 7.1; and
- b) 16,684,994 (166,849,935 x 10%) equity securities under ASX Listing Rule 7.1A (subject to approval of Resolution 4).

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

If shareholders approve Resolution 5, the effect will be to allow McGrath to issue equity securities under ASX Listing Rule 7.1 up to 15% capacity for ASX Listing Rule 7.1 and an additional 10% placement capacity for ASX Listing Rule 7.1A without further shareholder approval.

If shareholders do not approve Resolution 5, McGrath will not be able to access the additional 10% placement capacity to issue equity securities without shareholder approval under ASX Listing Rule 7.1A and will remain subject to the 15% capacity limit on issuing equity securities without shareholder approval under ASX Listing Rule 7.1.

The proposed allottees of any equity securities under the additional 10% placement capacity are not as yet known or identified. In these circumstances, shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes

ASX Listing Rule 7.1A

Shareholder Approval

The ability to issue equity securities under the additional 10% placement capacity under ASX Listing Rule 7.1A is subject to shareholder approval by way of a special resolution at an AGM. Hence, at least 75% of votes cast by shareholders present and eligible to vote at the AGM must be in favour of Resolution 5 for it to be passed.

Equity Securities

Equity securities issued under the additional 10% placement capacity must be in the same class as an existing quoted class of equity securities of the Company.

Formula

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an AGM may issue or agree to issue, during the 12-month period after the date of the AGM, a number of equity securities calculated in accordance with the following formula:

(A x D) - E

- A** is the number of fully paid ordinary shares on issue at the commencement of the 12-month period immediately before the date of issue or agreement to issue (**12-month period**):
- (a) **plus**, the number of fully paid ordinary shares issued in the 12-month period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
 - (b) **plus**, the number of fully paid ordinary securities issued in the 12-month period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - (i) the convertible securities were issued or agreed to be issued before the commencement of the 12-month period; or
 - (ii) the issue of, or agreement to issue the convertible securities was approved or taken under these rules to have been approved under ASX Listing Rule 7.1 or 7.4;
 - (c) **plus**, the number of fully paid ordinary securities issued in the 12-month period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - (i) the agreement was entered into before the commencement of the 12-month period; or
 - (ii) the agreement or issue was approved, or taken under these rules to have been approved under ASX Listing Rule 7.1 or rule 7.4;
 - (d) **plus**, the number of any other fully paid ordinary securities that became fully paid in the 12-month period;
 - (e) **less** the number of fully paid Shares cancelled in the 12 months.

Note that **A** has the same meaning in ASX Listing Rule 7.1, when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12-month period, where the issue or agreement has not been approved by shareholders under Listing Rules 7.1 or 7.4.

Information required by ASX Listing Rule 7.3A

The following information is provided to shareholders for the purposes of obtaining shareholder approval pursuant to ASX Listing Rule 7.3A:

a) 10% Placement Period

If any of the securities being approved by Resolution 5 are issued, they will be issued during the **10% Placement Period**, that is, within 12 months of the date of the AGM (i.e., by 19 November 2022). The approval being sought under Resolution 5 will cease to be valid on the earlier of either of the following events occurring:

- the time and date of the Company's next AGM if it is held prior to 19 November 2022; or
- if ordinary shareholders approve a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) prior to 19 November 2022.

b) Minimum Issue Price

The minimum price at which the equity securities issued for cash consideration per security, must be not less than 75% of the volume weighted average market price (**VWAP**) of equity securities in the same class calculated over the 15 trading days on which trades are recorded immediately before:

- the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the securities; or
- if the equity securities are not issued within 10 Trading Days of the date in the paragraph above, the date on which the equity securities are issued.

c) Risk of economic and voting dilution

If Resolution 5 is approved by shareholders and the Company issues equity securities under the additional 10% placement capacity, the existing ordinary shareholders face the risk of economic and voting dilution as a result of the issue of equity securities which are the subject of this Resolution, to the extent that such equity securities are issued, including the risk that:

- the market price for the Company's equity securities may be significantly lower on the date of issue of the equity securities than on the date of this approval is being sought; and
- the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

There were no equity securities issued during the year as part of the 15% placement capacity under ASX Listing Rule 7.1 and also, there were no equity securities issued during the year as part of the additional 10% placement capacity under ASX Listing Rule 7.1A.

