



## ASX ANNOUNCEMENT

9 September 2022

### **Notice of 2022 Annual General Meeting / Proxy Form**

Helloworld Travel Limited (ASX: HLO) has today dispatched to shareholders the Notice of its 2022 Annual General Meeting (AGM) which is to be held as a hybrid meeting at 10.00am (AEDT) on Tuesday, 11 October 2022. The Notice of Annual General Meeting (including the Explanatory Notes) and Proxy Form is attached.

-ENDS-

#### ***About Helloworld Travel Limited***

*Helloworld Travel Limited (ASX: HLO) is a leading Australian & New Zealand travel distribution company, comprising retail travel networks, air ticket consolidation, wholesale travel services, destination management services (inbound) and freight and coach operations.*

**Authorised for release by Helloworld Travel Limited's Board of Directors**



# 2022

NOTICE OF ANNUAL  
GENERAL MEETING

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# helloworld

TRAVEL LIMITED





# HELLOWORLD TRAVEL LIMITED

## 2022 ANNUAL GENERAL MEETING



Dear Shareholder,

It is my pleasure to invite you to Helloworld Travel Limited's Annual General Meeting (AGM).

**Venue:** Helloworld Travel Limited

**Address:** 179 Normanby Road, South Melbourne, VIC 3205

**Date:** Tuesday, 11 October 2022.

**Start time:** 10.00am (AEDT)

**The meeting will be a hybrid meeting.**

You may attend in person or online via a Zoom webinar, with details on how to register below.

**Registration:** Pre-registration is available via the following link.

[https://us02web.zoom.us/webinar/register/WN\\_dkebSHPT7WICRxn8wdW\\_g](https://us02web.zoom.us/webinar/register/WN_dkebSHPT7WICRxn8wdW_g)

After registering, you will receive a confirmation email containing information about attendance or joining the webinar.

For those shareholders who have elected to receive a printed copy of our 2022 Annual Report it is included with this letter. The Annual Report is also available online on our website under the Annual Reports tab in the Investor Centre <https://www.helloworldlimited.com/annual-reports/>.

Our Chief Executive Officer, Andrew Burnes, and I will both speak at the AGM and our presentations will also be available to view prior to the AGM.

An important purpose of the AGM is to allow you to vote on matters put to the meeting. Those attending will be able to vote at the meeting or online through our Share Registry's investor portal <https://investor.automic.com.au/#/home>.

Those shareholders not able to attend the AGM, but who wish to vote on matters being put to the meeting, will need to appoint a Proxy. A Proxy Voting Form is also enclosed with this letter. Proxy Voting Forms must be received by the Company's share registry, Automic, by 10.00am (AEDT) on **9 October 2022**.

Further information, including how to register, appointing a Proxy and voting online, is detailed in the attached 'Meeting Registration and Voting' and 'Online Proxy Lodgement' guides from the Company's registry, Automic.

As the AGM is the Board's opportunity to hear directly from you, should you be unable to attend the meeting but would like to submit questions on any matters related to the AGM, these can be submitted to us directly or through our share registry, by mail: Automic GPO Box 5193, Sydney NSW 2001, not later than **4 October 2022**.

Details on how to appoint a Proxy and how to submit a question are included under the Important Information heading following the Notice of Meeting.

The Board and I look forward to your attendance at the AGM and we thank you for your continued support.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Garry Hounsell'.

**Garry Hounsell**

Chairman  
Helloworld Travel Limited  
9 September 2022

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2022 Annual General Meeting (AGM) of Helloworld Travel Limited (ABN 60 091 214 998 ('HLO' or the 'Company') will be held at 10.00am (AEDT) on Tuesday, 11 October 2022.

Registration is available in advance at:

<https://www.investor.automic.com.au>

If attending online, after registering you will receive a confirmation email containing information about joining the meeting.

This Notice of Meeting should be read in conjunction with the Important Information on pages 5 and 6 and Explanatory Notes on pages 7 to 13 accompanying this Notice of Meeting.

The items of business at the AGM comprise both ordinary and special resolutions. Ordinary resolutions require a simple majority of votes cast by or on behalf of shareholders entitled to vote on the resolution. Special resolutions must be passed by at least 75 per cent of votes cast by or on behalf of shareholders entitled to vote.

## ITEMS OF BUSINESS

### 1. Financial Statements and Reports

To receive and consider the financial statements and the reports of the Directors and of the Auditors for the year ended 30 June 2022.

**Note:** *There is no requirement for shareholders to approve the financial statements and reports.*

### 2. Adoption of the Remuneration Report

To consider and, if thought fit, approve the Remuneration Report for the year ended 30 June 2022, as set out in the 2022 Annual Report.

**Note:** *This resolution is advisory only and does not bind Helloworld Travel Limited or the Directors.*

#### Voting exclusion statement

Helloworld Travel Limited will disregard any votes cast on Item 2:

- by or on behalf of a member of the key management personnel (KMP) whose remuneration details are included in the Remuneration Report, or their Closely Related Parties; and
- by a person who is a member of the key management personnel as at the date of the AGM or their Closely Related Parties as a Proxy,

*unless the vote is cast on behalf of a person entitled to vote on this resolution, and that vote has been*

*cast as specified on the Voting Form; or where there is no specified voting direction, the vote is cast by the Chairman of the AGM as Proxy and who has been expressly authorised to vote on this resolution, even though it is connected with the remuneration of key management personnel.*

### 3. Election of Director

To consider and, if thought fit, approve the election of Robert Dalton as a Director of Helloworld Travel Limited, having been appointed to the Board of Helloworld Travel Limited since the 2021 AGM, stands for election at the 2022 AGM.

Robert Dalton is considered by the Directors to be an independent non-executive Director.

### 4. Re-Election of Directors

To consider and, if thought fit, approve the re-election of two Directors:

- (1) Garry Hounsell; and
- (2) Cinzia Burnes.

who retire by rotation in accordance with Helloworld Travel Limited's Constitution and the ASX Listing Rules, and being eligible, offer themselves for re-election.

Note, a separate resolution is proposed for each Director standing for re-election.

### 5. Adopt New Constitution and repeal existing Constitution

To consider and, if thought fit, to pass the following resolution which will be proposed as a special resolution:

*That the document titled Constitution of Helloworld Travel Limited tabled at the physical venue of Meeting and signed by the Chairman of the Meeting for the purposes of identification, is adopted as the New Constitution of the Company in substitution for and to the exclusion of its current Constitution, which current Constitution is repealed.*

By order of the Board

#### Sylvie Moser

Group Company Secretary  
9 September 2022

# IMPORTANT INFORMATION

## RIGHT TO ATTEND, SPEAK AND VOTE AT THE ANNUAL GENERAL MEETING

Shareholders have the right to attend, speak and vote at the AGM. The right to vote is subject to the voting exclusions detailed in the Notice of Meeting.

Shareholders who plan to attend the AGM online are asked to register in advance at:

<https://www.investor.automic.com.au>

so that their holding may be checked against the Company's register of members and attendances recorded.

As determined by the Board, for the purposes of the AGM, shareholders will be those persons who are registered as shareholders at 10:00am (AEDT) on Sunday 9 October 2022. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

## VOTING ON RESOLUTIONS

As required under recent amendments to the *Corporations Act*, all voting on the resolutions proposed and stated in the Notice of Meeting will be by way of a Poll and not a show of hands.

## APPOINTING A PROXY

All shareholders who are entitled to attend and vote at the AGM have the right to appoint up to two Proxies to attend the AGM on their behalf, and to vote in accordance with their instruction on the Proxy Voting Form.

A Proxy need not be a shareholder of Helloworld Travel Limited and may be an individual or body corporate. You can direct your Proxy how to vote (i.e. to vote 'for' or 'against' or to 'abstain' from voting on each resolution) by following the instructions on the Proxy Voting Form. If you appoint a Proxy, the Company encourages you to consider directing your Proxy how to vote.

