

NOTICE OF ANNUAL GENERAL MEETING - 2019

Notice is given that the Annual General Meeting of ARB Corporation Limited ("the Company") will be held in the Bourke Rooms 2 & 3, Level 2, RACV Club, 501 Bourke Street, Melbourne, Victoria on Thursday 17th October 2019 at 11.00 am.

AGENDA ITEMS

ORDINARY BUSINESS

1. FINANCIAL REPORTS

To receive and consider the financial report of the Company and the reports of the Directors and Auditors for the year ended 30 June 2019.

2. REMUNERATION REPORT

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

"That the shareholders adopt the Remuneration Report which was contained in the Directors' Report that was provided to shareholders as part of the 2019 Annual Report."

Voting exclusion statement

The Corporations Act 2001 restricts members of Key Management Personnel ("KMP") and their closely related parties from voting in relation to item 2 in certain circumstances.

The Company will disregard any votes cast (in any capacity) on the proposed resolution in item 2 by or on behalf of:

- members of the KMP (being the directors and any other KMP disclosed in the Remuneration Report); and
- closely related parties of those persons,

unless the vote is cast

- as a proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- by the Chairman of the meeting as a proxy for a person entitled to vote in accordance with an express authority to vote undirected proxies as the Chairman sees fit.

3. ELECTION OF DIRECTORS

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

"That Mr Adrian Fitzpatrick, a Director retiring in accordance with the Company's Constitution, being eligible, is re-elected as a Director of the Company."

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

"That Mr Robert Fraser, a Director retiring in accordance with the Company's Constitution, being eligible, is re-elected as a Director of the Company."

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

"That Ms Karen Phin, a Director retiring in accordance with the Company's Constitution, being eligible, is re-elected as a Director of the Company."

OTHER BUSINESS

To transact any other business that may be lawfully transacted at the Annual General Meeting.

Shareholders are referred to the Notes and Explanatory Statement accompanying and forming part of this notice of meeting.

By order of the Board
10th day of September 2019



Damon Page
Company Secretary

NOTES

1. ENTITLEMENT TO VOTE

For the purposes of determining a person's entitlement to vote at the meeting, the person will be recognised as a member and a holder of shares if that person is registered as a holder of those shares at 7.00 pm on 15th October 2019.

2. REGISTRATION

You must register to vote at the Annual General Meeting. Registration will take place at the meeting venue prior to the start of the meeting. Please arrive 15 minutes before the start time of the meeting to allow for the registration process.

To make registration easier, please bring with you:

- if you are an individual shareholder, your proxy form;
- if you are the attorney of a shareholder, an original or certified copy of the power of attorney under which you are appointed; or
- if you are a representative of a shareholder corporation, you must provide satisfactory evidence of your appointment as the corporate representative unless it has been provided to the Company or Share Registry at least 48 hours prior to the meeting time.

3. APPOINTING PROXIES

If you do not plan to be at the meeting, you may appoint someone to attend and vote on your behalf as your proxy.

Any shareholder entitled to attend and vote at the Annual General Meeting may appoint up to two proxies to attend and vote in place of that shareholder. A shareholder can appoint an individual or a body corporate as proxy. A proxy need not be a shareholder of the Company.

To appoint a proxy, please complete the enclosed Proxy Form. If you require a second Proxy Form, please copy the enclosed form.

If a shareholder appoints two proxies, each will require a separate Proxy Form and the percentage of the voting rights applicable to each form is to be noted on each form. If a percentage is not specified on the Proxy Forms, each proxy will be apportioned 50% of the shareholder's voting rights.

If a proxy form is completed but the identity of the proxy is not nominated, the shareholder will be taken to have identified the Chairman as proxy.

If a proxy is nominated, but fails to attend the meeting, the Chairman will act in place of the nominated proxy and vote in accordance with any instructions.

If you appoint the Chairman as your proxy and have not directed the Chairman how to vote on a resolution, the Chairman will vote in favour of the resolution.