The following table shows:

- examples of possible dilution of existing shareholders, on the basis of the closing market price of **\$0.535** per share on 11 October 2021 and the current number of fully paid ordinary shares on issue of **166,849,935** as at the date of this Notice, pursuant to the definition of variable "A" under ASX Listing Rule 7.1A.2;
- two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of fully paid ordinary securities the Company has on issue. The number of fully paid ordinary securities on issue may increase as a result of issues of fully paid ordinary securities that do not require shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable A as per ASX Listing Rule 7.1A2	Dilution			
	Issue price (per Share)	\$0.268 50% decrease in Issue Price	\$0.535 Issue Price	\$1.07 100% increase in Issue Price
Current Variable A 166,849,935 shares	10% voting dilution	16,684,994 shares issued	16,684,994 shares issued	16,684,994 shares issued
	Funds raised	\$4,463,235.76	\$8,926,471.52	\$17,852,943.05
50% increase in Current Variable A 250,274,903 shares	10% voting dilution	25,027,490 shares issued	25,027,490 shares issued	25,027,490 shares issued
	Funds raised	\$6,694,853.64	\$13,389,707.28	\$26,779,414.57
100% increase in Current Variable A 333,699,870 shares	10% voting dilution	33,369,987 shares issued	33,369,987 shares issued	33,369,987 shares issued
	Funds raised	\$8,926,471.52	\$17,852,943.05	\$35,705,886.09

The table has been prepared on the following assumptions:

- all shares have been issued;
- the Company issues the maximum number of equity securities available under the additional 10% placement capacity;
- the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
- the table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the additional 10% placement capacity, based on that shareholder's holding at the date of the AGM;
- the table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1; and
- the issue of equity securities under the additional 10% placement capacity consists only of shares.

d) Expiry of approval

The Company will only issue the equity securities during the 10% Placement Period detailed in paragraph (a) above.

e) Purpose for which new equity securities may be issued

The Company may seek to issue the equity securities for the following purposes:

- cash consideration, and in such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued development of the Company's current assets and/or general working capital; or
- non-cash consideration for the acquisition of new assets and investments, and in such circumstances, the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities under Listing Rule 7.1A.

In the event Resolution 5 is approved, when the Company issues equity securities pursuant to the additional 10% placement capacity, it will give to the ASX:

- a list of allottees of the equity securities and the number of equity securities allotted to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- the information required by ASX Listing Rule 3.10.5A for release to the market.

f) Allocation policy

Allocations will be made by the Company dependent on the prevailing market conditions at the time of any proposed issue pursuant to the additional 10% placement capacity. Allocations will be made considering, amongst other factors, the following:

- the time frame over which the Company will make placements under the approval;

- any specific intentions in relation to parties that it may approach to participate in a placement of equity securities;
- whether the Company will offer securities to existing security holders or any class or group of existing holders; and
- whether the securities will be offered exclusively to new investors who have not previously been security holders in the Company.

The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to the factors including, but not limited to, the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broker advisers (if applicable).

The allottees under this facility have not been determined as at the date of this Notice of Meeting but may include new or existing shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the additional 10% placement capacity will be the vendors of the new assets or investments.

g) Detail of new issues under Listing Rule 7.1A for previous year

The specific disclosure required under ASX Listing Rule 7.3A.6 is included in the table below:

Date of issue	1. 3 March 2021 2. 2 September 2021
Number issued	1. 329,000 2. 472,170
Class of equity securities	1. Issue of Unquoted Performance Rights 2. Vested Unquoted Performance Rights to convert into MEA Ordinary Shares which will be purchased on-market
Names of persons to whom equity securities were issued	1. <u>Issue of Unquoted Performance Rights - 3 March 2021:</u> <ul style="list-style-type: none"> • David Allen • Timothy Buskens • Michael Connolly • Katherine Gaitanos • Charles Higgins • Todd Madgwick • Michael Murray • Kelly O'Brien • Craig Spence 2. <u>Vested Unquoted Performance Rights - 2 September 2021:</u> <ul style="list-style-type: none"> • Anthony Meaker • Christopher Mourd • Robert Fearnley • Nichola Byrne
Issue price and discount to market price (if any)	Nil
Total cash consideration	Nil
Use of cash consideration	Not applicable
Non-cash consideration	Not applicable

h) Voting Exclusion Statement

A Voting Exclusion Statement is set out under Resolution 5 in the Notice of Meeting.

