

21 October 2022

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

### BY ELECTRONIC LODGEMENT

#### 2022 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 as a Physical Meeting only on Tuesday, 22 November 2022 at 1:00pm (AEDT):

- Notice of Meeting
- Proxy Form
- Shareholder Question Form

-ENDS-

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

For further information, please contact:

#### Investors

Howard Herman CFO  
02 9386 3333

#### Media

Terri Sissian  
0419 881 414  
Tim Allerton  
0412 715 707

#### 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 112 offices located throughout the East Coast of Australia. For further information, please visit [www.mcgrath.com.au](http://www.mcgrath.com.au)



McGrath Limited

Notice of 2022 Annual General Meeting

1:00pm (AEDT) on Tuesday, 22 November 2022

# McGrath

21 October 2022

Dear Shareholder,

## McGrath Limited 2022 Annual General Meeting

On behalf of the Directors of McGrath Limited (**McGrath** or the **Company**), I am pleased to invite you to attend the 2022 Annual General Meeting (**AGM** or **Meeting**) of the Company.

The Company's 2022 AGM will be held as a physical Meeting only on Tuesday, 22 November 2022 at McGrath's Head Office, 55 Pyrmont Street, Pyrmont NSW 2009, commencing at 1:00pm (AEDT).

There will be a live stream audio webcast of the Meeting, however shareholders will not be able to either vote online or ask questions during the meeting. Shareholders can access the webcast at: <https://meetings.linkgroup.com/MEA22>.

The Notice of Meeting (**Notice**) setting out the business to be conducted at the AGM can be viewed or downloaded at <https://www.mcgrath.com.au/about/investorcentre/annual-general-meetings>.

Shareholders will be able to ask questions of the Board and our external auditor:

- by attending the Meeting in person; or
- before the AGM:
  - by submitting the AGM Question Form, which can be viewed or downloaded at: <https://www.mcgrath.com.au/about/investorcentre/annual-general-meetings>; or
  - by lodging questions online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

If you are attending the AGM, please bring your Proxy Form with you to facilitate a faster registration. If you are unable to attend the AGM, I encourage you to complete and return the enclosed Proxy Form no later than 1.00pm (AEDT) on Sunday, 20 November 2022, being 48 hours before the AGM, in one of the ways specified in the Notice of Meeting and Proxy Form.

I also encourage you to read the 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.

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

Thank you for your continued support of McGrath and I look forward to your attendance.

Yours faithfully,



Peter Lewis  
Chair

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of shareholders of McGrath Limited (**McGrath** or the **Company**) will be held:

Date: Tuesday, 22 November 2022

Time: 1.00pm (AEDT)

Venue: McGrath's Head Office, 55 Pyrmont Street, Pyrmont NSW 2009

There will be a live stream audio webcast of the Meeting, however shareholders will not be able to either vote online or ask questions during the meeting. Shareholders can access the webcast at:

<https://meetings.linkgroup.com/MEA22>.

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.

### 1. CONSIDERATION OF REPORTS

The first item of business is to receive and consider the Financial Report, the Directors' Report, and the Independent Auditor's Report (**Reports**) of the Company for the financial year ended 30 June 2022.

All shareholders can view the Company's Annual Report which contains the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the year ended 30 June 2022 on the Company's website at: <https://www.mcgrath.com.au/about/investorcentre/annual-reports>.

Shareholders are not required to vote on this item. However, during this item, shareholders will be given an opportunity to ask questions about, and make comments on, McGrath's 2022 Annual Report.

### QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chair of the Meeting will give shareholders a reasonable opportunity to ask questions about, or comment on the management of the Company.

The Chair of the Meeting will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- a) the conduct of the audit;
- b) the preparation and content of the Independent Auditor's Report;
- c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d) the independence of the Auditor in relation to the conduct of the audit.

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. A list of relevant written questions submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the Meeting.