4. KEY MANAGEMENT PERSONNEL AS PROXY

Key Management Personnel, which includes each of the Directors of the Company and other people identified as such in the Remuneration Report contained in the 2019 Annual Report and their closely related parties (such as family members) will not be able to vote your proxy on Item 2 unless you direct them how to vote. Accordingly, if you appoint a KMP as your proxy, please specify on the Proxy Form how you want them to vote.

If you appoint the Chairman of your meeting as your proxy, or the Chairman becomes your proxy by default, but you do not direct the Chairman how to vote on Item 2, the Chairman will vote in favour of Item 2.

5. LODGING FORMS

Proxy Forms must be received by Computershare Investor Services Pty Limited by no later than 11.00 am (AEDT) on Tuesday 15th October 2019. They can be sent to, GPO Box 242, Melbourne, VIC 3001 or by fax: within Australia 1800 783 447 or outside Australia +61 3 9473 2555. You can also cast your proxy vote online at www.investorvote.com.au.

To use this facility, you will need the enclosed Proxy Form as it contains your Control Number and your Securityholder Reference Number (a ten-digit number beginning with I) or Holder Identification Number (a ten-digit number beginning with an X), which form your Personal Identification Number (PIN) to verify the transmission. Alternatively scan the QR Code on your enclosed Proxy Form with your mobile device.

If a representative of a shareholder corporation, or a representative of a corporation which has been appointed as a proxy, is to attend the meeting, the corporation must provide satisfactory evidence of the appointment of the corporate representative to the Company either by notice at least 48 hours prior to the appointed time for the meeting or on entry to the meeting.

Custodians Voting – For Intermediary Online subscribers only (custodians) please visit: www.intermediaryonline.com to submit your voting intentions.

6. QUESTIONS AND COMMENTS

Shareholders will be given a reasonable opportunity at the meeting to ask questions about and make comments on the management, business and operations of the Company.

Similarly, shareholders will be given a reasonable opportunity at the meeting to ask questions of the Company's auditor, Pitcher Partners, which are relevant to the audit, accounting policies adopted by the Company in relation to the preparation of the financial statements and the auditor's independence in conducting the audit.

EXPLANATORY STATEMENT

This statement accompanies and forms part of the Notice of Annual General Meeting for 2019. The purpose of this statement is to inform shareholders about the business of the meeting and each of the resolutions proposed in the notice of meeting.

Item 1 – Adoption of Financial Report

This item of business calls for shareholders to formally receive the Financial Report for the year ended 30 June 2019, the Directors' Report and the Auditor's Report.

These reports are contained in the Annual Report provided with the notice of meeting or are available at www.arb.com.au/about/annual-reports/.

While shareholders are not required to vote on the Financial Report, the Directors' Report and the Auditor's Report, shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on the business, operations and management of the Company.

Item 2 – Adoption of Remuneration Report

The Board of the Company is submitting its Remuneration Report to shareholders for consideration and adoption by way of a non-binding resolution as required by section 250R of the Corporations Act 2001.

The Remuneration Report forms part of the Directors' Report contained on pages 10-11 of the Company's 2019 Annual Report.

The Remuneration Report:

- explains the Board's policies in relation to the nature and level of remuneration paid to Directors and specified executives within the ARB group; and
- sets out the remuneration details for each Director and each specified executive in the ARB group.

Recommendation

The Directors unanimously recommend that shareholders vote in favour of item 2 in the Notice of Annual General Meeting. The Board believes that the remuneration policies adopted by ARB represent appropriate remuneration arrangements given the Company's size, the industry in which it operates and the performance of the Company.

Item 3 – Election of Directors

3.1 – Re-Election of Adrian Fitzpatrick

In accordance with clause 58 of the constitution Mr Adrian Fitzpatrick, Director, is required to retire at this Annual General Meeting. He is, however, eligible for re-election and pursuant to item 3.1 in the Notice of Annual General Meeting is seeking re-election as a Director of the Company.