The Directors unanimously recommend shareholders vote in favour of this Resolution.

Resolution 6 Renewal of Proportional Takeover Provisions in the Company's Constitution

Schedule 6 of the Constitution of the Company provides that the Company can prohibit the registration of a transfer of shares resulting from a proportional (or partial) takeover unless shareholders in general meeting approve the offer.

Under the Corporations Act and paragraph 7 of Schedule 6 of the Constitution, Schedule 6 will cease to have effect on the third anniversary of its adoption.

The proposed resolution seeks to reinstate the provisions of Schedule 6 of the Constitution for three years from the date of approval of the proposed resolution.

The Directors consider that it is in the interests of shareholders for the Company to include a proportional takeover rule and approval is therefore being sought to renew Schedule 6 of the Constitution.

The Corporations Act requires that the following information be provided to shareholders when they are considering the renewal of proportional takeover provisions in a constitution.

What is a proportional takeover bid?

In a proportional takeover bid, the bidder offers to buy a proportion only of each shareholder's shares in the target company.

Why are the proportional takeover approval provisions required?

A proportional takeover bid means that control of a company may pass without shareholders having the chance to sell all of their shares to the bidder. In addition, this means the bidder may take control of a company without paying an adequate amount for gaining control.

In order to deal with this possibility, the Corporations Act permits a company, in certain circumstances to provide in its Constitution that if a proportional takeover bid is made for shares in the company, shareholders must vote at a general meeting on whether to accept or reject the offer.

The majority decision of shareholders present and voting at the meeting will be binding on all shareholders.

The Directors consider that members should be able to vote on whether a proportional takeover bid ought to proceed given such a bid might otherwise allow control of the Company to change without members being given the opportunity to dispose of all of their shares for a satisfactory control premium. The Directors also believe that the right to vote on a proportional takeover bid may avoid members feeling pressure to accept the bid even if they do not want it to succeed.

The benefit of the provision is that shareholders are able to decide collectively whether the proportional offer is acceptable in principle and it may ensure that any partial offer is appropriately priced.

If the offer does proceed, individual shareholders can then make a separate decision as to whether they wish to accept the bid for their shares.

What is the effect of the proportional takeover approval provisions?

If a proportional takeover bid is made, the Directors must ensure that a shareholder vote on a resolution to approve the bid is held at least 14 days before the last day of the bid period. The vote is decided on by a simple majority.

Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities, is entitled to vote, but the bidder and its associates are not allowed to vote (and if they do vote, their votes must not be counted).

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. Any contracts formed by acceptances will be rescinded. If the bid is approved (or taken to have been approved), the transfers must be registered provided they comply with the Corporations Act and the Company's Constitution.

If the resolution is not voted on before the 14-day deadline specified in the Corporations Act, the bid will be taken to have been approved.

The proportional takeover approval provisions do not apply to full takeover bids and only apply for three years from that date of their renewal pursuant to Resolution 6. The provisions may again be renewed or reinserted upon expiry of the initial three-year period, but only by way of a special resolution passed by members.

No present acquisition proposals

At the date this Notice of Meeting was prepared, no Director is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages

While the renewal of Schedule 6 will allow the Board to ascertain shareholders' views on a proportional takeover bid, the Directors consider that the proportional takeover approval provisions have no potential advantages or disadvantages for them. They remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover approval provisions for shareholders include:

- the provisions give all shareholders (other than the offeror and its associates) an opportunity to study the terms of a proportional takeover proposal to determine whether it is in their best interests that it proceed and, on that basis, enables shareholders to decide whether or not to accept the offer;
- the provisions may discourage the making of a proportional takeover bid which may be considered to be opportunistic and may prevent control of the Company passing without the payment of an appropriate control premium;
- the provisions may assist shareholders in not being locked in to a minority interest in the Company;
- the provisions may increase shareholders' bargaining power and may assist in ensuring that any future proportional takeover offer is structured so as to be attractive to a majority of independent shareholders; and
- knowing the view of the majority of shareholders may assist each individual shareholder in assessing the likely outcome of the proportional takeover scheme bid and whether to approve or reject that bid.

