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# ASX Announcement

**For immediate release**

3 September 2021

## CSL NOTICE OF ANNUAL GENERAL MEETING

Melbourne, Australia – CSL (ASX:CSL; USOTC:CSLLY).

The CSL Board of Directors is pleased to release the Notice of Meeting for CSL's 2021 Annual General Meeting, to be held online on Tuesday 12 October 2021 at 10 am (AEDT). The shareholder pack including the proxy form for the meeting is also attached.

Authorised for lodgement by:

A handwritten signature in blue ink, appearing to read 'F Mead', is written over a light blue circular stamp.

Fiona Mead  
Company Secretary

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# CSL Limited Shareholder Pack 2021

Information online



General information on CSL and the 2021 Annual Report and Notice of Annual General Meeting can be found online at [CSL.com](https://www.csl.com) under the Investors section.

You can also vote online at [investorvote.com.au](https://investorvote.com.au)





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# Invitation from the Chair

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Dear Fellow Shareholder,

On behalf of your Board of Directors, I am pleased to invite you to the 2021 Annual General Meeting (**AGM**) of CSL Limited (**CSL** or **Company**). Our AGM will be held at 10am (Melbourne time) on Tuesday, 12 October 2021.

Due to the ongoing COVID-19 pandemic, we offer our shareholders the opportunity to participate in our AGM online. We encourage you to submit a directed proxy vote as early as possible so that your vote will be counted if for any reason you cannot vote on the day.

The AGM is an important part of CSL's overall approach to governance and shareholder engagement. You will have the opportunity to hear from your Chair and Chief Executive Officer, submit questions about the management and operations of your Company and hear discussion and vote on the items of business.

As with our approach in previous years, we welcome shareholders to submit written questions ahead of the AGM. Questions may be submitted by completing an online shareholder question form which appears on CSL's website at [www.CSL.com](http://www.CSL.com) (direct link: <https://www.csl.com/investors/shareholder-information/annual-general-meeting>) or submitting an online question when voting online at [www.investorvote.com.au](http://www.investorvote.com.au).

## How to participate in the AGM online

The details of how we will manage the AGM are set out below:

- Our AGM will be made accessible to shareholders via a live webcast and an online platform which will include the facility for shareholders to submit or ask questions in relation to the business of the meeting, to hear the discussion and to vote in real time at the meeting.
- We encourage all shareholders and proxyholders to participate in the AGM via the online platform at <https://web.lumiagm.com/391802826>. To do this you will need a desktop or mobile/tablet device with internet access. In addition to this, you can access the AGM Online Meeting Guide which is on [www.computershare.com.au/onlinemeetingguide](http://www.computershare.com.au/onlinemeetingguide)
- Shareholders will be able to vote online during the meeting. Shareholders wanting to vote in advance of the meeting, who are unable to participate online, or who are unable to participate, please lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au).

Invitation from the Chair continued

### **Board Renewal**

We are pleased that Ms Alison Watkins and Professor Duncan Maskell joined the Board on 18 August 2021 as Non-Executive Directors.

Both Directors bring great experience to CSL, gained through senior and diverse roles across manufacturing, science, commerce and entrepreneurship. They will be valuable assets to our Board as we aim to grow shareholder value over the long term.

This year I will be seeking re-election to the Board of CSL having been appointed on 13 February 2018. I am the Chair of your Board and a member of the Innovation and Development Committee and the Corporate Governance and Nomination Committee. The Board recommends my re-election. I will stand aside as Chair for this item of business.

Ms Alison Watkins and Mr Duncan Maskell will seek election to the Board of CSL as independent Non-Executive Directors having both been appointed to the Board in August 2021. The Board recommends the election of Ms Alison Watkins and Mr Duncan Maskell.

Professor Andrew Cuthbertson AO is seeking re-election to the Board of CSL as a Non-Executive Director. Andrew joined the Board on 17 October 2018 as an Executive Director and continues to make valuable contributions to the Board and Committees drawing on his research and development experience. He is Chair of our Innovation and Development Committee. Andrew will retire as an executive of CSL from 1 October 2021. The Board recommends the re-election of Professor Andrew Cuthbertson as a Non-Executive Director.

