

22 April 2020

## *ASX Announcement & Media Release*

### **Notice of Annual General Meeting**

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FAR Limited (ASX: FAR) is about to commence the dispatch of the Notice of Meeting relating to the Annual General Meeting of Shareholders to be held at 10:00am (AEST) on Wednesday, 27 May 2020 via Zoom webinar. A copy of a Shareholder letter and Notice of Meeting are attached, together with a copy of the shareholder proxy voting form. Copies of the documents have been lodged with the ASX today and are available on the company's website [www.far.com.au](http://www.far.com.au).

*This announcement has been approved for release by the FAR Limited disclosure committee.*

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#### **For more information please contact:**

**FAR Limited**  
Elisha Larkin Company Secretary  
Angelique Callegari Investor Relations

T: +61 3 9618 2550  
F: +61 3 9620 5200  
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Level 17, 530 Collins Street  
Melbourne VIC 3000 Australia  
[far.com.au](http://far.com.au)



22 April 2020

Dear Shareholders,

I write to provide you with details of FAR Limited's forthcoming Annual General Meeting for 2020, to be held at 10am on 27 May 2020.

At the time of writing we are all grappling with the impact of COVID-19 on our community. The Board of FAR has determined that a virtual AGM represents the safest form of meeting for our shareholders and employees as gatherings of more than two people are not currently permitted.

The meeting will be held via ZOOM webcast. If you wish to join the meeting, please register by visiting our website at [www.far.com.au](http://www.far.com.au). Further details can be found in the Notice of Meeting.

The directors encourage you to participate in the shareholder meeting by lodging a proxy form or voting online in advance of the meeting. Should you have any questions of the Company or its auditor, please send these in advance of the meeting by email to [info@far.com.au](mailto:info@far.com.au) using the subject header "AGM 2020 Question" by 20 May 2020.

The Australian and Victorian governments are implementing a wide range of measures to contain or delay the spread of COVID-19. The situation is continually evolving, so please monitor the ASX and the Company's website for any updates in relation to the AGM.

Yours sincerely,

Nicholas Limb  
Chairman

# *Notice of Annual General Meeting and Explanatory Statement*

For the Annual General Meeting to be held at 10.00am on Wednesday, 27 May 2020 by live webcast.

**This is an important document. Please read it carefully.**

**IMPORTANT NOTICE: Due to the current COVID-19 related restrictions on public gatherings the FAR Limited 2020 Annual General Meeting will be held online only.**

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## **TIME AND PLACE OF MEETING AND HOW TO VOTE**

### **Venue**

The Annual General Meeting of the shareholders of the Company will be held at 10.00am on Wednesday, 27 May 2020 via live webcast. **Register to attend the Zoom webcast at [www.far.com.au](http://www.far.com.au)**

### **How to Vote**

You may vote online or by proxy only.

### **Voting by Proxy**

To vote by proxy, please complete and sign the Proxy Form enclosed and either:

- send the Proxy Form by post to Computershare, GPO Box 242, Melbourne, Victoria 3001; or
- send the Proxy Form by facsimile to Computershare on facsimile number outside Australia +61 (3) 9473 2555 or within Australia 1800 783 447

Or

- for online voting, visit [www.investorvote.com.au](http://www.investorvote.com.au) and enter the 6 digit control number (183776) and your FAR Limited holder Id.
- for Intermediary Online subscribers only (custodians), visit [www.intermediaryonline.com](http://www.intermediaryonline.com)

so that it is received not later than 10.00am on Monday, 25 May 2020.

**Proxy Forms received later than this time will be invalid.**

### **Questions**

You are encouraged to direct questions to the Chairman or auditor by email at [info@far.com.au](mailto:info@far.com.au) so that they are received not later than 5.00pm Wednesday, 20 May 2020. Please use the email subject "2020 AGM Question."

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of shareholders of FAR Limited ("Company") will be held at 10.00am on Wednesday, 27 May 2020. Register to attend the Zoom webcast at [www.far.com.au](http://www.far.com.au)

### AGENDA

#### ADOPTION OF FINANCIAL STATEMENTS

To receive the Annual Financial Report, including Directors' declaration and accompanying reports of the Directors and auditors, for the financial year ending 31 December 2019.

#### RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

*"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report as set out in the Annual Report for the year ended 31 December 2019."*

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

#### RESOLUTION 2 – RE-ELECTION OF DR JULIAN FOWLES

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

*"That Dr Julian Fowles, who retires in accordance with the Company's Constitution, being eligible for re-election, be re-appointed as a director of the Company."*

#### RESOLUTION 3 – RE-ELECTION OF MR REGINALD NELSON

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

*"That Mr Reginald Nelson, who retires in accordance with the Company's Constitution, being eligible for re-election, be re-appointed as a director of the Company."*

DATED THIS 22<sup>nd</sup> DAY OF APRIL 2020



ELISHA LARKIN  
COMPANY SECRETARY

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### NOTES

1. Due to the current COVID-19 related restrictions on public gatherings a shareholder of the Company entitled to attend and vote may only appoint the Chairman as their proxy.
2. For the purposes of the Corporations Act, securities will be taken to be held by persons who are registered holders as at 7.00 pm on 25 May 2020.
3. If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that resolution if they think fit.
4. If a proxy is instructed to abstain from voting on an item of business, the proxy is directed not to vote on the shareholder's behalf on the poll and the shares that are subject of the proxy appointment will not be counted in calculating the required majority.
5. Shareholders who return their proxy forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf.
6. If a proxy form is returned but the nominated proxy does not attend the meeting or does not vote on the resolution, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions.
7. Proxy appointments in favour of the Chairman that do not contain a direction on how to vote will be used where possible to support each of the resolutions proposed in this notice of meeting.
8. The proxy form must be signed by the member or his/her attorney duly authorised in writing or if the shareholder is a corporation in a matter permitted by the Corporations Act or in accordance with the laws of that corporation's place of incorporation.
9. Proxies need to be returned as instructed on the proxy form to be received no later than 48 hours before the commencement of the meeting.

## VOTING EXCLUSIONS

### 1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel ("KMP"), details of whose remuneration are included in the Remuneration Report; or a closely related party of a KMP whether the votes are cast as a shareholder, proxy or in any other capacity. Section 250R of the Corporations Act prohibits a vote being cast in any such circumstance.

However, the Company will not disregard a vote cast by a member of the KMP ("KMP member") or a closely related party of a KMP member if the vote is cast as a proxy; the proxy is appointed by writing that specifies how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a KMP member or a closely related party of a KMP member.

KMP members are 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.

If you are a KMP member or a closely related party of a KMP member (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as described above), you may commit an offence by breaching the voting restrictions that apply to you under the Corporations Act.

A closely related party of a KMP member means any of the following:

- a spouse or child of the KMP member;
- a child of the KMP member's spouse;
- a dependent of the KMP member or the KMP member's spouse;
- anyone else who is one of the KMP member's family and may be expected to influence the KMP member, or be influenced by the KMP member, in the KMP member's dealing with the Company;
- a company the KMP member controls; or
- a person prescribed by regulations (as at the date of this Notice of Annual General Meeting, no such regulations have been prescribed).

The proxy form accompanying this Notice of Annual General Meeting contains instructions regarding how to complete the proxy form if a Shareholder wishes to appoint the Chairman as his or her proxy and to direct the Chairman to vote on the resolution to adopt the Remuneration Report. You should read those instructions carefully.

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## ENQUIRIES

Shareholders are invited to contact the Company Secretary, Elisha Larkin, on +61 (3) 9618 2550 or by email at [info@far.com.au](mailto:info@far.com.au) if they have any queries in respect of the matters set out in these documents.

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# EXPLANATORY STATEMENT

## GENERAL INFORMATION

This Explanatory Statement has been prepared for the shareholders of the Company in connection with the Annual General Meeting of the Company to be held on Wednesday, 27 May 2020.

The purpose of this Explanatory Statement is to provide shareholders with information that the Board believes to be material to shareholders in deciding whether or not to approve the above resolutions detailed in the Notice.

This Explanatory Statement is an important document and should be read carefully in full by all Shareholders. If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

### 1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

Section 250R(2) of the Corporations Act requires the Company 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 Annual General Meeting that a resolution to this effect will be put at the Annual General Meeting. The Remuneration Report is contained within the Directors' Report in the Company's Annual Report for the year ended 31 December 2019. It sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the Managing Director, specified executives and the non-executive Directors.

Shareholders are advised that, pursuant to section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Accordingly, the Company will not be required to alter any arrangements detailed in the Remuneration Report, should the Remuneration Report not be adopted.

If 25% or more of the votes cast on Resolution 1 are against adoption of the Remuneration Report, then:

- (a) if comments are made on the Remuneration Report at the Annual General Meeting, the Company's remuneration report for the financial period ending 31 December 2020 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- (b) if, at the 2021 Annual General Meeting, 25% or more of the votes cast on the resolution for the adoption of the remuneration report for the financial year ending 31 December 2020 are against its adoption, the Company must put to its shareholders a resolution proposing that an extraordinary general meeting ("Spill Meeting") be held within 90 days. Where a Spill Resolution is carried (i.e. more than 50% of the votes cast on the Spill Resolution are in favour of the Spill Resolution), the Directors generally (other than the Managing Director) will cease to hold office immediately before the end of the Spill Meeting, unless they are re-elected at the Spill Meeting.