Mr Fitzpatrick was initially appointed as a Director of the Company in July 2016. He retired as a Partner of Pitcher Partners in June 2016 where he held senior partnership roles for many years. Mr Fitzpatrick has a strong understanding and practical experience in commercial business advice, business planning, business restructuring, management reporting, annual financial statements, audit and assurance, risk management and asset protection.

3.2 – Re-Election of Robert Fraser

In accordance with clause 58 of the constitution Mr Robert Fraser, Director, is required to retire at this Annual General Meeting. He is, however, eligible for re-election and pursuant to item 3.2 in the Notice of Annual General Meeting is seeking re-election as a Director of the Company.

Mr Fraser was initially appointed as a Director of the Company in 2004. He is also Chairman of the Audit Committee and the Remuneration and Nomination Committee. Mr Fraser has over 30 years of investment banking experience, specialising in mergers and takeovers, corporate and financial analysis, capital management and equity capital markets.

3.3 – Re-Election of Karen Phin

In accordance with clause 56 of the constitution Ms Karen Phin, Director, is required to retire at this Annual General Meeting. She is, however, eligible for re-election and pursuant to item 3.2 in the Notice of Annual General Meeting is seeking re-election as a Director of the Company.

Ms Phin was appointed as a Director of the Company in June 2019 since the last Annual General Meeting. Ms Phin has over 20 years of corporate advisory and capital markets experience advising top Australian companies on capital management, funding strategies and mergers and acquisitions. Ms Phin is also a member of the Takeovers Panel.

Board Structure

If shareholders approve the re-election of the above Directors, the continuing Directors will be:

Director	Special Responsibilities
Roger Brown	Chairman and Non-executive Director
Andrew Brown	Managing Director
Adrian Fitzpatrick	Independent Non-executive Director*
John Forsyth	Non-executive Director and Chairman of the Risk Management Committee
Robert Fraser	Independent Non-executive Director* and Chairman of the Audit and the Remuneration and Nomination Committees
Karen Phin	Independent Non-executive Director*
Andrew Stott	Independent Non-executive Director*

- * The independent non-executive Directors (Messrs Adrian Fitzpatrick, Robert Fraser and Andrew Stott and Ms Karen Phin) are the members of the Audit Committee and the Remuneration and Nomination Committee, both chaired by Mr Robert Fraser.

Further information regarding the qualifications and experience of the Directors is included on page 8 of the Company's 2019 Annual Report.

Recommendation

The Directors (with Mr Adrian Fitzpatrick abstaining) support the re-election of Mr Fitzpatrick as a Director of the Company and recommend that you vote in favour of item 3.1 in the Notice of Annual General Meeting.

The Directors (with Mr Robert Fraser abstaining) support the re-election of Mr Fraser as a Director of the Company and recommend that you vote in favour of item 3.2 in the Notice of Annual General Meeting.

The Directors (with Ms Karen Phin abstaining) support the re-election of Ms Phin as a Director of the Company and recommend that you vote in favour of item 3.3 in the Notice of Annual General Meeting.



ARB Corporation Limited
ABN 31 006 708 756

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11.00 am (AEDT) on Tuesday 15th October 2019**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

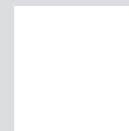
If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is



Control Number: 182759

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

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



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

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

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of ARB Corporation Limited hereby appoint

☐ the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of ARB Corporation Limited to be held in the Bourke Rooms 2 & 3, Level 2, RACV Club, 501 Bourke Street, Melbourne, Victoria on Thursday, 17th October 2019 at 11.00 am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention in step 2) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Item 2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3.1	Re-election of Director - Mr Adrian Fitzpatrick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3.2	Re-election of Director - Mr Robert Fraser	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3.3	Re-election of Director - Ms Karen Phin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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