### 2. ITEMS FOR APPROVAL

#### **Resolution 1 Election of Director - Juliana Nguyen**

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

*"That Juliana Nguyen, who was appointed by the Board on 28 January 2022 in accordance with rule 4.3 of the Company's Constitution and being eligible for election, is elected as a Director of the Company."*

## **Resolution 2 Re-election of Director - Peter Lewis**

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

*“That Peter Lewis, who retires in accordance with rule 4.7(b) of the Company’s Constitution and being eligible for election, is re-elected as a Director of the Company.”*

## **Resolution 3 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 2022, as set out in the Directors’ Report, be adopted.”*

The Remuneration Report is contained in the 2022 Annual Report and is available on the Company’s website at <https://www.mcgrath.com.au/about/investorcentre/annual-reports>. 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

A vote on Resolution 3 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 2022 Remuneration Report; or
- b) a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 3 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 (e.g., for, against, abstain) 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.

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

In accordance with section 250BD of the *Corporations Act*, a vote must not be cast on Resolution 3 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 to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

## **Resolution 4. McGrath Equity Incentive Plan**

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

*“That for the purpose of ASX Listing Rule 7.2, exception 13(b) and all other purposes, the McGrath Equity Incentive Plan, as described in the Explanatory Memorandum accompanying the Notice of Meeting be approved for the issue of securities under the McGrath Equity Incentive Plan.”*

### Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a) any Director of the Company, except one who is ineligible to participate in any of the Company’s employee incentive schemes; and
- b) an associate of that person (or those persons).

However, the Company need not disregard a vote cast on Resolution 4 if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In addition, a vote must not be cast on Resolution 4 by a member of the KMP, or a closely related party of a KMP, acting as proxy for a person entitled to vote, if their appointment does not specify the way the proxy is to vote on Resolution 4.

This restriction on voting undirected proxies does not apply to the Chair of the Meeting acting as proxy for a person entitled to vote on Resolution 4 because the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies.

#### **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) 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.”*

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

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.

Additionally, in accordance with ASX Listing Rule 14.11, the Company will also disregard any votes cast in favour of Resolution 5 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) (or their associates).

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; and
  - 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 Amendments to the Constitution**

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

*“That the Constitution of the Company be amended as described in the Explanatory Notes and as tabled at the Annual General Meeting and signed by the Chair of the Meeting for identification purposes, with effect from the close of the Meeting.”*

BY ORDER OF THE BOARD OF DIRECTORS

  
**Phil Mackey**  
**Company Secretary**  
21 October 2022

## **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 Sunday, 20 November 2022, being two days before date of the AGM, will be entitled to attend 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 attend 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 1.00pm (AEDT) on Sunday, 20 November 2022, 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 <https://investorcentre.linkgroup.com> 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 2 9287 0309 (from outside Australia)

**By delivery in person:** Link Market Services Limited\*  
Parramatta Square, Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

\* during business hours Monday to Friday (9:00am - 5:00pm)

**Online:** <https://investorcentre.linkgroup.com>

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 1.00pm (AEDT) on Sunday, 20 November 2022, 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](http://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 3 (Remuneration Report), then by submitting the Proxy Form you will be expressly authorising the Chair to exercise your proxy on Resolution 3, even though the resolution is connected, directly or indirectly, with the remuneration of the KMP.

#### *Voting at the Meeting*

In accordance with the Listing Rules, voting on all resolutions will be conducted by way of a poll rather than a show of hands.

### **SHAREHOLDER QUESTIONS**

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please log onto [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), select Voting then click 'Ask a Question', or alternatively submit the AGM Question Form.

To allow time to collate questions and prepare answers, please submit any questions by 1.00pm (AEDT) on Tuesday, 15 November 2022, 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**

McGrath is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxy holders) who attend 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.

The following documents viewed or downloaded at:

<https://www.mcgrath.com.au/about/investorcentre/annual-general-meetings>:

- *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](http://www.linkmarketservices.com.au) to ensure the timely and cost-effective receipt of your proxy; and
- *AGM Question Form*.

