

SIMONDS GROUP LIMITED

ACN: 143 841 801

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Simonds Group Limited (or "the Company" or "Simonds Group") will be held at 11.00am AEDT on Wednesday, 21 November 2018 at the Victoria Room, Pullman Albert Park, 65 Queens Road, Melbourne, Victoria, 3004 for the purpose of transacting the following business:

AGENDA

Item 1. Financial Statements and Reports

To consider and receive the Financial Report and the Reports of the Directors and Auditor for the year ended 30 June 2018.

Note: There is no vote on this item as no resolution will be required to be passed on this matter.

Item 2. Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2018 be adopted."

Note: In accordance with section 250R of the Corporations Act 2001 (Cth) ("Corporations Act"), the vote on this resolution will be advisory only and does not bind the Company or its Directors.

Item 3. Re-election of Directors

Item 3A. Re-election of Director - Kelvin Ryan

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

"That Kelvin Ryan, who was appointed as a Director by the Board on 5 March 2018 and who retires in accordance with rule 3.3 of the Constitution of the Company, being eligible, is re-elected as a Director of the Company."

 $Note: biographical\ details\ for\ Kelvin\ Ryan\ are\ set\ out\ in\ the\ attached\ Explanatory\ Statement.$

Item 3B. Re-election of Director - Delphine Cassidy

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

"That Delphine Cassidy, a non-executive Director who retires by rotation in accordance with rule 3.6 of the Constitution of the Company, being eligible, is elected as a Director of the Company."

Note: biographical details for Delphine Cassidy are set out in the attached Explanatory Statement.

Item 3C. Re-election of Director – Piers O'Brien

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

"That Piers O'Brien, a non-executive Director who retires by rotation in accordance with rule 3.6 of the Constitution of the Company, being eligible, is elected as a Director of the Company."

Note: biographical details for Piers O'Brien are set out in the attached Explanatory Statement.

Item 4. Grant of Performance Rights to the Managing Director and CEO

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

"To approve for all purposes, including ASX Listing Rule 10.14, the grant of performance rights under the Simonds Group Employee Share Plan to the Managing Director and CEO, Mr Kelvin Ryan and on the terms summarised in the Explanatory Notes accompanying the Notice of General Meeting."

Voting exclusions

The Company will disregard any votes cast (in any capacity) on Item 2 (Remuneration Report) by or on behalf of:

- a) a member of the Key Management Personnel ("KMP") whose remuneration is disclosed in the Remuneration Report; and
- b) their Closely Related Parties ("CRPs"),

and any votes cast (in any capacity) on Item 4 (Grant of Performance Rights) by or on behalf of:

- c) the Managing Director and CEO of the Company; and
- d) his associates,

as well as any votes cast as a proxy on Item 2 or Item 4 by a member of the KMP at the date of the Meeting and their CRPs, unless the vote is cast:

- e) as proxy for a person who is entitled to vote in accordance with a direction in the proxy form; or
- f) by the Chairperson as proxy for a person who is entitled to vote and the Chairperson has received express authority to vote undirected proxies as the Chairperson sees fit.

Definitions

Key Management Personnel ("KMP") has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Closely Related Party of a member of the KMP means:

- a) A spouse or child of the member;
- b) A child of the member's spouse;
- c) A dependant of the member or the member's spouse;
- d) Anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- e) A company the member controls; or
- f) A person prescribed by the Corporations Act.

Please refer to the Notes and Explanatory Memorandum for further information on the proposed resolutions.

By Order of the Board

19 October 2018

Donna Abu-Elias

Company Secretary

NOTES

EXPLANATORY MEMORANDUM

The Explanatory Memorandum and the annexure accompanying this Notice of Annual General Meeting ("Notice") are incorporated in and comprise part of this Notice and should be read in conjunction with this Notice.

WHO MAY VOTE

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7.00 pm (AEDT) on 19 November 2018. This means that any Shareholder registered at 7.00 pm (AEDT) on 19 November 2018 is entitled to attend and vote at the Meeting.

PROXIES

A Shareholder entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- a) A proxy need not be a Shareholder.
- b) If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- c) If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.
- d) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- e) A Form of Proxy accompanies this Notice.
- f) Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstains from voting.
- g) If a Shareholder wishes to appoint a proxy, the Shareholder should complete the form of proxy and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- h) The form of proxy must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- i) If any attorney or authorised officer signs the form of proxy on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the form of proxy.
- j) The form of proxy (together with any relevant authority) must be received by no later than 11.00 am AEDT on Monday, 19th November 2018 before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).