The potential disadvantages for shareholders include:

- proportional takeover bids for shares in the Company may be discouraged and may reduce any speculative element in the market price of the Company's shares arising from a takeover offer being made;
- shareholders may lose an opportunity of selling some of their shares at a premium;
- the chance of a proportional takeover bid being successful may be reduced due to the delay, cost, and uncertainty in convening a General Meeting; and
- the renewal of Schedule 6 may also be considered an additional restriction on the ability of shareholders to deal freely with their shares.

The Board considers that the potential advantages for shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

A copy of Schedule 6 of the Company's Constitution relevant to the proportional takeover provisions is set out as **Attachment A**.

The Directors recommend that the shareholders vote in favour of Special Resolution 6 for the approval of the renewal of the proportional takeover provisions in Schedule 6 of the Company's Constitution.

ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7.00pm (AEDT) on Wednesday, 17 November 2021, being two days before date of the AGM, will be entitled to participate online and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Appointment of Proxy

If you are a shareholder entitled to participate online and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received at the Share Registry of the Company no later than 11.00am (AEDT) on Wednesday, 17 November 2021, being 48 hours before the AGM. Proxies must be received before that time by one of the following methods:

- By post:** McGrath Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia
- Online (preferred):** Log onto www.linkmarketservices.com.au and follow the instructions. You will need to put your Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**), details and postcode.
- By facsimile:** (02) 9287 0309 (within Australia); or
+61 9287 0309 (from outside Australia)
- By delivery in person:** 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
- Online:** www.linkmarketservices.com.au

To be valid, a Proxy Form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Power of Attorney

A Proxy Form and the original power of attorney (if any) under which the Proxy Form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 11.00am (AEDT) on Wednesday, 17 November 2021, being 48 hours before the AGM.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the company's representative. A *Certificate of Appointment of Corporate Representative* form may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

IMPORTANT: If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on Resolution 4 (Remuneration Report), then by submitting the Proxy Form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of the KMP.

SHAREHOLDER QUESTIONS

Shareholders who are unable to participate in the Meeting online or who may prefer to register questions in advance are invited to do so. Please log onto www.linkmarketservices.com.au, select Voting then click 'Ask a Question', or alternatively submit the enclosed AGM Question Form.

To allow time to collate questions and prepare answers, please submit any questions by 11.00am (AEDT) on Friday, 12 November 2021, being no later than the fifth business day before the AGM is held. Questions will be collated, and, during the AGM, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

CONDUCT OF MEETING

Shareholders may also ask questions during the AGM, via the online platform or by phone by calling the Questions Line on 1800 316 512 (inside Australia) or +61 2 7201 7807 (outside Australia). Please note that shareholders must register for a unique PIN to ask live questions during the AGM. Please call Link on 1800 990 363 (inside Australia) or +61 1800 990 363 (outside Australia) by 11:00am (AEDT) on Thursday, 18 November 2021, to register your participation and obtain the required PIN

McGrath is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxy holders) who participate in the meeting, with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Company generally. McGrath will not allow conduct at any shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chair of the Meeting will exercise his powers as the Chair to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

In the event that technical issues arise, McGrath will have regard to the impact of the technical issues on shareholders participating and casting votes online and the Chair of the Meeting may, in exercising his powers as the Chair, issue any instructions for resolving the issue and may continue the meeting if it is appropriate to do so.

ENCLOSURES

Enclosed are the following documents:

- *Proxy Form* to be completed if you would like to be represented at the AGM by proxy. Shareholders are encouraged to use the online voting facility that can be accessed on McGrath's share registry's website at www.linkmarketservices.com.au to ensure the timely and cost effective receipt of your proxy;
- *AGM Question Form*;
- *Virtual Meeting Online Guide*; and
- *a reply-paid envelope* for you to return the Proxy Form and the AGM Question Form.