## **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 Tuesday, 22 November 2022 at 1:00pm (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.

Resolutions 1, 2 and 4 are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the resolution. Resolution 3, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company. Resolutions 5 and 6 are to be voted on as a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the 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 2022.

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, KPMG, 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 or download the Company's 2022 Annual Report on the Company's website at: <https://www.mcgrath.com.au/about/investorcentre/annual-reports>.

### **Resolution 1 Election of Director - Juliana Nguyen**

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

Juliana Nguyen was appointed a Director of the McGrath Board on 28 January 2022. In accordance with rule 4.7(a) of the Company's Constitution, Ms Nguyen retires from office at the conclusion of the AGM and is eligible for election as a Director of the Company.

ASX Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next AGM of the entity. If shareholders do not approve the election of Ms Nguyen, then Ms Nguyen will cease to be a Director at the conclusion of the Meeting.

Prior to Ms Nguyen's appointment, the Company completed several background and screening checks in relation to Ms Nguyen's character's experience and qualifications, criminal history, bankruptcy, with no adverse findings.

The Board also considered whether Ms. Nguyen had any interest, position or relationship that may interfere with her independence as a Director, having regard to the relevant factors as set out in the ASX Corporate Governance Council Principles & Recommendations (4<sup>th</sup> edition) (**ASX Principles**). The Board considers Ms Nguyen to be an independent Director.

Juliana has over 20 years international experience in Marketing, Advertising, Commercial and General Management roles across a wide range of industries with companies at different stages of growth from large multinationals to founder led and tech scale up environments in Australia, Asia Pacific, Europe, and the US. She is a versatile, customer centric, entrepreneurial, people leader specialising in transforming brands and businesses - including her time as Regional Marketing Director, APAC at Airbnb, Marketing Director, ANZ at Nike, Global Chief Marketing Officer at N26 and Managing Director, Vietnam at TBWA\Worldwide. Juliana holds a Bachelor of Business from the University of Technology, Sydney.

Juliana is a member of the Audit & Risk Committee and the Remuneration and Nomination Committee.

Prior to submitting herself for election, Ms Nguyen has confirmed that she would continue to have sufficient time to properly fulfil her duties and responsibilities to the Company.

The Board supports the election of Juliana Nguyen as a Non-Executive Director as she provides a valuable contribution to the Board and Company, specifically in relation to her extensive experience in marketing and communications, leadership & culture, and managing human capital, remuneration and reward, industrial relations, workplace health and safety and strategic workforce planning.

***For the reasons set out above, the Directors, with Ms Nguyen abstaining, unanimously recommend shareholders vote in favour of Resolution 1.***

## **Resolution 2 Re-Election of Director - Peter Lewis**

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

Peter Lewis was appointed a Non-Executive Director and Chair of the McGrath Board on 19 February 2018. In accordance with rule 4.7(b) of the Company's Constitution, Mr Lewis 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 Lewis, then Mr Lewis 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 Lewis is the Chair of the Remuneration and Nomination Committee and is a member of the Audit and Risk Committee.

Mr Lewis is currently a non-executive director of the Australian Broadcasting Corporation and Chair of their Audit and Risk Committee, a non-executive director of BoozeBud Holdings and is an advisory board member of Anacacia Capital and Gravity Media Group. Peter holds a Master of Commerce (UNSW), is a Fellow of the Institute of Chartered Accountants in Australia, a member of the Australian Society of Certified Practising Accountants, and a Fellow of the Governance Institute of Australia.

The Board considers Mr Lewis to be an independent Director.

Prior to submitting himself for election, Mr Lewis 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 Peter Lewis as a Non-Executive Director as he provides a valuable contribution to the Board and Company, specifically in relation to his financial acumen, commercial capability, leadership & culture and industry experience.

