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**LGI LIMITED  
ACN 138 085 551  
(the Company)**

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## **NOTICE OF 2022 ANNUAL GENERAL MEETING**

**Annual General Meeting of the Company to be held on  
Wednesday, 16 November 2022 at 11:00 am (Brisbane Time) at LGI  
Office, 57 Harvey Street N, Eagle Farm, QLD 4009**

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice of Meeting is hereby given that the 2022 Annual General Meeting (**Meeting**) of Shareholders of LGI Limited (**Company**) will be held at the LGI Office, 57 Harvey Street N, Eagle Farm, QLD 4009 on Wednesday, 16 November 2022, commencing at 11:00 am (Brisbane Time).

If you plan to attend the Meeting, please confirm your attendance by emailing [investor.relations@lgi.com.au](mailto:investor.relations@lgi.com.au) before 11:00 am (Brisbane Time) on Monday, 14 November 2022.

This Notice is an important document and should be read in its entirety. The Explanatory Notes to this Notice provide additional information on matters to be considered at the Annual General Meeting. The Proxy Form and Explanatory Notes form part of this Notice.

## BUSINESS OF THE MEETING

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### Item 1: Finance Statements and Reports

To receive and consider the Financial Report, the Director's Report and the Auditor's Report for the year ended 30 June 2022.

Note:

- i. Shareholders are not required to approve these reports.

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### Item 2: Re-election of Director – Ms Abigail Cheadle (Resolution 1)

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

“That Abigail Cheadle, having retired from their office as a Director in accordance with clause 19.3 of the Constitution and, being eligible, be re-elected as a Director.”

The Explanatory Notes to this Notice provide additional information on matters to be considered at the Annual General Meeting.

## ENTITLEMENT TO VOTE

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The Directors have determined pursuant to regulations 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those registered as Shareholders of the Company at 7.00 pm (Sydney Time) on Monday, 14 November 2022. (**Entitlement Time**)

If you are not the registered holder of a Share at the Entitlement Time, you will not be entitled to attend and vote at the Meeting.

## DEADLINE FOR SUBMISSION OF PROXY FORMS AND ONLINE APPOINTMENT OF PROXIES

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The Proxy Form must be completed, signed, and submitted with the Company's share registry, or the appointment of a proxy must be completed through the online facility, no later than 11:00 am (Brisbane Time) on Monday, 14 November 2022.

## ANNUAL REPORT

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Copies of the Company's 2022 Annual Report may be accessed on our website at <https://lgi.com.au/for-investors/#corporate-governance>

## CHAIRMAN'S VOTING INTENTIONS

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The Chairman of the Meeting intends to vote undirected proxies in favour of **Item 2**. There will be no formal motion regarding Item 1.

## BY ORDER OF THE DIRECTORS



**Mr Hasaka Martin**  
**Company Secretary**  
Dated: 14 October 2022

## EXPLANATORY NOTES

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These Explanatory Notes provide additional information on matters to be considered at the Annual General Meeting. The Explanatory Notes form part of the Notice of Meeting.

### ITEM 1 – FINANCIAL STATEMENTS AND REPORTS

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report, and Auditor's Report of the Company for the financial year ending 30 June 2022 will be tabled at the Meeting. The Financial Report contains the financial statements of the Company and its subsidiaries.

There is no requirement for a formal resolution on this Item of business.

As permitted by the Corporations Act, a printed copy of the Company's 2022 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the Company's Annual Report may be accessed on our website at <https://lgi.com.au/for-investors/#corporate-governance> and via the ASX market announcements platform.

The Chair of the Meeting will allow a reasonable opportunity during the Meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity during the Meeting to ask the Company's auditor, BDO, questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the year ended 30 June 2022, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of BDO in relation to the conduct of the audit.

Shareholders may submit written questions for the auditor in relation to the above matters. Written questions to the auditor must be received by the Company no later than 11:00 am (Brisbane Time) on Wednesday, 9 November 2022.