Where two Proxies are appointed each Proxy can be appointed to represent a specified proportion or number of shareholder votes. If no number or proportion of votes is specified, each Proxy may exercise half of the shareholder's votes.

If a body corporate is appointed as a Proxy, it must appoint a corporate representative in accordance with section 250D of the *Corporations Act 2001* (Cth) to exercise its powers as Proxy at the meeting. (see Corporate representatives on page 5).

If you wish to appoint a second Proxy, an additional Proxy Voting Form may be obtained by telephoning the Company's share registry (1300 288 664 (within Australia) or +61 2 9698 5414 (Overseas) or at [meetings@automic.com.au](mailto:meetings@automic.com.au) or you may copy the enclosed Proxy Voting Form.

## CHAIRMAN AS PROXY

If you appoint the Chairman of the AGM as your Proxy (or the Chairman of the AGM becomes your Proxy by default) and you do not direct your Proxy how to vote on a Resolution, you will be authorising the Chairman to vote as he decides on the relevant Resolution (even though the Resolution may be connected with the remuneration of one or more members of the KMP).

If you do not want the Chairman of the AGM to vote, as your Proxy, in favour of any Resolution, you need to direct your Proxy to vote against, or to abstain from voting on the relevant Resolution, by marking the appropriate box on the Proxy Voting Form.

## OTHER MEMBERS OF KMP AS PROXY

If you appoint a Director (other than the Chairman of the AGM) or another member of the KMP (or a Closely Related Party or any member of the KMP) as your Proxy, you should direct them how to vote on the relevant Resolution by marking the appropriate box on the Proxy Voting Form. If you do not do so, they will not be able to vote as your Proxy on that Resolution.

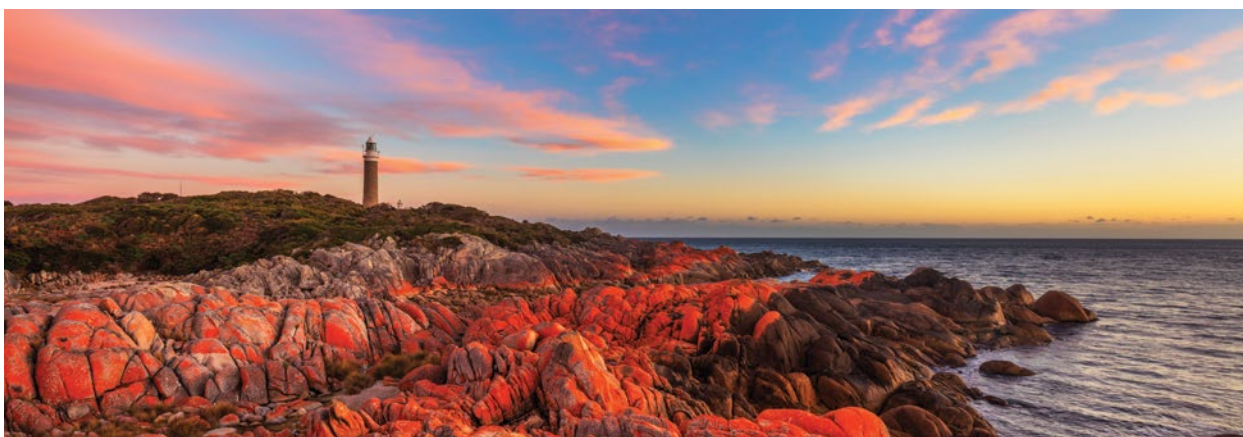
## ATTORNEY AS PROXY

A shareholder may appoint an attorney to attend and vote on their behalf. For an appointment to be effective for the meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company, at its registered office or one of the addresses listed below for the receipt of Proxy appointments, at least 48 hours prior to the commencement of the AGM.

## CORPORATE REPRESENTATIVES

A body corporate, which is a shareholder, or which has been appointed as a Proxy, may appoint an individual to act as its corporate representative at the meeting in accordance with section 250D of the *Corporations Act*. The appropriate appointment document must be produced prior to admission. A form of appointment may be obtained by telephoning the Company's share registry (1300 288 664 (within Australia) or +61 2 9698 5414 (Overseas) or at [www.hello@automic.com.au](mailto:www.hello@automic.com.au) by downloading the form 'Appointment of Corporate Representative'.

## IMPORTANT INFORMATION



### TIMING AND COMMUNICATION OF PROXY APPOINTMENT

To be effective for the scheduled meeting, a Proxy appointment (and any power of attorney or other authority under which it is signed or otherwise authenticated, or a certified copy of that authority) must be received at the address, email address or fax number set out below no later than 10.00am (AEDT) on Sunday, 9 October 2022 (being 48 hours before the commencement of the meeting). Any Proxy appointment received after that time will not be valid for the scheduled meeting.

**By email** meetings@automicgroup.com.au

**By mail** Share Registry – Automic  
GPO Box 5193,  
Sydney NSW 2001  
Australia

**By fax** Share Registry – Automic  
+61 2 8583 3040

Enquiries to Automic can also be made by:

**Webchat** <https://automicgroup.com.au/>

**Phone** 1300 288 664 (within Australia)  
+61 2 9698 5414 (Overseas)

For more information concerning the appointment of Proxies and the ways in which Proxy appointments may be submitted, please refer to the enclosed Proxy Voting Form.

### UNDIRECTED PROXIES

On a Poll, the Chairman of the AGM intends to vote, as your Proxy, in favour of each of the proposed Resolutions (where permissible).

### QUESTIONS FROM SHAREHOLDERS

The Chairman of the AGM will allow a reasonable opportunity for shareholders attending the meeting

to ask questions (in person or online) about and make comments on the management of the Company and on the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report ('Reports'), as well as each of the Resolutions to be considered at the meeting.

Mr Brett Croft (or another representative) of the Company's Auditor, EY, will attend the meeting. During the meeting's consideration of the Reports, the Chairman of the AGM will allow a reasonable opportunity for shareholders at the meeting to ask the auditor's representative questions relevant to the:

- conduct of the audit;
- preparation and content of the Auditor's Report for the financial year ended 30 June 2022;
- accounting policies adopted by the Company in relation to the preparation of the financial statements contained in the Financial Report for that year; and
- independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to the Company's auditor if the question is relevant to the content of the Auditor's Report or the conduct of the audit.

If you wish to submit a question in advance of the meeting, you may do so by sending your question to one of the places below by no later than 5 October 2022.

**By mail** Share Registry – Automic  
GPO Box 5193, Sydney NSW 2001  
Australia

**By email** investorrelations@helloworld.com.au

The Company and the Auditor will attempt to respond to as many of the more frequently asked questions as possible. Due to the large number of questions that may be received, the Company and the Auditor will not be replying on an individual basis.



# EXPLANATORY NOTES

## ITEM 1 – RECEIPT AND CONSIDERATION OF THE FINANCIAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT

The *Corporations Act* requires the Helloworld Travel Limited's financial statements and reports for the financial year ended 30 June 2022 to be presented to the 2022 Annual General Meeting.

The 2022 Annual Report of the Company contains the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report for the year ended 30 June 2022 and may be accessed from the Annual Reports tab in the Company's Investor Centre <https://www.helloworldlimited.com/annual-reports/>.

A printed copy of the 2022 Annual Report has been sent to those shareholders who have elected to receive one.

During this item of business, shareholders will be provided with a reasonable opportunity to ask questions, and to make comments, in relation to these Reports and the management of the Company. No formal resolution to adopt the Reports will be put to shareholders at the meeting (save for Resolution 1 for adoption of the Remuneration Report).

Shareholders will also be given a reasonable opportunity during this item of business to ask a representative of the Company's Auditor, EY, questions relevant to the matters outlined under the heading 'Questions from Shareholders' on page 6.