***For the reasons set out above, the Directors, with Mr Lewis abstaining, unanimously recommend shareholders vote in favour of Resolution 2.***

### Resolution 3 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 2022 Annual Report which is available on the Company's website at: <https://www.mcgrath.com.au/about/investorcentre/annual-reports>.

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.

***Noting that each director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Directors unanimously recommend Shareholders vote in favour of Resolution 3.***

### Resolution 4 McGrath Equity Incentive Plan

Resolution 4 is an ordinary resolution, which requires a simple majority of votes cast by shareholders present and entitled to vote on the resolution.

The following information is provided for the purpose of Listing Rule 7.2 exception 9. A voting exclusion statement is included in the Notice of Meeting accompanying this Explanatory Memorandum.

#### The ASX Listing Rules

The ASX Listing Rules generally restrict listed companies from issuing more than 15% of their issued share capital in any 12-month period without shareholder approval. However, there are exceptions to this restriction, one of which states that general Listing Rule requirements for shareholder approval will not apply to an issue under an employee incentive scheme if, within three years before the date of the issue, shareholders approve the issue of securities under the scheme as an exception to the rule.

If the McGrath Equity Incentive Plan is approved by shareholders, issues under the McGrath Equity Incentive Plan over the next three years will fall under this ASX Listing Rule exception and will not affect the Company's ability to separately issue up to 15% of its total ordinary securities in any 12-month period (without having to obtain further shareholder approval). However, the exception does not apply to Directors and their associates, who are deemed related parties of the Company, and issues to such persons will require separate approval under Listing Rule 10.14. The maximum number of securities proposed to be issued under the McGrath Equity Incentive Plan over the next three years will be up to 10% of the Company's current issued capital which would be approximately 16.0 million.

If the McGrath Equity Incentive Plan is not approved by shareholders, issues under the McGrath Equity Incentive Plan over the next three years will not fall under this ASX Listing Rule exception and will affect the Company's ability to separately issue up to 15% of its total ordinary securities in any 12-month period (without having to obtain further shareholder approval).

#### The purpose of the McGrath Equity Incentive Plan

The McGrath Equity Incentive Plan is:

- a) a long-term incentive plan established to assist in the motivation, retention and reward of senior management; and
- b) designed to align the interests of Executives and senior management with the interests of Shareholders by providing an opportunity for the participants to receive an equity interest in the Company.

## Terms of the McGrath Equity Incentive Plan

The terms of the McGrath Equity Incentive Plan are set out in the Plan Rules. The key elements of the McGrath Equity Incentive Plan are as follows:

<b>Eligibility to participate</b>	Offers may be made at the Board's discretion to permanent employees or contractors of McGrath and any other person that the Board determines to be eligible to receive a grant under the McGrath Equity Incentive Plan.
<b>Types of securities</b>	<p>One or more of the following may be granted to eligible participants under the McGrath Equity Incentive Plan:</p> <ul style="list-style-type: none"> <li>• <b>performance share rights:</b> the right to be allocated or issued a share subject to the satisfaction of any applicable performance conditions or trading restrictions and the terms of the individual offer;</li> <li>• <b>options:</b> the right to a share subject to the payment of the applicable exercise price, the satisfaction of any applicable performance conditions or trading restrictions and the terms of the individual offer; and/or</li> <li>• <b>restricted shares:</b> a share issued to an eligible participant subject to the restrictions set out in the McGrath Equity Incentive Plan, which may include a trading restriction and the right of McGrath to buy back or facilitate the transfer to a third party to discharge any financial assistance applicable to the grant of the restricted shares.</li> </ul>
<b>Offers</b>	<p>The Board, in its absolute discretion, may make offers to eligible participants to:</p> <p>(a) participate in a grant of performance share rights or options on the terms set out in the McGrath Equity Incentive Plan and additional terms and conditions that the Board determines apply to an individual offer; and/or</p> <p>(b) acquire restricted shares (separate to, and independent from, any shares acquired under a performance share right or option) subject to the specific terms contained in an individual offer letter.</p>
<b>Consideration payable</b>	Unless otherwise determined by the Board, no payment is payable by an eligible participant on grant of a performance right, option or restricted share.
<b>Vesting</b>	<p>Each grant of security under the McGrath Equity Incentive Plan is subject to the terms of the individual offer.</p> <p>Subject to the Board's discretion and the participant complying with the conduct requirements under the McGrath Equity Incentive Plan, performance share rights vest on satisfaction of the performance conditions that apply to an individual offer, unless otherwise waived by the Board acting in its sole discretion.</p> <p>Subject to the participant complying with the conduct requirements under the McGrath Equity Incentive Plan, options only become exercisable if the performance conditions and other relevant conditions applicable to an individual offer are satisfied. The exercise of an option will be effected in the manner determined by the Board and must be accompanied by the exercise price.</p> <p>The Board may determine in its absolute discretion that a performance share right or option will be satisfied by the payment of a cash payment to the participant in lieu of allocating shares to the participant.</p> <p>Restrictions applied to restricted shares cease to apply on the earlier of:</p> <p>(a) change of control event</p> <p>(b) the satisfaction of any conditions that apply to an individual offer.</p>
<b>Cessation of employment</b>	If a participant ceases to be an eligible participant before the vesting date of a performance share right or the exercise of an option, the performance share