### ITEM 2 – ELECTION OF DIRECTOR – MS ABIGAIL CHEADLE (RESOLUTION 1)

Under the ASX Listing Rules and the Company's Constitution, all Directors (except the Managing Director) are required to retire at the third Annual General Meeting after their appointment by members and may resubmit themselves for re-election as they were all appointed by the Board of Directors.

Item 2 deals with the re-election of Abigail Cheadle, who was appointed as a Non-Executive Director and ARC Chair of the Company on 12 April 2021 and, being eligible, offers herself for re-election at the Meeting.

Abigail Cheadle is a commercially minded Chartered Accountant with 30 years of experience working in Australia, Asia (17 years), Russia, and Jordan. She has had an international executive career growing practices in restructuring and forensics throughout Asia for global services firms Kroll, Korda Mentha, Deloitte, and Ernst & Young. During the Asian Economic Crisis she was instrumental in growing listed entities (most notably increasing the market capitalization of BFI Finance Tbk Plc over tenfold during her charge). Ms Cheadle holds a Bachelor of Business from the Queensland University of Technology.

Ms Cheadle is currently also Chair for Shiro Holdings Limited (ASX: SHM) and NED and ARC Chair of Novatti Limited (ASX: NOV) and was formerly a NED and ARC Chair of three other ASX listed companies. She has industry expertise in infrastructure, professional services, technology, finance, and consumer products.

The Directors believe that Ms Abigail Cheadle's depth of experience and knowledge will continue to help LGI create shareholder value.

#### Director's Recommendation

The Directors (Ms Cheadle abstaining) support the election of Abigail Cheadle and unanimously recommend that Shareholders vote **IN FAVOUR** of Resolution 1.

#### Chair's Voting Intention

The Chair of the Meeting intends to vote all available undirected proxies **IN FAVOUR** of Resolution 1.

## NOTES

### 1. Explanatory Memorandum

The Explanatory Notes and the proxy form accompanying this Notice of Annual General Meeting are incorporated in and comprise part of this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

### 2. Voting Statement

The Chairman of the Annual General Meeting intends to vote undirected proxies held by him in **FAVOUR** of each of the Resolutions. Please refer to the proxy form accompanying this Notice of Meeting for more information.

### 3. Determination of membership and voting entitlement

To determine a person's entitlement to vote at the Annual General Meeting, a person will be recognised as a member of the Company and the holder of Shares if that person is registered as a holder of those Shares at 7:00 pm (Sydney Time) on Monday, 14 November 2022.

### 4. Voting at the Meeting

Voting on all Items of business will be decided by way of a poll. The Chair of the Meeting will open the poll at the beginning of the Meeting and the poll will remain open until the close of the Meeting. Shareholders are encouraged to lodge a directed proxy before the proxy deadline, even if they plan to attend the meeting.

Shareholders may vote at the Meeting in either of two ways:

- In person during the Meeting; or
- by appointing a proxy prior to the deadline of 11:00 am (Brisbane Time) on Monday, 14 November 2022 (Proxy Deadline).

If you plan to attend the Meeting, please confirm your attendance by emailing [investor.relations@lgi.com.au](mailto:investor.relations@lgi.com.au) before 11:00 am (Brisbane Time) on Monday, 14 November 2022.

### 5. Proxies

A Shareholder who is entitled to participate in and vote at the Meeting is entitled to appoint a proxy to participate in the meeting and vote on behalf of the Shareholder. A Shareholder who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. A proxy need not be a Shareholder of the Company.

Shareholders can appoint a proxy in the following ways:

- (a) **Online:** All Shareholders can access the Login - InvestorVote, Computershare Limited website and appoint a proxy online.
- (b) **By submitting a printed Proxy Form:** Proxy Forms can be submitted:
  - **by mail** to Computershare Investor Services Pty Limited (**Computershare**) at GPO Box 242, Melbourne VIC 3001. Please allow sufficient time so that it reaches Computershare by the Proxy Deadline;
  - **by fax** to Computershare on 1800 783 447 (if sent from inside Australia) or +61 3 9473 2555 (if sent from outside Australia); or

- **by hand delivery** to Computershare at GPO Box 242, Melbourne VIC 3001.