## ITEM 2 – ADOPTION OF THE REMUNERATION REPORT (RESOLUTION 1)

The *Corporations Act* requires that a resolution for adoption of the Remuneration Report be put to the vote at the Company's Annual General Meeting. Details in relation to the Company's Key Management Personnel (KMP) are set out in the Remuneration Report on pages 36 to 44 of the 2022 Annual Report, which may be accessed by visiting the Company's Investor Centre <https://www.helloworldlimited.com/annual-reports/>.

Key Management Personnel or KMP means those persons having authority and responsibility for planning, directing and controlling the activities of the Company and/or the Group, whether directly or indirectly.

The vote on this resolution is advisory only and does not bind the Directors or the Company.

However, the *Corporations Act* provides for a 'two strikes rule' in relation to voting on the Remuneration Report. This rule would apply if, at two consecutive Annual General Meetings, the resolution for adoption of the Remuneration Report were to receive a 'no' vote of 25% or more of the votes cast on the

resolution. In that case, a further resolution (a 'spill resolution') would be required to be put to shareholders at the second of those Annual General Meetings. If passed, the spill resolution would require an extraordinary General Meeting of the Company (a 'spill meeting') to be held within 90 days of the second Annual General Meeting, for the purpose of considering the election of Directors.

At the spill meeting, the Directors (other than the Managing Director) who were in office at the date of approval by the Board of the most recent Directors' Report would cease to hold office, unless re-elected at the meeting. For any spill resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it.

In addition, if comments are made on the Remuneration Report at the AGM and 25% of more of the votes cast on Resolution 1 are against the adoption of the Remuneration Report, the Company's Remuneration Report for the current financial year will be required to include an explanation of the Board's proposed action in response to those comments or, if no action is proposed, the Board's reasons for this.

The *Corporations Act* restricts KMP and their Closely Related Parties from voting in certain circumstances on such resolutions.

A closely related party, in relation to a member of the KMP, means the member's spouse, child or dependant (or a child or dependant of the member's spouse), anyone else in the member's family who may be expected to influence, or be influenced by, the member in the member's dealings with the Company and/or the Group, and any company that the member controls.

At the Company's 2021 Annual General Meeting, 99.8% of the votes cast on the resolution for adoption of the Remuneration Report were in favour of the resolution and no comments were made on the Remuneration Report at that meeting.

During this item, shareholders will be provided with a reasonable opportunity to ask questions about and make comments on the Remuneration Report.

Please read the information under the heading 'Chairman as Proxy' on page 5, which deals with the Chairman's voting of undirected proxies on the resolution for Adoption of the Remuneration Report (Resolution 1).

The Remuneration Report forms part of the Directors' Report which was made in accordance with a unanimous resolution of the Directors. Each of the Directors recommends the Remuneration Report to shareholders for adoption.



## EXPLANATORY NOTES

### ITEM 3 - ELECTION OF DIRECTOR (RESOLUTION 2)

#### Background

Robert Dalton is a Director appointed by the Board who will retire and stand for election at the Annual General Meeting. In accordance with rule 3.3 of the Constitution the Board may appoint a person to be a Director at any time except during a General Meeting. Any Director so appointed automatically retires at the next Annual General Meeting and is eligible for election by that General Meeting.

Robert Dalton intends to stand for election at the 2022 Annual General Meeting.

### RESOLUTION 2 - ELECTION OF ROBERT DALTON

**Term:** Non-Executive  
Director since  
9 November 2021.

**Independent:** Yes

#### Skills and experience:

Robert's career has spanned over 35 years where he was a Partner at Arthur Andersen from 1995 to 2002 and a Senior Partner at Ernst & Young from 2002 to 2019, where he undertook many complex engagements on large Corporations in Australia and overseas.

Robert provided advice and assurance on mergers, acquisitions and divestments as well as the implementation of Governance frameworks within the Manufacturing, Infrastructure, Consumer Products and Service Organisations. Until recently, Rob has been Acting Chief Executive of Sports Australia and the Australian Sports Commission based in Canberra, where he oversaw 110 National Sporting Organisations providing funds to sports and activity providers to grow participation.

Robert also held the role of Finance Director for Richmond Football Club from 2004 - 2019.

#### Directorships of listed entities (current and last three years):

- K&S Corporation Limited (since August 2021), a member of the Audit Committee.

#### Helloworld Travel Limited committee memberships:

- Chairman of the Audit & Risk Committee.
- Member of the Remuneration Committee.
- Member of the Nominations & Governance Committee.

The Board (other than Robert Dalton because of his personal interest in the resolution) recommends that shareholders vote in favour of Robert Dalton's election as a Director.



## ITEM 4 - RE-ELECTION OF DIRECTORS (RESOLUTIONS 3.1 AND 3.2)

### Background

As required by Helloworld's Travel Limited's Constitution and the ASX Listing Rules, two Directors, Garry Hounsell and Cinzia Burnes retire by rotation and, being eligible, offer themselves for re-election. The Board, with the assistance of the Nominations and Governance Committee, has reviewed the performance of the Directors standing for re-election and has endorsed their nomination as candidates for re-election.

### RESOLUTION 3.1 - RE-ELECTION OF GARRY HOUNSELL

**Term:** Non-Executive  
Director and Chairman  
since 4 October 2016.



**Independent:** Yes

#### Skills and experience:

Garry has extensive Director experience on a wide range of highly successful Boards.

Garry was formerly Senior Partner of Ernst & Young, Chief Executive Officer and Country Managing Partner of Arthur Andersen, a Board member of Freehills (now Herbert Smith Freehills) as well as Deputy Chairman of Mitchell Communication Group Limited.

Garry was formally a Non-Executive Director of Qantas Airways Limited, Orica Limited and Dulux Group.

Garry is a Fellow of the Australian Institute of Company Directors and a Fellow of Chartered Accountants in Australia and New Zealand.

#### Directorships of listed entities (current and last three years):

- Treasury Wine Estates Limited (since 2012).
- Wellness and Beauty Solutions Limited, Chairman (since December 2021).
- Myer Holdings Limited (2017 to 2020), Chairman (2017 to 2020).

#### Helloworld Travel Limited committee memberships:

- Chairman of the Board.
- Chairman of the Remuneration Committee.
- Chairman of the Nominations & Governance Committee.
- Member of the Audit & Risk Committee.

The Board (other than Garry Hounsell because of his personal interest in the resolution) recommends that shareholders vote in favour of Garry Hounsell's re-election as a Director.

## RESOLUTION 3.2 - RE-ELECTION OF CINZIA BURNES

**Term:** Group General Manager  
- Wholesale & Inbound,  
Executive Director  
since 1 February 2016.



**Independent:** No

#### Skills and experience:

Cinzia brings extensive sector and management experience to the Board.

In 1982, Cinzia commenced her career in travel and after working as a travel wholesaler in Italy for 9 years she has played a pivotal role over 26 years in growing AOT from a regional safari operator into one of Australasia's leading travel distribution businesses. The AOT Group was privately owned by Andrew and Cinzia Burnes until its merger with Helloworld Travel Limited in February 2016.

Cinzia was a Director of Tourism Victoria from 2013 to 2015. She has also served as a Board member of Health Services Australia from 2005 to 2007 and the Australian Tourist Commission from 2001 to 2004. During 2018 Cinzia was a member of the Beyond Tourism 2020 Committee, initiated by the Minister for Trade, Tourism and Investment, Mr Ciobo, to design Australia's next long-term tourism strategy.

The Board (other than Cinzia Burnes because of her personal interest in the resolution) recommends that shareholders vote in favour of Cinzia Burnes' re-election as a Director.