	right or option lapses, unless otherwise determined by the Board in its discretion.
<b>Restriction on dealing with shares</b>	The Board may, in its discretion, impose restrictions on dealing with: (a) shares allocated or issued on vesting of a performance share right or option; or (b) restricted shares.
<b>Change of control</b>	On the occurrence of a change of control event, the Board may, in its absolute discretion, determine that all or a specified number of a participant's performance share rights immediately vest, or options be immediately exercisable.

#### **The number of securities issued under the scheme since the date of last approval**

The McGrath Equity Incentive Plan was last approved at the Company's AGM on 28 November 2019.

Since that approval the Company has issued:

- 6,900,000 options which have now lapsed;
- 5,884,507 performance rights (of which 2,963,997 have vested and 957,206 have lapsed); and
- 2,963,997 shares (on vesting of performance rights).

***The Directors unanimously recommend Shareholders vote in favour of Resolution 4.***

#### **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:

- it has a market capitalisation of \$300 million or less; and
- 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 19 November 2021 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 161,701,735 fully paid ordinary shares and a capacity to issue:

- 24,255,260 (161,701,735 x 15%) equity securities under ASX Listing Rule 7.1; and

b) 16,170,174 (161,701,735 x 10%) equity securities under ASX Listing Rule 7.1A.

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.

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

### **Information required by ASX Listing Rule 7.3A**

For the purposes of ASX Listing Rule 7.3A, the following information is provided:

- If any of the securities being approved by this 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 22 November 2023). 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 22 November 2023; 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 22 November 2023.
- The minimum price at which the equity securities will be issued for cash consideration per security which is not less than 75% of the volume weighted average market price for ordinary shares calculated over the 15 trading days on which trades are recorded immediately before:
  - the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
  - if the shares are not issued within 10 trading days of the date in paragraph a, the date on which the securities are issued.
- The Company may seek to issue the equity securities to facilitate 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.
- If Resolution 5 is approved by shareholders and the Company issues equity securities under the 10% Placement Facility, 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 of equity securities may be significantly lower on the issue date than on the date on which 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 those equity securities on the issue date,

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

- The following table gives examples of the potential dilution of existing ordinary shareholders calculated as at the date of this Notice using the current market price of shares and the current number of ordinary securities for variable "A" in the formula in ASX Listing Rule 7.1A.2.
- The table also shows:

- 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 fully paid 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)	\$0.20 50% decrease in Issue Price	\$0.40 Issue Price	\$0.80 100% increase in Issue Price
<b>Current Variable A</b> <b>161,701,735 shares</b>	10% voting dilution	16,170,174 shares issued	16,170,174 shares issued	16,170,174 shares issued
	Funds raised	\$3,234,034.70	\$6,468,069.40	\$12,936,138.80
<b>50% increase in Current Variable A</b> <b>242,552,603 shares</b>	10% voting dilution	24,255,260 shares issued	24,255,260 shares issued	24,255,260 shares issued
	Funds raised	\$4,851,052.05	\$9,702,104.10	\$19,404,208.20
<b>100% increase in Current Variable A</b> <b>323,403,470 shares</b>	10% voting dilution	32,340,347 shares issued	32,340,347 shares issued	32,340,347 shares issued
	Funds raised	\$6,468,069.40	\$12,936,138.80	\$25,872,277.60

- The table has been prepared on the following assumptions:
  - the Company issues the maximum number of equity securities available under the 10% Placement Facility in ASX Listing Rule 7.1A;
  - no unlisted Performance Rights vest before the date of issue of ordinary shares under ASX Listing Rule 7.1A;
  - 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 10% Placement Facility, 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;
  - the issue of equity securities under the 10% Placement Facility consists only of shares; and
  - the issue price is \$0.40 per share, being the closing price of the shares on ASX on 12 October 2022.
- The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 upon issue of any equity securities.
- The Company’s allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of allottees of any equity securities that may be issued (subject to shareholder approval of Resolution 5) have not been determined as at the date of this Notice but may include existing shareholders and/or parties who are not currently shareholders and are not related parties or associates the Company. Any potential allottees will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:



- the methods of raising funds available to the Company (including but not limited to, rights issue or other issues in which existing security holders can participate), while balancing interest from potential allottees with the interests of existing shareholders;
  - the effect of the issue of equity securities on the control of the Company and balancing the interests of existing shareholders. Allocation will be subject to takeover thresholds;
  - the financial situation and solvency of the Company and its need for working capital at any given time; and
  - advice from corporate, financial and broking advisors (if applicable).
- The Company has not previously issued or agreed to issue equity securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the AGM.
  - The Company has not agreed to issue any equity securities before the 12-month period preceding the date of this AGM (i.e., 22 November 2023).

***The Directors unanimously recommend shareholders vote in favour of Resolution 5.***

## **Resolution 6 Amendments to the Constitution**

The Company's Constitution has not been amended since it was adopted in 2015. There have been a number of developments in law, corporate governance principles and general corporate and commercial practice for ASX listed companies since that time.

A summary of the proposed changes to the Constitution is set out below. A copy of the proposed Constitution, marked up to show changes from the existing Constitution, can be viewed by shareholders prior to the Meeting on the Company's website at:

<https://www.mcgrath.com.au/about/investorcentre/annual-general-meetings>.

### **Summary of amendments**

<b>Topic</b>	<b>Commentary</b>
General meetings	<p>Rule 9.2 provides that the directors may determine to hold a general meeting of members using, or with the assistance of, any technology that gives the members as a whole a reasonable opportunity to participate, which may include but is not limited to electronic participation facilities or linking separate meeting places together by technology. These proposed provisions provide McGrath with the flexibility to hold general meetings as either fully virtual meetings or as hybrid meetings (in addition to a traditional physical meeting). Quorum for general meetings remains at 3 members present at the meeting and entitled to vote on a resolution at the meeting, however under the proposed changes, a member present includes a member present at the venue by person, corporate representative, by proxy or by attorney, a member who attends via technology, or who has duly lodged a valid direct vote. Under the proposed amendment to the constitution, the same quorum requirements would apply to an adjourned meeting.</p> <p>Rules 9.6 and 9.7 clarify the Chairman's powers to appoint an acting Chairman for any item of business or discrete part of a general meeting and to not put to the meeting any resolution proposed in the notice (other than where the resolution is required under the Corporations Act).</p> <p>The proposed amendment to the constitution includes updates relating to postponements of general meetings.</p> <p>The proposed amendment to the constitution also allows for matters to be decided on a show of hands but recognises that all resolutions set out in the notice of meeting would be determined by a poll, which reflects market practice and legal requirements.</p> <p>Rule 10.5 clarifies that a member's attendance or participation in a general meeting cancels a direct vote unless the member instructs the company or the company's share registry otherwise.</p>