SCHEDULE 6

PROPORTIONAL TAKEOVER BIDS

1. Resolution required for transfer under proportional takeover bid

Subject to paragraph 7 but despite any other provision of this constitution, a transfer of shares or other securities in the company giving effect to a contract resulting from acceptance of an offer made under a proportional takeover bid must not be registered unless and until a resolution approving the bid is passed or taken to be passed in accordance with paragraph 6.

2. Board's obligations where offers made under proportional takeover bid

If offers are made under a proportional takeover bid for any class of shares or other securities in the company, the board must:

- (a) either convene a meeting of the persons entitled to vote on the approving resolution in accordance with paragraph 4 or conduct a postal ballot of all persons entitled to vote on the approving resolution in accordance with paragraph 5; and
- (b) ensure that the approving resolution is voted on at that meeting or by means of that ballot before the day that is 14 days before the last day of the bid period.

3. Persons entitled to vote

The only persons entitled to vote on the approving resolution are those persons (other than the bidder or any associate of the bidder) who, as at the end of the day on which the first offer under the proportional takeover bid was made, held shares or other securities of the company in the bid class. Each person who is entitled to vote is entitled to one vote for each share or other security in the bid class held by that person at that time.

4. Procedure for meeting

If the board determines under paragraph 2(a) to convene a meeting of persons entitled to vote on the approving resolution, then, subject to paragraph 3, that meeting must be convened and conducted, as if it were a general meeting of the company convened and conducted in accordance with this constitution and the Corporations Act with such modifications as the board determines are required in the circumstances.

5. Procedure for ballot

If the board determines under paragraph 2(a) to conduct a postal ballot of persons entitled to vote on the approving resolution, then:

- (a) notice of the postal ballot and a personalised ballot paper specifying the name of the person entitled to vote must be sent to all persons entitled to vote on the resolution not less than 14 days before the date specified in the notice for closing of the postal ballot, or such lesser period as the board determines;
- (b) the notice must contain the text of the approving resolution and specify the date for closing of the ballot, may specify circumstances in which and the process by which a postal ballot may be revoked and may contain such other information as the directors think fit;
- (c) a postal ballot is only valid if the ballot paper is duly completed and:
 - (i) if the person entitled to vote is an individual, signed by the individual or a duly authorised attorney; or
 - (ii) if the person entitled to vote is a corporation, executed under seal or as permitted by the Corporations Act or by a duly authorised officer or duly authorised attorney;
- (d) a postal ballot is only valid if the ballot paper and the power of attorney or other authority, if any, under which the ballot paper is signed or a certified copy of that power or authority is or are received by the company before close of business on the date specified in the notice of postal ballot for closing of the postal ballot at the company's registered office or at such other place as is specified for that purpose in the notice of postal ballot;
- (e) the non-receipt of a notice of postal ballot or ballot paper by, or the accidental omission to give a notice of postal ballot or ballot paper to, a person entitled to receive them does not invalidate the postal ballot or any resolution passed under the postal ballot.

6. When approving resolution passed or rejected

If an approving resolution is voted on in accordance with this Schedule 6 then it is to be taken to have been passed if more than 50% of the votes cast on it are in favour of it and otherwise is taken to have been rejected. If an approving resolution has not been voted on in accordance with this Schedule 6 by the end of the day that is 15 days before the last day of the bid period, then an approving resolution is taken to have been passed.

7. When proportional takeover rules cease to have effect

This Schedule 6 ceases to have effect:

- (a) if the rules contained in this Schedule 6 have not been renewed in accordance with the Corporations Act, on the day which is 3 years after the date on which those rules were adopted by the company; and
- (b) if those rules have been renewed in accordance with the Corporations Act, on the day which is 3 years after the date on which those rules were last renewed.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

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



BY FAX

+61 2 9287 0303



BY HAND

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



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

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

APPOINT A PROXY

☐ the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair 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 Chair 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 (Sydney time) on Friday, 19 November 2021** 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/MEA21> (refer to details in the Virtual Meeting Online Guide). You can view and download the **Notice of Annual General Meeting** and Online Meeting Guide at the Company's website at mcgrath.com.au/about/investorcentre.