## EXPLANATORY NOTES

### RESOLUTION 4 - ADOPT NEW CONSTITUTION AND REPEAL EXISTING CONSTITUTION

To consider and, if thought fit, to pass the following resolution which will be proposed as a **special resolution**:

*That the document titled Constitution of Helloworld Travel Limited tabled at the physical venue of Meeting and signed by the Chairman of the Meeting for the purposes of identification, is adopted as the New Constitution of the Company in substitution for and to the exclusion of its current Constitution, which current Constitution is repealed.*

**Note 1:** In accordance with section 136 of the *Corporations Act*, in order for this resolution to be effective, it needs to be passed by at least 75% of the votes cast by shareholders of the Company entitled to vote on the resolution. For further information to this resolution, refer to the Explanatory Notes, which accompany, and form part of, this Notice.

**Note 2:** You may download a copy of the document proposed as the New Constitution (New Constitution) of the Company from the Company's website at [helloworldlimited.com.au/corporate-governance/](http://helloworldlimited.com.au/corporate-governance/) or you may request a copy from the Company's Share Register, Automatic by calling 1300 288 664 (within Australia), or +61 2 9698 5414 (Overseas).

#### **Why are we proposing to adopt a New Constitution?**

It has been a number of decades since the existing Constitution (Existing Constitution) was adopted and a number of years since it was last amended. Since the adoption of the Existing Constitution, there have been a number of changes to applicable regulatory requirements (including the *Corporations Act* and the ASX Listing Rules), as well as developments in general corporate governance practice for major ASX listed companies, including the greater utility and acceptance of electronic means of communications with and meetings shareholders, particularly in response to the recent COVID-19 global pandemic.

In light of this, the Directors believe it appropriate to revise and update the Constitution in a number of ways. The proposed changes affect a range of provisions of the Constitution. The Directors therefore consider it more efficient for shareholders to adopt a New Constitution, rather than making numerous amendments to the Existing Constitution.

#### **Amendments to the *Corporations Act***

Notably, the *Corporations Act* has recently been amended to enable, among other things, companies to use technology to hold General Meetings, execute documents, and sign and distribute meeting-related documents. The amendments to the *Corporations Act* include provisions to:

- allow shareholders to elect to receive certain documents in their preferred format electronically or to receive physical copies or to elect not to be sent an Annual Report or certain other prescribed documents at all;
- give companies the option to hold 'hybrid' General Meetings and, if the constitution of a company expressly allows, to hold General Meetings using 'virtual meeting technology' (as that term is defined in the *Corporations Act*) only. In this respect, the New Constitution contemplates that General Meetings of the Company may be held at one or more physical venues, at one or more physical venues and using 'virtual meeting technology' or using 'virtual meeting technology' only;
- make it clear that shareholders, as a whole, must be given a reasonable opportunity to participate in General Meetings, including by being given the opportunity to ask questions and make comments orally, including at a General Meeting that is held using 'virtual meeting technology' only; and
- require all substantive resolutions to be considered at General Meetings (that is, those specified in the Notice of Meeting) to be determined by voting on a Poll rather than by a show of hands.

The New Constitution is consistent with these recent amendments to the *Corporations Act*.

### **What are the key differences between the existing Constitution and the proposed New Constitution?**

Many of the proposed differences between the Existing Constitution and the New Constitution are administrative or relatively minor in nature. An overview of the material differences between the Existing Constitution and the New Constitution is set out below.

#### ***Joint holders of shares***

Consistent with ASX recommendations in conjunction with its ongoing CHES replacement project that will accommodate up to four joint holders per HIN to be recorded, the New Constitution provides for the maximum permitted number of joint holders of shares in the Company to be four.

#### ***Restricted securities***

The New Constitution reflects recent ASX Listing Rule amendments relating to restricted securities, including the issue of restriction notices as an alternative to restriction agreements, in order to allow the Company, the option of issuing restricted securities in the future. While the Company does not currently have on issue restricted securities and there are no current proposals that will involve the Company issuing restricted securities, the New Constitution will confer the Company's flexibility to do so in accordance with the Listing Rules in the context of any future transaction.

#### ***Non-marketable parcels, calls, lien and forfeiture***

The provisions in the New Constitution relating to the sale of non-marketable parcels of shares, 'calls', forfeiture of shares and the Company's 'lien' over shares are generally consistent with the equivalent provisions in the Existing Constitution; however, a number of these provisions have been updated, including to ensure they more closely align with the requirements of the ASX Listing Rules.

#### ***General Meetings of shareholders***

The New Constitution reflects the recent amendments to the *Corporations Act* described above with respect to holding and voting at General Meetings of shareholders, including meetings of a class of shareholders. In particular, it expressly permits the Company, consistent with those amendments, to hold virtual only meetings with no physical venue and, prescribes various conditions that must be satisfied in order for that to take place. Consistent with amendments to the *Corporations Act*, the New Constitution also requires voting on all substantive resolutions to be determined by way of a Poll rather than a show of hands.

In addition to these changes:

- the New Constitution incorporates a number of other changes to assist with the orderly conduct of General Meetings, including provisions relating to the postponement and adjournment of physical, hybrid and virtual meetings; and
- specifically provides for the possibility of 'direct voting' by Shareholders on resolutions in accordance with rules and regulations determined from time to time by the Directors. Direct voting is a form of voting that allows Shareholders to cast their vote, either online or by completing their personalised voting form, on resolutions proposed at a General Meeting without having to attend the meeting in person and without needing to appoint a Proxy on their behalf.

#### ***Provisions relating to Directors of the Company***

##### **Retirement and re-election at AGMs**

The Existing Constitution requires one third of the board of Directors (with the exception of the Managing Director and solely Alternate Directors) to stand for election at each Annual General Meeting. However, consistent with the ASX Listing Rules, the New Constitution does not include this requirement and instead contemplates that no Director, who is not the 'Managing Director', may hold office for a continuous period in excess of three years or until the third Annual General Meeting following the Director's appointment or election, whichever is the longer, without submitting for re-election. The requirement for a fixed one third of Directors to retire and stand for re-election will no longer apply. Consistent with the Listing Rules there must be at least one Director who stands for election at each AGM.



## EXPLANATORY NOTES

### Eligibility for appointment

Under the New Constitution, a person is eligible for election as a Director at a General Meeting, if:

- the person is in office as a Director immediately before the General Meeting;
- the person has been nominated by the Directors for election at that General Meeting;
- where the person is a Shareholder, the person has, at least 35 business days but no more than 90 business days before the General Meeting, giving the Company a notice signed by the person stating the person's desire to be a candidate for election at the General Meeting; or
- where the person is not a Shareholder, a Shareholder intending to nominate the person for election at the General Meeting has, at least 35 business days but no more than 90 business days before the General Meeting, giving the Company a notice signed by the Shareholder stating the Shareholder's intention to nominate the person for election, and a notice signed by the person stating the person's consent to the nomination.

Under the Existing Constitution, nominations for election of a person (not being a person recommended by the Board) to the Board must be received at the Company's registered office at least 45 business days but no more than 90 business days before the relevant meeting which has been signed by:

- Shareholders with at least 5% of the votes that may be cast on a resolution to elect the person; or
- at least 100 Shareholders who are entitled to vote at the meeting.

### Maximum number of Directors

The Existing Constitution does not provide for a maximum number of Directors. The New Constitution specifies a maximum of seven Directors.

If a constitution of a company specifies a maximum number of Directors, the Directors are prohibited under Subdivision 1B of Division 2D.3 of the *Corporations Act* from setting a lower board limit without shareholder approval and following the disclosures and other procedures prescribed in that Subdivision.

### Removal from office

The New Constitution limits the capacity of Shareholders to remove a Director from office to the statutory powers under the *Corporations Act*. In contrast the Existing Constitution allows:

- the Company by ordinary resolution; or
- Shareholders holding a majority of the issued shares of the Company conferring a right to vote, by writing to the Company,

to remove a Director from office, in addition to the statutory power of the shareholders to do so.