### **Board Recommendation**

The Board recommends that you vote in favour of the resolutions in Items 2, 3, 4 and 5.

Thank you for your continued support of CSL. I hope that you can join us for the AGM and I look forward to an interesting and engaging meeting.

Yours sincerely,



**Dr Brian McNamee AO**  
Chair

# Notice of Annual General Meeting

**NOTICE IS GIVEN that the 2021 Annual General Meeting (AGM) of CSL Limited (ABN 99 051 588 348) will be held online on Tuesday, 12 October 2021 at 10am (Melbourne time).**

## Items of Business

### 1. Financial Statements and Reports

To receive and consider the Financial Statements and the reports of the Directors and Auditors for the year ended 30 June 2021.

### 2. Re-election and Election of Directors

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

- (a) *That Dr Brian McNamee AO, who retires as a Director in accordance with CSL's Constitution and, being eligible, be re-elected.*
- (b) *That Professor Andrew Cuthbertson AO, who retires as an Executive Director in accordance with CSL's Constitution and, being eligible, be re-elected as a Non-Executive Director.*
- (c) *That Ms Alison Watkins, who retires as a Director in accordance with CSL's Constitution and, being eligible, be elected.*
- (d) *That Professor Duncan Maskell, who retires as a Director in accordance with CSL's Constitution and, being eligible, be elected.*

### 3. Adoption of the Remuneration Report

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

*That the Remuneration Report for the year ended 30 June 2021 as set out in Section 17 of the Annual Report be adopted.*

#### Voting exclusion applicable to Item 3

CSL will disregard any votes cast on Item 3:

- *by or on behalf of a person who is a member of CSL's Key Management Personnel (KMP) named in the Remuneration Report for the year ended 30 June 2021, and their closely related parties (regardless of the capacity in which the vote is cast); or*
- *as proxy by a person who is a member of the KMP on the date of the AGM and their closely related parties.*

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Item 3:

- *in accordance with the directions on the proxy form; or*
- *by the person chairing the meeting in accordance with an express authorisation in the proxy form to exercise the proxy even though Item 3 is connected with the remuneration of CSL's KMP.*

The Chair of the meeting intends to vote all available proxies in favour of Item 3.

#### **4. Approval of a Grant of Performance Share Units to the Chief Executive Officer and Managing Director, Mr Paul Perreault**

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

*That approval be given for the grant of Performance Share Units to the Chief Executive Officer and Managing Director, Mr Paul Perreault, as his annual long term incentive for the year ended 30 June 2022 as set out in the Explanatory Notes to this Notice of Meeting.*

#### **Voting exclusion applicable to Item 4**

CSL will disregard any votes on Item 4:

- cast in favour of the item by or on behalf of Mr Perreault or any of his associates (regardless of the capacity in which the vote is cast); and
- cast as proxy by a person who is a member of the KMP on the date of the AGM or their closely related parties.

However, votes will not be disregarded if they are cast on Item 4:

- as proxy or attorney for a person entitled to vote on the item in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- as proxy for a person entitled to vote on the item by the person chairing the meeting in accordance with an express authorisation to exercise the proxy as the chair decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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 the item; and
  - the holder votes on the item in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chair of the meeting intends to vote all available proxies in favour of Item 4.

#### **5. Renewal of proportional takeover approval provisions in Constitution**

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

*That, the proportional takeover approval provisions contained in rule 98 of the Constitution are renewed for a period of three years from the date of the Annual General Meeting.*

The Chair of the meeting intends to vote all available proxies in favour of Item 5.

# Explanatory Notes

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The Explanatory Notes that follow form part of the Notice of Meeting and provide important information regarding the items of business to be considered at the AGM.