Directors	<p>The proposed amendment to the constitution clarifies the use of technology to convene and conduct Board meetings and confirms that alternate directors do not count towards the minimum and maximum number of directors.</p> <p>Quorum for board meetings remains at 3 directors present and entitled to vote on any resolution that may be proposed at that meeting, however under the proposed changes, a director participating as an alternate director or proxy for another director can be counted in more than one capacity.</p> <p>Rule 4.5 provides that a person is eligible for election as a director if the Company receives their nomination at least 45 business days' before a Board-convened general meeting.</p>
Dividends	<p>The proposed amendment to the constitution provides the board with the flexibility to rescind a dividend before the payment date if it decides that is in the best interests of the Company.</p>
General updates	<p>The proposed amendment to the constitution also includes several general updates which reflect changes in market practice as well as legislative and regulatory changes. These include:</p> <ul style="list-style-type: none"> <li>• updates to the provisions relating to notice of general meetings to more d align with applicable legal requirements and market practice; and</li> <li>• changes to the restricted securities provisions to reflect updates in the ASX Listing Rules.</li> </ul>

***The Directors unanimously recommend shareholders vote in favour of Resolution 6.***

## LODGE YOUR VOTE



### ONLINE

<https://investorcentre.linkgroup.com>



### 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

Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150



### ALL ENQUIRIES TO

Telephone: 1300 554 474 Overseas: +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.

Name

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 **1:00pm (AEDT) on Tuesday, 22 November 2022 at McGrath's Head Office, 55 Pyrmont Street, Pyrmont NSW 2009 (the Meeting)** and at any postponement or adjournment of the Meeting.

Shareholders unable to attend may view the meeting by webcast via the following website: <https://meetings.linkgroup.com/MEA22>, however this does not provide for asking questions or voting. 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/annual-general-meetings](http://mcgrath.com.au/about/investorcentre/annual-general-meetings).

**Important for Resolutions 3 and 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 Resolutions 3 and 4, even though the Resolutions are 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

1 Election of Director - Juliana Nguyen

For Against Abstain\*

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

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

For Against Abstain\*

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

2 Re-election of Director - Peter Lewis

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

6 Amendments to the Constitution

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

3 Remuneration Report

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

4 McGrath Equity Incentive Plan

<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 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 Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

- (a) 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
- (b) 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 the appropriate "Certificate of Appointment of Corporate Representative" must be received at [vote@linkmarketservices.com.au](mailto: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](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **1:00pm (AEDT) on Sunday, 20 November 2022**, 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

<https://investorcentre.linkgroup.com>

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 <https://investorcentre.linkgroup.com> 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\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

\*during business hours Monday to Friday (9:00am - 5:00pm)

# McGrath

McGrath Limited  
ABN 61 608 153 779

## LODGE YOUR QUESTIONS



### ONLINE

<https://investorcentre.linkgroup.com>



### 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

Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150



### ALL ENQUIRIES TO

Telephone: 1300 554 474 Overseas: +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 2022 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 **1.00pm (AEDT) on Tuesday, 15 November 2022**.

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)*

☐

Performance or financial reports

☐

A resolution being put to the AGM

☐

General suggestion

☐

Remuneration Report

☐

Sustainability/Environment

☐

Other

☐

My question is for the auditor

☐

Future direction

☐

Performance or financial reports

☐

A resolution being put to the AGM

☐

General suggestion

☐

Remuneration Report

☐

Sustainability/Environment

☐

Other

☐

My question is for the auditor

☐

Future direction

QUESTIONS