### Remuneration of Directors

The provisions in the New Constitution relating to the remuneration of Directors are generally consistent with the equivalent provisions in the Existing Constitution; and the aggregate maximum remuneration amount that, under clause 68.1 of the New Constitution, the Company is permitted to pay to non-executive Directors is \$1.5 million per year, being the current amount that has been approved by Shareholders. Consistent with the ASX Listing Rules, clause 68.2 of the New Constitution clarifies that superannuation contributions made to comply with superannuation guarantee legislation are included in the aggregate maximum remuneration amount; but any insurance premiums paid, or agreed to be paid, for a Director in accordance with the New Constitution are excluded.

Consistent also with the ASX Listing Rules, the value of any shares, options, rights, other securities and other share-based payments is excluded from the overall the aggregate maximum amount of remuneration that may be paid to the non-executive Directors. In contrast the Existing Constitution requires non-cash benefits to be included, at a value that the Directors determine.

### Meetings of Directors

The New Constitution includes a number of provisions not reflected in the Existing Constitution that are intended to facilitate the efficient conduct of meetings of Directors (including by using appropriate 'virtual meeting technology') and the

passing of resolutions by Directors (including written resolutions). More specifically (and without limitation), to provide the Directors with additional flexibility, under the New Constitution, the circumstances in which the Directors may pass resolutions without a board meeting being held have been expanded.

#### **Dividends**

The Existing Constitution adopts a range of terminology to describe how the Company pays dividends. The New Constitution harmonises these provisions and adopts the generic term 'dividend' (which is defined to include both interim and final dividends) to avoid any potential technical distinctions in terminology.

#### **Powers of the Directors with respect to distributions**

The Existing Constitution provides (among other things) that the Directors have the power to resolve any difficulty that arises in relation to the payment of a dividend by way of a distribution of specific assets from the Company to Shareholders. A similar but separate provision is included with respect to reductions of capital.

The New Constitution expands and consolidates these provisions into a single provision that applies to all dividends (i.e. not just a dividend the payment of which is to be satisfied through the distribution of specific assets), capital returns and certain other amounts payable by the Company. In this context, and consistent with market practice, the New Constitution includes a more expanded set of 'ancillary' powers that may be exercised by the Directors to facilitate a dividend, capital return and certain other payments. In particular, the New Constitution contemplates (among other things) that, if the Company distributes, transfers or issues to Shareholders shares, debentures or securities in the Company or another body corporate, the Shareholders appoint the Company as its agent to do anything necessary, desirable or expedient to give effect to that distribution, transfer or issue, including executing documents for and on behalf of Shareholders and agreeing on behalf of Shareholders to become a member, holder of shares, holder of debentures or holder of securities of the Company or that other body corporate.

#### **Notices**

Clause 103 of the New Constitution, relating to the provision of notices to Shareholders, adopts a standard ASX listed company approach to shareholder notices, simplifies administration and is consistent with the recent changes to the *Corporations Act* with respect to electronic communications (as described above).

#### **General updates**

Provisions in the Existing Constitution which were outdated, or which restated provisions in the *Corporations Act* or requirements of the ASX Listing Rules, have been restated or removed to simplify the document and minimise the need for further updates, in the event of any legislative or regulatory changes in the future. In addition, the New Constitution adopts the terminology now contained in the *Corporations Act*, the ASX Listing Rules and ASX Settlement Operating Rules.

#### **How to obtain a copy of the proposed New Constitution**

Copies of the proposed New Constitution are available:

- (a) on the Company's website <https://www.helloworldlimited.com.au/corporate-governance/>; or
- (b) by telephoning the Company's Share Registry, Automic on 1300 288 664 (within Australia) +6 2 9698 5414 (Overseas) and requesting a copy of these documents (which will be provided free of charge).

A copy of the New Constitution will also be available for inspection by shareholders and proxies at the physical venue of the AGM.

#### **How must the New Constitution be approved?**

The proposed resolution for adoption of the New Constitution must be approved by a special resolution. A special resolution must be passed by at least 75 per cent of the votes cast by shareholders present (whether in person, or by Proxy, attorney or representative) and entitled to vote on the resolution.

#### **Board recommendation**

The Directors unanimously recommend shareholders vote in favour of adoption of the proposed New Constitution.





Helloworld Travel Limited | ABN 60 091 214 998

# Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **10.00am (AEDT) on Sunday, 9 October 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise, if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE 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 these 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 Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

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

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

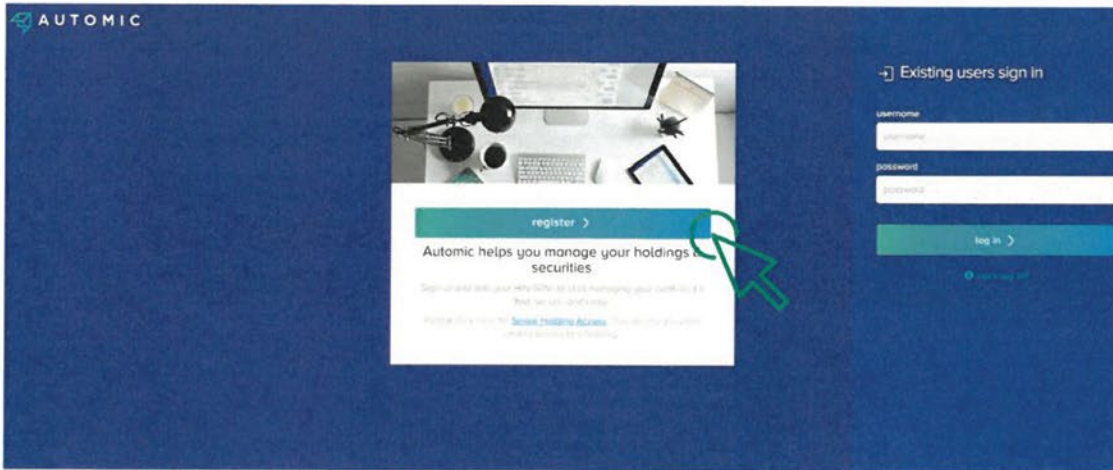


# Meeting Registration and Voting



## REGISTRATION

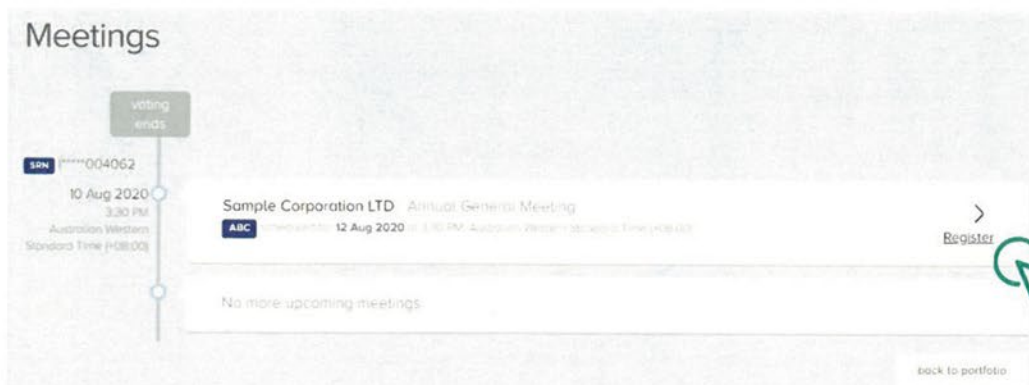
- Go to: <https://investor.automic.com.au/#/home>.
- Log in using your existing username and password or click on “register” and follow the on-screen prompts to create your login credentials.



- Once logged in you will see that the meeting is open for registration. Click on “view”.



- Click on “register” to register your attendance for the meeting.



## REGISTRATION

- Select “yes, I would like to vote” and then click “next”.