You can lodge your completed proxy form, letter of representation or power of attorney:

- Online: https://www.votingonline.com.au/simondsagm2018
- By fax: +61 2 9290 9655
- By mail to: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholders of Simonds Group Limited (the "Company") to be held at 11.00 am AEDT on Wednesday, 21 November 2018.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

ITEM 1: FINANCIAL STATEMENTS AND REPORTS

At this Meeting, the Shareholders will consider the Company's financial statements and the Directors' and Auditor's Reports for the Company for the year ended 30 June 2018.

Shareholders are not required to vote on the financial statements. However, shareholders will be given reasonable opportunity at the Meeting to raise questions on the financial statements and reports. Shareholders will also be able to ask the Auditor questions relevant to the audit of the financial statements and reports.

ITEM 2: REMUNERATION REPORT

The Corporations Act requires that at a listed Company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company. Nevertheless the Board will take into account the outcome of the vote when considering the future remuneration policies and practices of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Annual Report for the year ending 30 June 2018.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

The Remuneration Report for the year ended 30 June 2018:

- Describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between remuneration of executives and the Company's performance;
- Sets out the remuneration arrangements for Key Management Personnel; and
- Explains the difference between the basis for remunerating Non-Executive Directors and Senior Managers.

Voting consequences – Remuneration Report

The Directors' Report in the Annual Report for the year ended 30 June 2018 contains (in a separate and clearly defined section) a Remuneration Report which sets out the remuneration policy of the Company and reports the remuneration arrangements in place for specified executives and the Directors of the Company.

The Company is required by the Corporations Act to put to the vote at the annual general meeting a resolution that the Remuneration Report be adopted. The Company is also required to inform Shareholders in the notice of the annual general meeting that a resolution to this effect will be put at the meeting.

Before calling for votes in relation to this Item 2, the Chairman of the meeting will allow a reasonable opportunity for the Shareholders present to ask questions about, or make comments on, the Remuneration Report.

It should be noted that, in accordance with section 250R(3) of the Corporations Act, the vote on Item 2 is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast on the resolution are voted against adoption of the Remuneration Report at two consecutive annual general meetings, the Shareholders will be required to vote at the second of those annual general meetings on a resolution ("spill resolution") that another meeting will be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election.

At the 2017 AGM of the Company the resolution to approve the Remuneration Report was approved by the requisite majority. Accordingly, the spill resolution is not relevant for this Meeting.

ITEM 3A: RE-ELECTION OF DIRECTOR - KELVIN RYAN

In accordance with rule 3.3 of the Company's Constitution, the Board may appoint a person to be a Director at any time except during a general meeting. Any director so appointed:

- a) automatically retires at the next annual general meeting and is eligible for re-election by that annual general meeting; and
- b) is not taken into account in deciding the rotation or retirement of Directors or the number of them to retire under rule 3.6 at that annual general meeting.

As announced on 8 February 2018, Mr Kelvin Ryan was appointed as the CEO and Managing Director of the Simonds Group (to commence in March 2018).

Kelvin holds a Master of Technology Management Degree from Griffith University and Bachelor of Education from WACAE Nedlands. Kelvin possesses extensive experience in the volume home building industry as CEO of BGC Residential from 2009 until 2017 and has a strong awareness of the issues facing the industry.

Kelvin also has significant experience as a senior executive in mining and manufacturing industries both in Australia and internationally and has extensive experience in building industries.

ITEMS 3B AND 3C: RE-ELECTION OF DIRECTORS - DELPHINE CASSIDY AND PIERS O'BRIEN

In accordance with rule 3.6 of the Company's Constitution, at every annual general meeting, one third of the Company's Directors (who are not appointed, and required to retire, under rule 3.3) must retire from office by rotation and are eligible for re-election. At the Company's last annual general meeting on 24 November 2017, the following individuals were elected (or re-elected, as the case may be) to the Board of Directors of the Group:

- Mr Iain Kirkwood as non-executive Director;
- Ms Delphine Cassidy as non-executive Director;
- Mr Neil Kearney as non-executive Director;
- Mr Scott Mahony as non-executive Director;
- Mr Piers O'Brien as non-executive Director;
- Mr Mark Simonds as executive Director; and
- Mr Rhett Simonds as non-executive Director.