## **Item 1**

### **Financial Statements and Reports**

The laws in Australia require Directors to lay before the AGM the annual financial report (or statements) and the reports of the Directors and the Auditor for the financial year ended 30 June 2021.

This item does not require a formal resolution to be put to the Meeting. However, shareholders will be given reasonable opportunity to submit questions about, or make comments on, the reports and the management of CSL. Shareholders will also be given a reasonable opportunity to submit questions to a representative of the Company's Auditor, Ernst & Young in relation to the conduct of the audit (including the independence of the Auditor), and the accounting policies adopted by the Company.

Shareholders can access a copy of the annual report at [CSL.com](http://CSL.com).

**Item 2(a)**  
**Re-election of Director**



**Dr Brian McNamee AO**  
MBBS, FAICD, FTSE

In accordance with Rule 67(a) of CSL's Constitution, Dr Brian McNamee AO will retire at the conclusion of the AGM, and being eligible, submits himself for re-election.

The Board reviews the performance of the Directors seeking re-election at the AGM with the assistance of the Corporate Governance and Nomination Committee. As part of its review, the Corporate Governance and Nomination Committee considers the skills, experience, expertise and diversity represented on the Board, including those of the Chair.

Based on the reviews, the Board considers that Dr McNamee continues to make valuable contributions to the Board and that the Board, as a whole, has an appropriate mix of skills, backgrounds, knowledge, experience and diversity to discharge its responsibilities and support CSL's culture, values and strategy, and accordingly the Board supports Dr McNamee's re-election.

Dr McNamee has been a Director of CSL since February 2018, and is Chair of the Board and a member of the Innovation and Development Committee and the Corporate Governance and Nomination Committee.

Dr McNamee was the Chief Executive Officer and Managing Director of CSL from 1990 until his retirement in 2013. Since leaving his executive role at CSL, Dr McNamee has served as an advisor to private equity group Kohlberg Kravis Roberts. He has pursued a number of private start-up and company-making activities and in 2014 served on the panel of the Australian Government's Financial System Inquiry.

Dr McNamee is currently Chair of the Geoff Ogilvy Foundation (since May 2021) and GenesisCare (since July 2019).

In 2009 Dr McNamee was made an Officer of the Order of Australia (AO) for services to business and commerce.

The Board has determined that Dr McNamee is an independent Director.

**The Board (with Dr McNamee abstaining) recommends that shareholders vote in favour of the re-election of Dr McNamee as a Director of CSL.**

## Item 2(b) Re-election of Director



### **Andrew Cuthbertson AO**

BMedSci, MBBS, PhD, FTSE, FAHMS

Professor Cuthbertson has been an Executive Director of CSL since 13 October 2018, and is Chair of the Innovation and Development Committee.

Professor Cuthbertson will retire as an executive of CSL on 1 October 2021. In accordance with Rule 69(b) of CSL's Constitution, the Board has resolved that following his retirement as an executive he will remain a Director of CSL until the 2021 AGM.

Professor Cuthbertson is treated as a retiring Director at the AGM and in accordance with Rule 67(c) of the CSL Constitution, he now stands for re-election as a Non-Executive Director.

Professor Cuthbertson joined CSL in 1997 as Director of Research. He trained in medicine and science in Australia at the University of Melbourne, the Walter and Eliza Hall Institute and the Howard Florey Institute and in the United States at the National Institutes of Health. He was then a Senior Scientist at Genentech, Inc. in San Francisco. Between 2000 and 2019, Professor Cuthbertson held the role of Chief Scientific Officer and R&D Director with responsibility for CSL's Global Research and Development operations.

In 2016 Professor Cuthbertson was made an Officer of the Order of Australia (AO) for services to medical research, and was made an Enterprise Professor, Faculty of Medicine, Dentistry and Health Sciences at the University of Melbourne.

Professor Cuthbertson is currently a Director of the Centre of Eye Research Australia (since March 2017) and the Grattan Institute (since January 2019). He is also a member of the Council of the University of Melbourne (since January 2020).