The screenshot shows a web interface titled "Registration" for "Sample Corporation LTD - Annual General Meeting". A progress bar at the top indicates the current step is "Registration" (Step 1 of 2), with a "Complete" step marked with a checkmark. The main heading is "Registration - Step 1 of 2". Below this, a question asks: "Will you be registering to vote?". A sub-note reads: "If you have already voted at Proxy I recommend you do not proxy vote to stand outside what I will not be voting. If you have logged a Proxy from our web site to attend your vote, do the same. \*YES, I would like to vote\*". There are two radio button options: "YES, I would like to vote" (which is selected) and "NO, I will not be voting". A green mouse cursor points to the "YES" option. At the bottom right, there is a blue "next" button, also pointed to by a green mouse cursor.

- You will be placed on a holding page until voting opens for the meeting. From here you can access the meeting video/audio by selecting the meeting URL.
- Once the Chair of the Meeting declares voting open, you should select “refresh”.

The screenshot shows the "Registration Complete" screen. The title is "Registration" and the heading is "Complete - Step 2 of 2". A green checkmark icon is followed by the text "Registration Complete!". Below this, a note says: "The voting is not open yet. Refresh this page or come back here later!". A blue "Refresh" button is located on the right side, with a green mouse cursor pointing to it. At the bottom, there is a light blue box containing the text: "You can join the meeting online using the following link" followed by the URL: <https://us02web.zoom.us/j/84986335645?pwd=QTEUUGhjbUy7N0RlZzVWVXdjMGowZz09>. A green mouse cursor points to the URL.

## VOTING

- The next screen will display the resolutions to be put to the meeting.
- The Chair of the meeting will provide instructions on when to mark your vote.
- You record your vote by selecting either “for”, “against” or “abstain” next to the appropriate resolution.
- Once voting has been declared closed you must select “next” to submit your vote.

Voting

Sample Corporation LTD - Annual General Meeting

Register Poll Review Complete

Poll - Step 2 of 4

You can join the meeting online using the following link  
<https://us02web.zoom.us/j/84986335645?pwd=QTEUUGhjbU9ZlN0d2xVWXdlMGgyZz09>

**Resolutions**  
You must vote on all resolutions, except for those marked as withdrawn.

1 Remuneration Report for against abstain

2 Re-Election of Mr Robert Smith as Director for against abstain

prev next

- On the next screen, check your vote is correct and select the box next to “declaration” – you cannot confirm your vote unless you select this box.
- Select “confirm” to confirm your vote – you CANNOT amend your vote after pressing the “confirm” button.

Review - Step 3 of 4

**Confirmation**  
Please make sure you confirm

1 Remuneration Report for against abstain

2 Re-Election of Mr Robert Smith as Director for against abstain

**Declaration**  
PLEASE NOTE: You will not be able to change your votes after pressing the confirm button.  
By pressing confirm you agree that this online voting form has been signed, submitted and transmitted by you in your capacity as a registered holder of legal entitlement (shareholder) of the Company, in accordance with the requirements under the Company's Constitution, the Corporations Act (2006) and Australia's terms and conditions.

prev confirm



## VOTING COMPLETE


- Your vote is now lodged and is final.

Voting

Sample Corporation LTD - Annual General Meeting

Progress: Plan Review Complete

Complete - Step 3 of 3

 Complete

You have successfully submitted your vote.

You can join the meeting online using the following link:

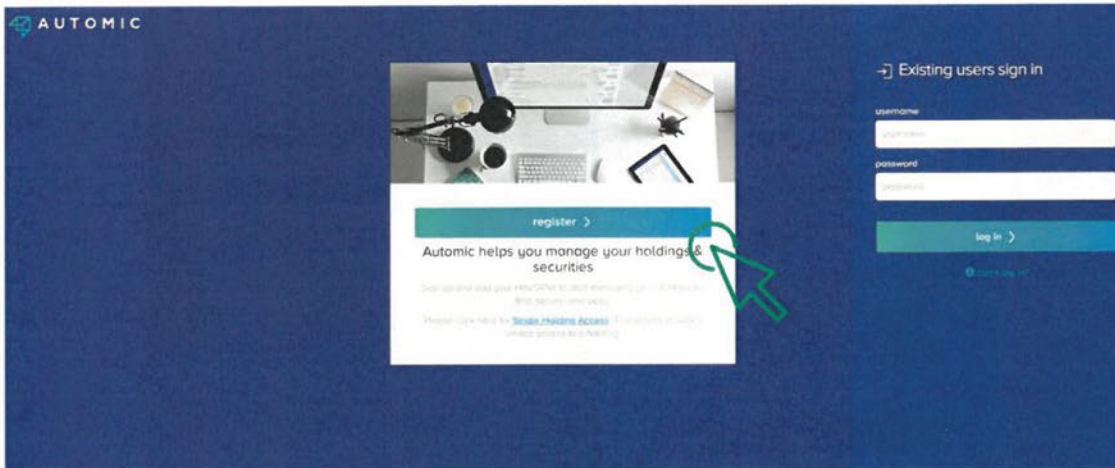
<https://us02web.zoom.us/j/85784417406?pwd=TFE0TTdGTEhGSFNlbnUN5NzE3blJlUQT09>

# Online Proxy Lodgment

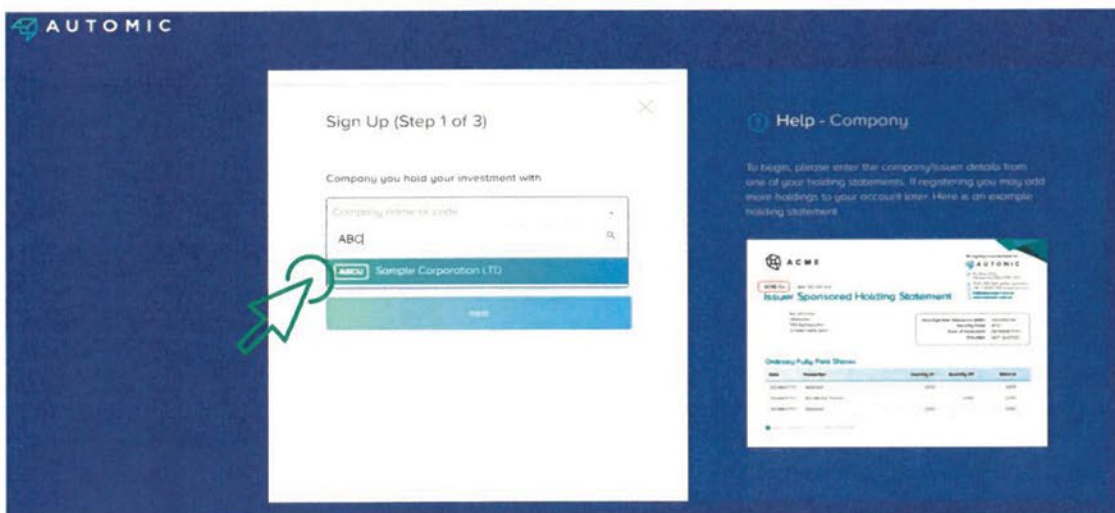
# REGISTER

## Step 1

- Go to: <https://investor.automic.com.au/#/home>.
- If you are a new user, select “register”.
- If you are an existing user, simply sign in under the “Existing users sign in” and follow the instructions in **Step 2** of this guide.



- Start typing the company name or company code that you hold shares in and select the relevant company from the dropdown.





## REGISTER

- Enter your unique Holder Number which can be found on your proxy form. This number starts with a capital letter "I" or "X".
- Enter the postcode recorded on the proxy form or select "change the country" if your holding is registered to an overseas address (then type and select the applicable country your holding is registered to).
- Tick the box "I'm not a robot" and select "next".