The nominated Directors to retire at this annual general meeting and who are eligible for re-election are:

- Ms Delphine Cassidy; and
- Mr Piers O'Brien

ITEM 3B: ELECTION OF MS DELPHINE CASSIDY AS DIRECTOR

Delphine Cassidy was appointed to the Board in September 2017.

Delphine is an accountant by profession having spent over 15 years specialising in financial, accounting and treasury roles. In more recent years Delphine has become an investor relations expert working as a senior executive in this field for a number of ASX 200 companies. Delphine is currently the Vice President of Investor Relations at Orica, the world's largest provider of commercial explosives and innovative blasting systems to the mining, quarrying, oil and gas construction markets.

Delphine is the Chair of the Board's Remuneration & Nomination Committee.

Delphine has been a member of the Australasian Investor Relations Association (AIRA) Issues Committee and the ASX Issuer Services Working Group. Delphine was formerly a non-executive director of CreateCare Global. She holds a Bachelor of Business (Accounting), a Masters of Business Administration and is a graduate of the Australian Institute of Company Directors.

The Board (excluding Ms Delphine Cassidy) unanimously recommends the election of Ms Delphine Cassidy as Director of the Company.

ITEM 3C - ELECTION OF MR PIERS O'BRIEN AS DIRECTOR

Piers O'Brien was appointed to the Board in September 2017.

Piers is a qualified lawyer with over 19 years' professional experience. He started his career in private practice with K&L Gates Lawyers (and its predecessor firms) where he spent 8 years specialising in mergers & acquisitions, corporate transactions and board advisory work. After leaving private practice, Piers has spent the last 10 years working in in-house legal roles as both General Manager Legal and General Counsel. During this time, he managed the legal function at ASX200 company Skilled Group Limited for approximately 8 years and for the last 3 years has been the General Counsel of the Simonds Family Office.

Piers is a member of the Board's Remuneration & Nomination Committee.

He holds a Bachelor of Arts and a Bachelor of Laws and is a member of the Australian Institute of Company Directors.

The Board (excluding Mr Piers O'Brien) unanimously recommends the election of Mr Piers O'Brien as Director of the Company.

ITEM 4 – GRANT OF PERFORMANCE RIGHTS TO THE MANAGING DIRECTOR AND CEO

The Board recognises that it is desirable for the managing director and CEO to be incentivised and remunerated on a consistent basis and in a manner that focuses their efforts on delivering long-term value for shareholders. The Simonds Group Employee Share Plan was created to ensure this alignment.

Pursuant to ASX Listing Rule 10.14, the acquisition of securities by a director under an employee incentive scheme requires shareholder approval.

As announced to the market on 8 February 2018, on appointment as CEO and subject to shareholder approval at the 2018 AGM, Mr Kelvin Ryan was granted a number of performance rights as part of his Long Term Incentive ("LTI"). To recognise the time served by Kelvin Ryan from his commencement date, being 5 March 2018, to 30 June 2018, the first allocation of the LTI will have a grant value of \$800,000 and then the LTI value will be \$600,000 per annum, for FY20 and FY21, pursuant to the Simonds Group Employee Share Plan.

Performance rights

It is proposed that performance rights with a value of \$800,000 be granted to the CEO as part of his remuneration package for the financial year ending 30 June 2019. Each performance right entitles the CEO to one fully paid ordinary SIO share at the end of a three-year performance period (1 July 2018 to 30 June 2021) subject to satisfaction of the performance measures described below. Shares allocated to the CEO on vesting the performance right will rank equally with other SIO securities.

The number of securities allocated will be based on the "face value" methodology. The security price used in the calculation is the volume weighted average security price ("VWAP") for the five trading days up to and including the date of the 2018 AGM, 21 November 2018. The actual number of performance rights will be derived by dividing the CEO's LTI grant value (\$800,000) by the VWAP. As the CEO's grant forms part of his LTI remuneration, the performance rights will be granted at no cost to the CEO and no amount is payable on vesting of the performance rights. The performance rights will be granted under, and subject to, the rules of the SIO LTI plan. Performance rights do not carry any distribution or voting rights prior to vesting.