(c) Custodians may lodge their Proxy Forms online by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com).

Subject to the specific proxy provisions applying where a Shareholder appoints the Chair of the Meeting as a proxy (see below), if a Shareholder has not directed their proxy how to vote, then the proxy may vote as the proxy determines.

## 6. Appointment of Two Proxies

If the Shareholder appoints two proxies:

- The Shareholder may specify the proportion or number of votes that each proxy is entitled to exercise.
- If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes.
- If the specified proportion or number of votes exceeds that to which the Shareholder is entitled, each proxy may exercise half of the Shareholder's votes.
- Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

## 7. Proxy Voting by the Chair

With respect to Item 2, where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified how the Chair is to vote, the Chair intends to vote all such undirected proxies **IN FAVOUR** of the resolutions in the Notice of Meeting.

## 8. Proxy Forms signed by Attorneys

If the Proxy Form is signed by an attorney, the relevant original power of attorney, or a certified copy of it, must also be submitted by mail or delivered by hand and received by the Company's share registry before the Proxy Deadline.

## 9. Corporate Representative

Bodies corporate who are Shareholders or who have been appointed as proxies may appoint an individual as a corporate representative to participate in and vote at the Meeting on their behalf. Corporate representatives must be appointed in accordance with section 250D of the Corporations Act.

LGI requires evidence of the appointment as a corporate representative, in the form of a copy of the letter or other document confirming that the corporate representative is authorised to act in that capacity, properly executed in accordance with the body corporate's constitution, to be received by the Company before the commencement of the Meeting. Shareholders and corporate representatives are encouraged to provide the documentation evidencing the appointment to Computershare by 11:00 am (Brisbane Time) on Monday, 14 November 2022.

A suitable form of authorisation may be obtained by calling Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) (select "Printable Forms").

## 10. Asking Questions

Written questions for the Company's auditor, BDO, should be submitted to the Company no later than the fifth business day before the Meeting (which is Wednesday, 9 November 2022 by **11:00**

**am (Brisbane Time))** and should relate to the content of the Auditor's Report and the conduct of the audit. The auditor will also participate in the Meeting.

It is preferred that written questions for the Company's auditor, and also in relation to other items, are submitted by email to [investor.relations@lgi.com.au](mailto:investor.relations@lgi.com.au)

Participants will be given an opportunity to ask relevant questions and make comments during the Meeting.



LGI Limited  
ABN 49 138 085 551

LGI

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

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



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

## LGI Limited Annual General Meeting

The LGI Limited Annual General Meeting will be held on Wednesday, 16 November 2022 at 11:00 am (Brisbane Time). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://www.investorvote.com.au) and use the below information:



**Control Number: 999999**  
**SRN/HIN: I9999999999**  
**PIN: 99999**

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

For your proxy appointment to be effective it must be received by 11:00 am (Brisbane Time) Monday, 14 November 2022.



### ATTENDING THE MEETING IN PERSON

The meeting will be held at:  
LGI Office, 57 Harvey Street N, Eagle Farm, QLD 4009

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.





LGI Limited  
ABN 49 138 085 551

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



## Need assistance?



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



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



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Brisbane time) on Monday, 14 November 2022.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

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

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

## PARTICIPATING IN THE MEETING

### Corporate Representative

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

## Lodge your Proxy Form:

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### Online:

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

Your secure access information is



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

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

### By Mail:

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

### By Fax:

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



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

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



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

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

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I/We being a member/s of LGI Limited hereby appoint

☐

the Chairman  
of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of LGI Limited to be held at LGI Office, 57 Harvey Street N, Eagle Farm, QLD 4009 on Wednesday, 16 November 2022 at 11:00am (Brisbane Time) and at any adjournment or postponement of that meeting.

### Step 2 Item of Business

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

	For	Against	Abstain
Resolution 1 Re-election of Director – Ms Abigail Cheadle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

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