Important for Resolution 4: If the Chair 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 Chair of the Meeting to exercise the proxy in respect of Resolution 4, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

VOTING DIRECTIONS

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

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

Resolutions

For Against Abstain*

For Against Abstain*

1 Re-election of Director - John McGrath

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

5 Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

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

2 Re-election of Director - Andrew Robinson

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

6 Renewal of Proportional Takeover Provisions in the Company's Constitution

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

3 Re-election of Director - Wayne Mo

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

4 Remuneration Report

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



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a 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 Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair 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 CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair 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.

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 together with an original or certified copy of any authority under which the power of attorney was signed or executed. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (Sydney time) on Wednesday, 17 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

McGrath 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

LODGE YOUR QUESTIONS



ONLINE
www.linkmarketservices.com.au



BY MAIL
McGrath Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX
+61 2 9287 0303



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



ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X99999999999

Please use this form to submit any questions about McGrath Limited ("the Company") that you would like us to respond to at the Company's 2021 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **5:00pm on Friday, 12 November 2021**.

Questions will be collated. During the course of the Annual General Meeting, the Chair of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to *(please mark the most appropriate box)*

- | | | |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Sustainability/Environment | <input type="checkbox"/> Other |
| <input type="checkbox"/> My question is for the auditor | <input type="checkbox"/> Future direction | |

- | | | |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Sustainability/Environment | <input type="checkbox"/> Other |
| <input type="checkbox"/> My question is for the auditor | <input type="checkbox"/> Future direction | |

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

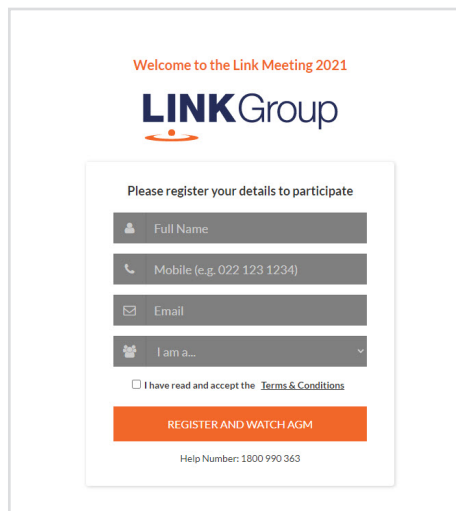
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up
- Microsoft Edge - 92.0 and after

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

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

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Welcome to the Link Meeting 2021

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

☐ I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH AGM

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://agmlive.link/MEA21>

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.

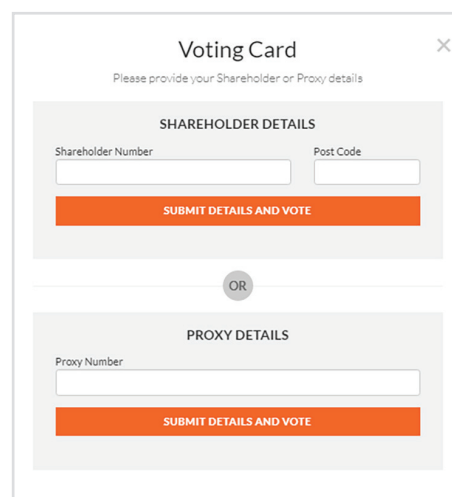
- On the left – a live audio webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