The Board has determined that Professor Cuthbertson is not an independent Director at this time.

The Board supports the re-election of Professor Cuthbertson as the Board believes Professor Cuthbertson brings to the Board considerable experience in medicine, science, research and development.

**The Board (with Professor Cuthbertson abstaining) recommends that shareholders vote in favour of the re-election of Professor Cuthbertson as a Non-Executive Director of CSL.**

**Item 2(c)**  
**Election of Director**



**Ms Alison Watkins**

BCom

Ms Alison Watkins joined the Board in August 2021 and in accordance with Rule 65(c) of CSL's Constitution, will retire at the end of the AGM, and being eligible, submits herself for election. Appropriate background checks were completed before Ms Watkins was appointed to the Board.

The Board believes that Ms Watkins brings valuable knowledge, skills and experience to the CSL Board through her deep experience as a managing director and executive of major listed companies and accordingly, the Board supports the election of Ms Watkins.

Ms Watkins was most recently the Group Managing Director of ASX listed Coca-Cola Amatil Limited, where she was responsible for operations in Australia, New Zealand, Indonesia and across the South Pacific region.

From 2010 to 2014, Ms Watkins was Managing Director and Chief Executive Officer of GrainCorp Limited. Between 2004 and 2014 Ms Watkins held Non-Executive Directorships on the boards of Australia and New Zealand Banking Group Limited, Woolworths Limited and Just Group Limited.

She is currently a Director of the Reserve Bank of Australia, Centre for Independent Studies and the Business Council of Australia and Wesfarmers Limited. Ms Watkins is also the chancellor of the University of Tasmania.

The Board has determined that Ms Watkins is an independent Director.

**The Board (with Ms Watkins abstaining) recommends that shareholders vote in favour of the election of Ms Watkins as a Director of CSL.**

**Item 2(d)**  
**Election of Director**



**Professor Duncan Maskell**  
MA, PhD, FMedSci, Hon Assoc RSVC

Professor Maskell joined the Board in August 2021 and in accordance with Rule 65(c) of CSL's Constitution, will retire at the end of the AGM, and being eligible, submits himself for election. Appropriate background checks were completed before Professor Maskell was appointed to the Board.

The Board believes that Professor Maskell brings valuable knowledge, skills and experience to the CSL Board through his wide ranging international experience in science and commerce, developed during a 30 year career in research, academia and entrepreneurship and accordingly, the Board supports the election of Professor Maskell.

Professor Maskell is currently the Vice-Chancellor of the University of Melbourne.

Prior to this he was Senior Pro-Vice-Chancellor at the University of Cambridge in the United Kingdom and has also held roles at the University of Oxford, Imperial College London and Wellcome Biotech.

He is currently a Director of the Melbourne Business School, the Grattan Institute, the Group of Eight Limited and Universities Australia Limited.

The Board has determined that Professor Maskell is an independent Director.

**The Board (with Professor Maskell abstaining) recommends that shareholders vote in favour of the election of Professor Maskell as a Director of CSL.**

### Item 3

#### Adoption of the Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is contained in the 2020/21 Annual Report, and starts on page 74. You can obtain a copy of the 2020/21 Annual Report on [www.CSL.com](http://www.CSL.com) or by contacting CSL's share registrar, Computershare.

Shareholders will have a reasonable opportunity at the meeting to submit questions about or make comments on the Remuneration Report. Item 3 is required under Australian law and the vote on the adoption of the Remuneration Report is an advisory vote only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies of the Company for future years.

The Remuneration Report includes:

- an explanation of CSL's policies in relation to the nature and amount of the remuneration of the KMP;
- a description of the relationship between CSL's remuneration policies and CSL's performance; and
- remuneration details for KMP and any associated performance conditions for the period ended 30 June 2021.

Voting restrictions apply in relation to this item and are described in the Items of Business on page 3.