Sign Up (Step 1 of 3)

Company you hold your investment with  
Sample Corporation LTD

Holder Number (HIN-SRN)  
I000000 ✓

Country  
Australia ✓

Postcode  
5000 ✓

[change country](#)

I'm not a robot

next

Help - Recaptcha

Click the checkbox to prove you are a human for security purposes. If you have accessed this page multiple times recently you may be asked to solve a few puzzles before you will be approved. Click next

reCAPTCHA

- Next, complete all information on the screen.
- Once each field is completed correctly you will see a green tick appear at the end of the field. Where you have entered incorrect information, you will see a red star.
- Your password must contain: at least 8 characters, at least 1 number, at least 1 capital and lowercase letter and at least one special symbol (#, %, ! etc)
- Click "sign up".

Sign Up (Step 2 of 3)

Email  
sample@email.com.au ✓

Confirm Email  
sample@email.com.au ✓

Username  
Sample Username ✓

password  
\*\*\*\*\* ✓

confirm password  
confirm password ✖

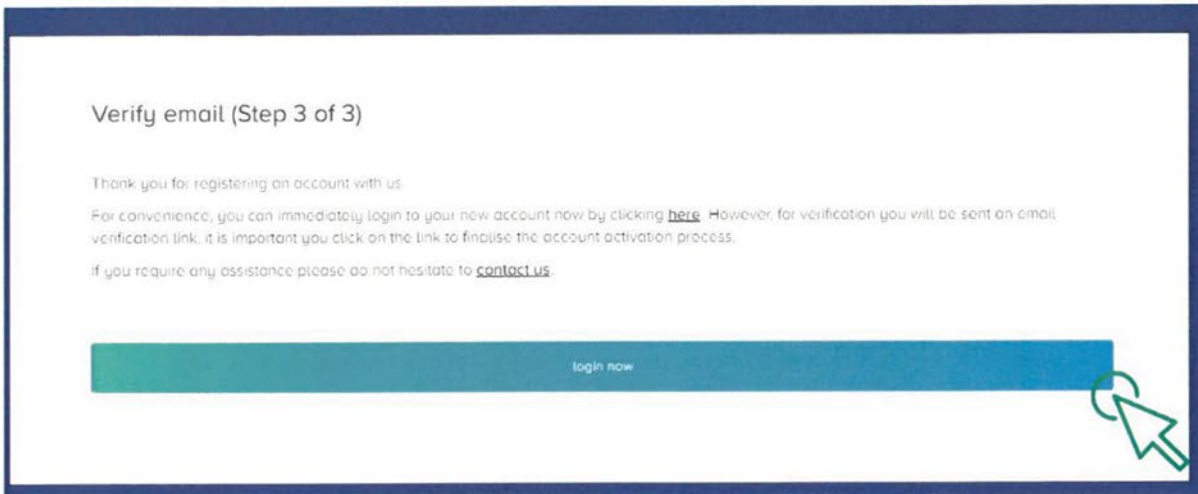
Please confirm your password

sign up

Please confirm your password

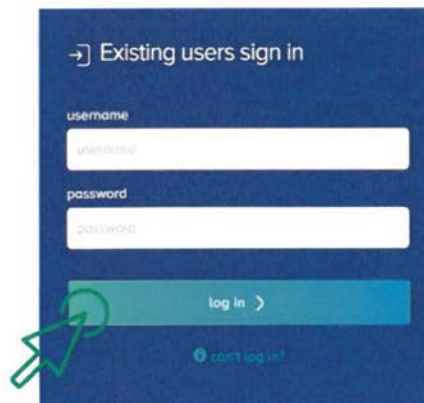
## LOG IN

- On the next screen simply select “login now”.

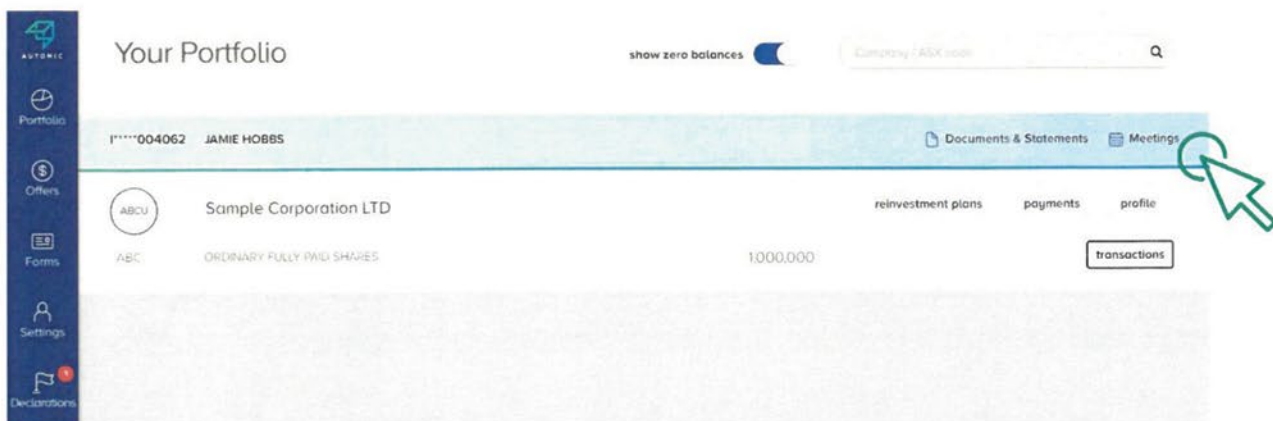


## Step 2

- Under “existing users” enter the username and password you created in the previous steps and select “log in”.

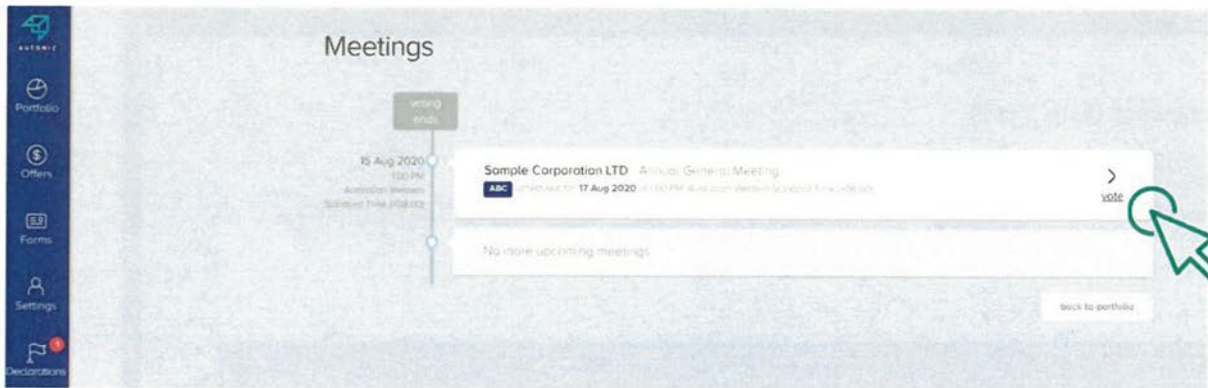


- Select “Meetings”.