The Company recommends that members who submit proxies should consider giving "how to vote" directions to their proxyholder on each resolution, including this Resolution 1. If you complete a proxy form that authorises the Chairman of the Annual General Meeting to vote on your behalf as a proxyholder, and you do not mark any of the boxes "for" or "against" or "abstain" so as to give the Chairman directions about how your vote should be cast in relation to Resolution 1, your proxy appointment will automatically direct the Chairman to vote in favour of the resolution to adopt the Remuneration Report and the Chairman will vote accordingly.

The Chairman intends to vote in favour of Resolution 1 where the Chairman is directed to do so by instructions.

If you wish to appoint the Chairman as your proxyholder but you do not want to put the Chairman in the position to cast your votes in favour of Resolution 1, you should complete the appropriate box on the proxy form, directing the Chairman to vote against or abstain from voting on Resolution 1.

### 2. RESOLUTION 2 – RE-ELECTION OF DR JULIAN FOWLES

In accordance with the Company's Constitution and the ASX Listing Rules, Dr Julian Fowles retires and being eligible for re-election, offers himself for re-election at the Meeting.

The profile of Dr Fowles is included below. The board considers Dr Fowles to be independent and free from any business or other relationship that could materially interfere with, the independent exercise of his judgement.

#### Dr Julian Fowles – Non-executive Director

PhD, BSc (Hons), GDipAFI, GAICD

Dr Fowles was appointed as a director of FAR Limited in October 2019. He is a member of the Nominations, Remuneration, Audit and Risk committees.

#### Experience

Dr. Fowles is a geologist with over 30 years' experience across many operating environments and regimes, including 17 years with Shell International. Most recently Dr. Fowles was a senior executive with Oil Search Limited, leading the PNG operated and non-operated oil and LNG production and development businesses. He is a member of FAR's audit, remuneration, nomination and risk committees.

#### Listed directorships

Central Petroleum Limited

The board has undertaken a review of Dr Fowles' performance and, with Dr Fowles abstaining, unanimously recommends his re-election.

### 3. RESOLUTION 3 – RE-ELECTION OF MR REGINALD NELSON

In accordance with the Company's Constitution and the ASX Listing Rules, Mr Reginald Nelson retires and being eligible for re-election, offers himself for re-election at the Meeting. The profile of Mr Nelson is included below. The board considers Mr Nelson to be independent and free from any business or other relationship that could materially interfere with, the independent exercise of his judgement.

#### Mr Reginald Nelson – Non-executive Director

BSc, Hon Life Member Society of Exploration Geophysicists, FAusIMM, FAICD

Mr Nelson was appointed as a director of FAR Limited in April 2015. He is Lead Independent Director and Chair of FAR's audit and remuneration committees and a member of the nomination and risk committees.

#### Experience

Mr Nelson is an exploration geophysicist with over 50 years of experience in the petroleum and minerals industries and has served as a director of various ASX listed companies for 27 years. He held the positions of Managing Director/CEO of Beach Energy Limited from 1995 to 2015. He is a former Chairman of the Australian Petroleum Production and Exploration Association (APPEA) and is a recipient of APPEA's Reg Sprigg Gold Medal award for outstanding services to the Australian oil and gas industry. He was appointed by the Premier of South Australia as Chairman of the South Australian Minerals and Petroleum Expert Group (SAMPEG) in December 2016 and is also an Emeritus Life Member of the Society of Exploration Geophysicists (awarded 1989).

#### Listed directorships

Vintage Energy Limited

The board has undertaken a review of Mr Nelson's performance and, with Mr Nelson abstaining, unanimously recommends his re-election.

**Need assistance?****Phone:**1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)**Online:**[www.investorcentre.com/contact](http://www.investorcentre.com/contact)**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **10:00am (AEST) on Monday, 25 May 2020.**

## 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%.

**Due to restrictions on social gatherings, you must nominate the Chairman of the Meeting as your proxy for this meeting.**

#### 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

The Annual General Meeting of FAR Limited will be held via ZOOM webcast at 10.00am (AEST) on Wednesday, 27 May 2020. Register to attend the ZOOM webcast at [www.far.com.au](http://www.far.com.au).

### Lodge your Proxy Form:

#### Online:

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

Your secure access information is

**Control Number: 133776****SRN/HIN:**

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

#### By Mail:

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

#### By Fax:

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



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



**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 FAR Limited hereby appoint

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 FAR Limited to be held by webcast on Wednesday, 27 May 2020 at 10:00am (AEST) 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 1 (except where I/we have indicated a different voting intention in step 2) even though Item 1 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 1 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
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Dr Julian Fowles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Mr Reginald Nelson	<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  Securityholder 2  Securityholder 3  / /  
 Sole Director & Sole Company Secretary Director 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