**The Board recommends that shareholders vote in favour of adopting the Remuneration Report for the financial year ended 30 June 2021.**

## Item 4

### Approval of a Grant of Performance Share Units to the Chief Executive Officer and Managing Director, Mr Paul Perreault

Under the Australian Securities Exchange (**ASX**) Listing Rules, shareholder approval is required for an issue of CSL securities to Directors.

It is proposed that Mr Paul Perreault, an Executive Director of CSL and the Chief Executive Officer and Managing Director, be granted Performance Share Units (**PSUs**) as his long-term incentive (LTI) for the year ended 30 June 2022. The Board believes it is in shareholders' interests to provide Mr Perreault with an equity based incentive to ensure there is alignment between satisfactory returns for shareholders and Mr Perreault's reward.

If approved by shareholders, the awards will be made under the CSL Limited Executive Performance and Alignment Plan (the **EPA Plan**, which is operated under the CSL Limited Performance Rights Plan), and PSUs will be granted within twelve months of the AGM.

During 2021 the Board undertook a review of the executive remuneration framework, ensuring a fit for purpose design, alignment to CSL's Total Reward Principles and responding to feedback from investors. Competing for talent in a global market, the Board believes it is critical that CSL has a framework that attracts and retains high quality talent to deliver on CSL's strategy and deliver results.

Effective the year ending 30 June 2022, the Board has approved the following LTI changes that apply to the grant of PSUs being made to Mr Perreault:

- **LTI Performance Measures:** Introduction of a second LTI measure of Earnings per Share (EPS) growth – a second measure will ensure focus on long term sustainable earnings growth and is aligned to shareholder experience, market practice and investor expectations; and
- **LTI Vesting Period:** Removal of instalment vesting of awards, and instead PSUs will vest at year three – a single point vest. In response to investor feedback, this change also seeks to align our approach with the approach taken by CSL's global pharmaceutical/biotechnology peers. Further detail on the changes can be found in the Remuneration Report on pages 74 to 105 of the 2020/21 Annual Report.

Each PSU granted under the EPA Plan is a conditional right to one fully paid ordinary share in CSL, subject to meeting the applicable service and performance conditions, including the Return on Invested Capital (ROIC) and EPS growth (EPSg) performance measures described below. PSUs carry no voting or dividend entitlements.

The key terms of the 2022 grant of PSUs to Mr Perreault are set out below.

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**Grant Value**

The grant value, or target opportunity, of Mr Perreault's LTI is equivalent to 400% of Mr Perreault's base salary of US\$1,803,530 as at 1 September 2021, being US\$7,214,120.

The grant value is converted to Australian dollars using the RBA closing exchange rate on 31 August 2021 (being A\$0.7335).

For 2022, the total grant value in Australian dollars is A\$9,835,201.

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**Number of PSUs to be granted**

The number of PSUs to be granted to Mr Perreault is 31,640, being the above grant value in A\$ divided by the Market Price.

The Market Price is the five day volume weighted average price at which CSL Shares were traded on the ASX up to and including 31 August 2021, being A\$310.84.

The PSUs are divided into two tranches – tranche 1 will comprise 70% of the total number of PSUs and tranche 2 will comprise the remaining 30%. The number of PSUs in each tranche is as follows:

– Tranche 1 – 22,148; and

– Tranche 2 – 9,492.

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The terms set out below apply to the proposed grant of PSUs to Mr Perreault.

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**Performance Measures**

**Tranche 1 – ROIC**

At the test date, tranche 1 of PSUs that are eligible to be tested for vesting will be subject to a seven year average **ROIC** performance measure, where:

$$\text{ROIC} = \frac{(\text{Reported EBIT} \times (1 - \text{Effective Tax Rate}))}{(\text{Average Equity} + \text{Average Net Debt})}$$

**Tranche 2 – EPS**

At the test date, tranche 2 of PSUs that are eligible to be tested for vesting will be subject to an **EPS** three year compound annual growth rate performance measure, where:

$$\text{EPS} = \frac{\text{CSL Reported Net Profit after Tax in USD}}{\text{Weighted Average Number of Shares on Issue}}$$

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**Performance Hurdle and Vesting****Tranche 1 – ROIC**

The Board has determined the ROIC hurdle based on past, current and expected future ROIC performance over the performance period and, peer group historical performance. A review against market consensus was also undertaken to ensure the target set is in alignment with expected outcomes and appropriate vesting occurs.