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

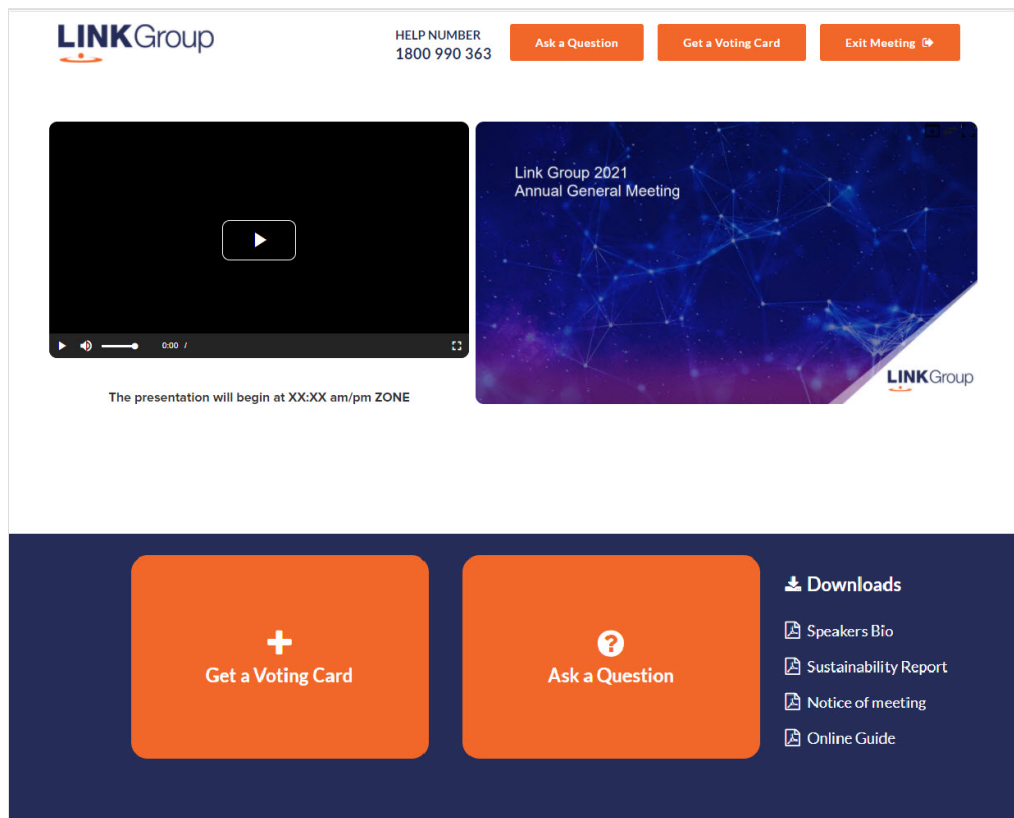
SUBMIT DETAILS AND VOTE

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

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

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

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



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 complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote
Partial Vote

Resolution 2B
For
Against
Abstain

RE-ELECTION OF 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

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.

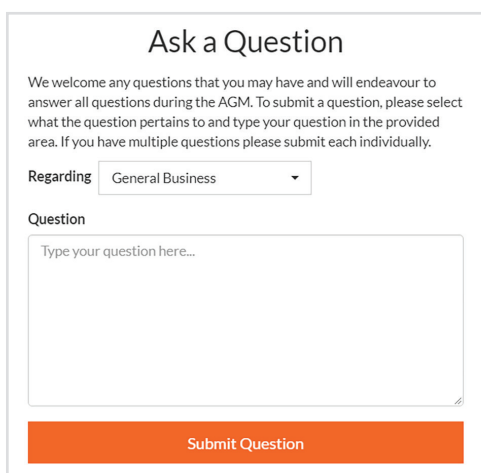
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your securityholder 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 text input field containing the placeholder 'Type your question here...'. At the bottom of the form is an orange button labeled 'Submit Question'.

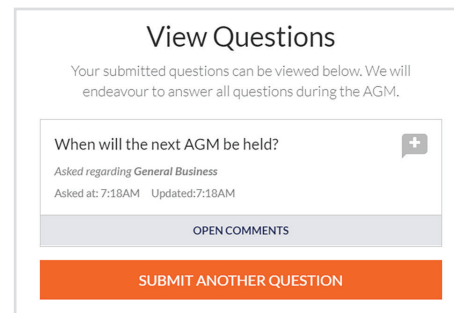
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

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 securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363 by 5:00pm (Sydney time) on Thursday, 18 November 2021.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call:
Conference Call Number: 1800 316 512
International Number: +61 2 7201 7807

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 securityholder 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

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