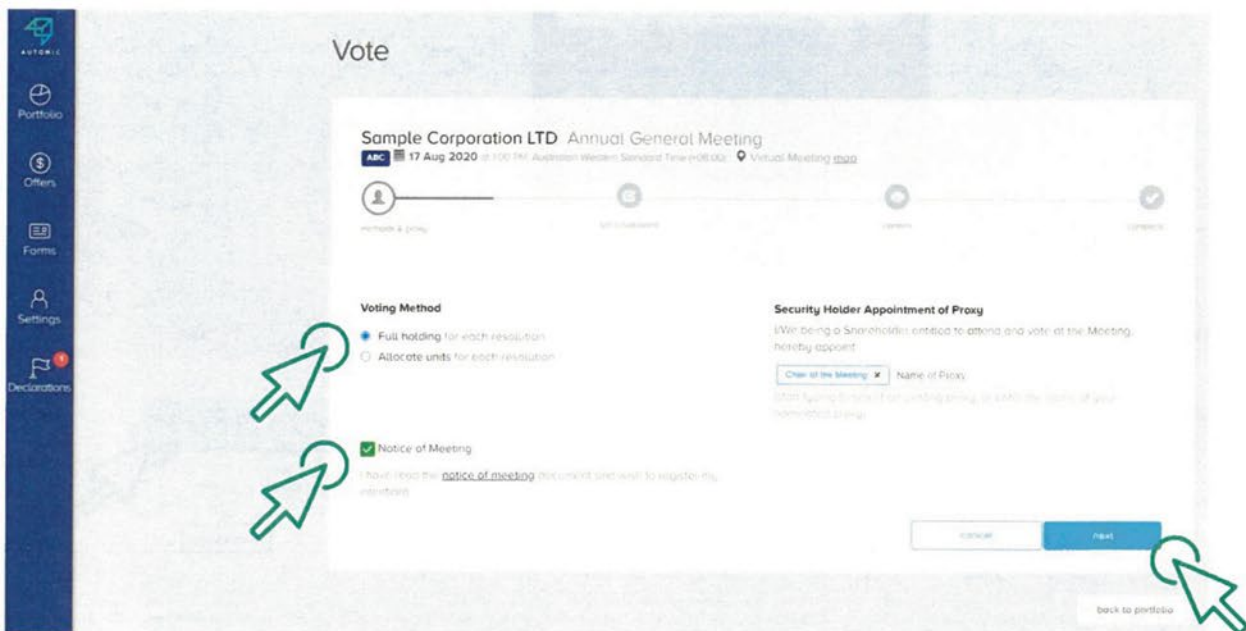


# VOTING

- Select “Vote”.



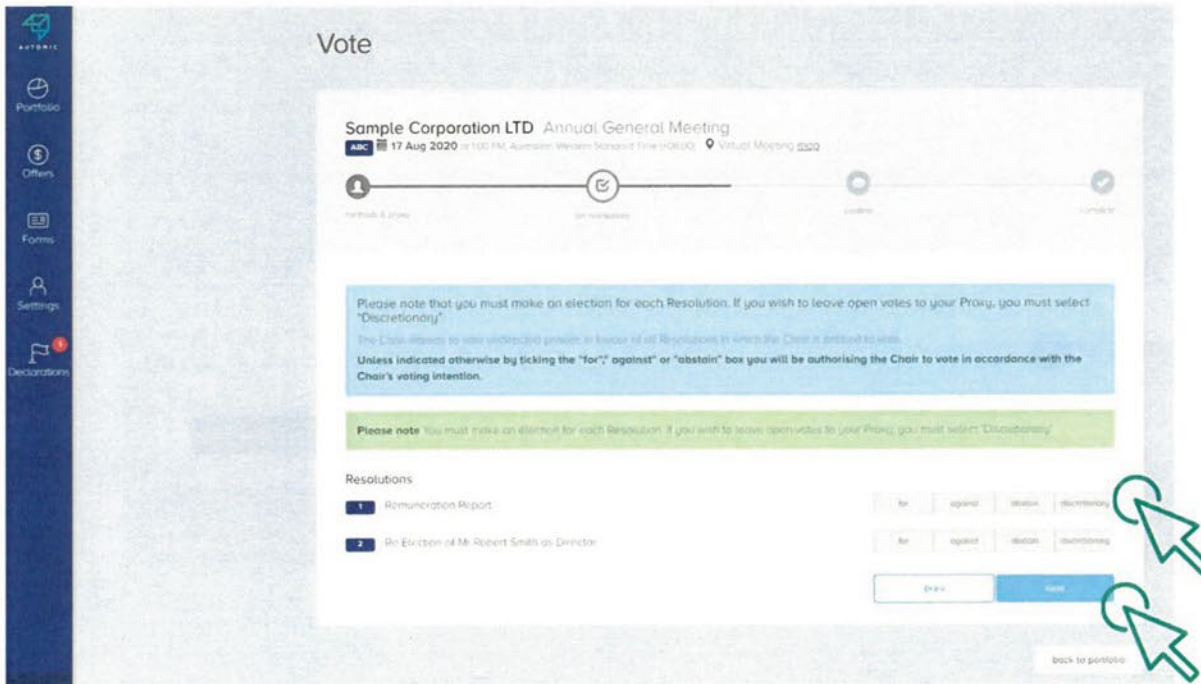
- Select “Full holding” and select the box next to “Notice of Meeting”.
- If you wish to nominate the Chair of the Meeting as your proxyholder simply select “next”.
- If you wish to appoint a different proxyholder, place your cursor on “name of proxy” and type the name of your appointed proxyholder. Once you’ve typed the name in full press enter on your keyboard. This will replace “Chair of the meeting” with your chosen proxyholder.
- Select “next”.



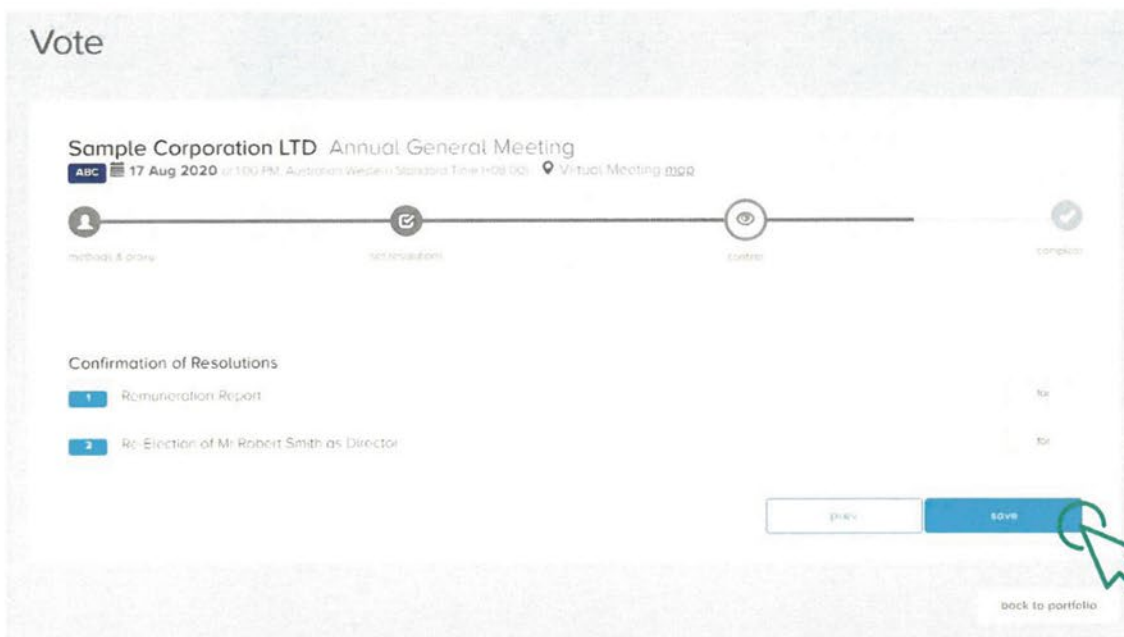


# VOTING

- Mark your voting instruction next to each resolution. You must select a vote for each resolution before you can continue. Select “next”.



- Check your vote is as you intended.
- If you are registered as a Corporation you must select the box next to “declaration”.
- Then select “save” to save your proxy vote.



## VOTING COMPLETE

- Your voting is complete.

Vote

Sample Corporation LTD Annual General Meeting  
ABC 17 Aug 2020 at 100 PM, Australian Western Standard Time (+08:00) Virtual Meeting [mgg](#)

methods & proxy    set resolutions    confirm    **complete**

Voting Complete! ✓

prev    **done**

[back to portfolio](#)









[helloworldlimited.com.au](http://helloworldlimited.com.au)

ABN: 60 091 214 998 ASX CODE: HLO