Performance measures - performance rights

Performance rights to be granted to the CEO will be subject to two performance measures, as follows:

- 50% of the performance rights ("Tranche 1 Performance Rights") will be subject to a performance hurdle relating to relative Total Shareholder Return ("TSR"), which is the TSR of the Company over a three year performance period commencing 1 week after the release of the FY18 Financial Statements ("Performance Period"), when compared with the TSR of component companies in the ASX small ordinaries index (ASX Code XSI) excluding resources at the commencement of the Performance Period. The TSR performance condition provides that no Performance Rights will vest until the Company's relative TSR performance achieves a percentile ranking of 50%, at which point 50% of Tranche 1 Performance Rights will vest. Above the 50 percentile ranking, the number of Tranche 1 Performance Rights that will vest will be pro-rated on a linear basis between the 50th percentile and the 75th percentile. At the 75th percentile (or above), 100% of Performance Rights will vest; and
- 50% of the performance rights ("Tranche 2 Performance Rights") will be subject to a performance hurdle relating to Compound Annual Growth Rate ("CAGR") in earnings per share over the Performance Period commencing 1 July 2018 to 30 June 2021. The CAGR performance condition provides that no Performance Rights will vest until CAGR of 7.5% is achieved. Where CAGR of 10% (or above) is achieved, 100% of the Tranche 2 Performance Rights will vest. Between 7.5% and 10% CAGR, the number of Tranche 2 Performance Rights that will vest will be pro-rated on a linear basis.

Other information

In relation to the LTI plan:

- a) other than the CEO, no Company Director or any associate of any Company Director, nor any other person referred to in ASX Listing Rule 10.14 is entitled to participate in the Company's LTI plan;
- b) other than the proposed grant the subject of this meeting, there have been no grants under the Company's LTI plan to persons referred to in ASX Listing Rule 10.14;
- c) there is no loan or loan scheme to the CEO proposed in relation to the grant;
- d) the CEO is prohibited from hedging the share price exposure in respect of the performance rights during the performance period; and
- e) it is expected that the performance rights will be granted to Mr Kelvin Ryan as soon as practicable following the 2018 AGM and in any event no later than 12 months from the date of the 2018 AGM.

A voting exclusion statement applies to this item of business, as set out in the Notice.

The Board (excluding Mr Kelvin Ryan) unanimously recommends that the Shareholders vote in favour of Item 4.

The Chair of the meeting intends to vote all available proxies in favour of this resolution.



All Correspondence to:

By Mail Boardroom Pty Limited

GPO Box 3993 Sydney NSW 2001 Australia

By Fax: +61 2 9290 9655

Online: www.boardroomlimited.com.au

By Phone: (within Australia) 1300 737 760

(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am AEDT on Monday, 19 November 2018.**

□ TO VOTE ONLINE

STEP 1: VISIT https://www.votingonline.com.au/simondsagm2018

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



BY SMARTPHONE

Scan QR Code using smartphone QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.

(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form must be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. Please indicate the office held by signing in the appropriate place.

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by 11:00am AEDT on Monday, 19 November 2018. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

■ Online https://www.votingonline.com.au/simondsagm2018

■ By Fax + 61 2 9290 9655

By Mail Boardroom Pty Limited GPO Box 3993,

Sydney NSW 2001 Australia

In Person

Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Simonds Group Limited ACN: 143 841 801

			Your Address This is your address as it appears on the register. If this is incorrect, please mark the bo make the correction in the space to the lef sponsored by a broker should advise their broke Please note, you cannot change ownership ousing this form.	x with an "X" and t. Securityholders or of any changes.
PROXY FORM				
STEP 1	APPOINT A PROXY			
I/We being a m	nember/s of Simonds Group Limited (Compa	any) and entitled to attend and vote hereby appoint:		
	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 of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below				
or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the Victoria Room, Pullman Albert Park, 65 Queens Road, Melbourne, Victoria, 3004 on Wednesday, 21 November 2018 at 11:00am AEDT and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.				
Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Items 2 and 4, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Item's even though Items 2 and 4 are connected with the remuneration of a member of the key management personnel for the Company.				
		avour of all Items of business (including Items 2 and an item, you must provide a direction by marking the		
STEP 2 VOTING DIRECTIONS * If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.				
	<u> </u>		For Aga	inst Abstain*
Item 2	Adoption of the Remuneration Report			
Item 3A	Re-election of Director – Kelvin Ryan			
Item 3B	Re-election of Director – Delphine Cassidy			
Item 3C	Re-election of Director – Piers O'Brien			
Item 4	Grant of Performance Rights to the Managing Director and CEO			
STEP 3 SIGNATURE OF SECURITYHOLDERS This form must be signed to enable your directions to be implemented.				
Individual or Securityholder 1 Securityholder 2		Securityholder 3	Securityholder 3	
Sole Director and Sole Company Secretary		Director	Director / Company Secr	etary
Contact Name		Contact Daytime Telephone	Date	/ 2018