An annual threshold of ROIC performance must be achieved before vesting can occur – the measure is the Investment Hurdle Rate (**IHR**) – set as a percentage. The IHR is the minimum return we require on our investments to ensure we are making sound investment decisions and appropriately manage risk and cover our cost of capital. This threshold measure ensures that the ROIC is delivering an appropriate return each financial year as well as over the seven year average period and aligns with shareholder outcomes and expectations.

Provided ROIC in any one year is above the IHR, vesting will occur on achievement of target level performance, with partial vesting on achievement of threshold performance:

<b>Performance Level</b>	<b>Hurdles</b>	<b>Outcome</b>
Below threshold	ROIC less than 20%	0% vesting
Threshold	ROIC of 20% (calculated to one decimal point)	50% vesting on achievement of threshold level performance
Between threshold and target	ROIC of between 20% and 21.4% (calculated to one decimal point)	Vesting on a straight-line basis between 50% and 100%
Target	ROIC of 21.4% (calculated to one decimal point)	100% vesting
Above target	ROIC above 21.4%	Outcome capped at 100% – cannot exceed target

If ROIC is below the IHR in any one year, no vesting will occur.

Performance will be measured on 1 September 2024 based on the seven year average of ROIC at that date, calculated as the average of the annual ROIC for each of the financial years ending 30 June 2018, 2019, 2020, 2021, 2022, 2023 and 2024. The Board considers that testing performance on this basis recognises the importance of sustained longer-term performance.

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### Tranche 2 – EPS

The Board has determined the EPSg hurdle based on past, current and expected future EPS performance over the performance period and, peer group historical performance. A review against market consensus was also undertaken to ensure the target set is in alignment with expected outcomes and appropriate vesting occurs.

Vesting will occur on achievement of target level performance, with partial vesting on achievement of threshold performance:

Performance Level	Hurdles	Outcome
Below threshold	EPSg less than 5%	0% vesting
Threshold	EPSg of 5% (calculated to one decimal point)	50% vesting on achievement of threshold level performance
Between threshold and target	EPSg of between 5% and 8.3% (calculated to one decimal point)	Vesting on a straight-line basis between 50% and 100%
Target	EPSg of 8.3% (calculated to one decimal point)	100% vesting
Above target	EPSg above 8.3%	Outcome capped at 100% – cannot exceed target

Performance will be measured on 1 September 2024 based on the three year compound annual growth rate of EPS over the period 1 July 2021 to 30 June 2024. The base figure is the EPS recorded in the financial year immediately prior to the grant (30 June 2021) and the performance is measured by reference to the EPS recorded in the financial year immediately prior to the date of vesting (30 June 2024). The Board considers that testing performance on this basis recognises the importance of sustained longer-term performance.

### Tranches 1 and 2

Any PSUs which do not vest following testing of the performance hurdles at the vesting date will lapse. There will be no retesting of performance hurdles.

The Board has the absolute discretion to adjust the performance conditions, including performance measures, and has absolute discretion to determine final vesting outcomes to ensure outcomes are in line with CSL performance, market reported financial outcomes and shareholder outcomes. The discretion can be used to both increase and reduce vesting outcomes, which includes reducing to zero.

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**Cessation of Employment**

If Mr Perreault ceases employment with CSL before the PSUs vest then, unless the Board determines otherwise all unvested PSUs will lapse.

However, if Mr Perreault ceases employment by retirement, redundancy, death, total or permanent disability or another 'Qualifying Leaver' reason as determined by the Board in its absolute discretion then, unless the Board determines otherwise, Mr Perreault will retain a pro-rated number of PSUs based on the period elapsed from the issue date to the date of cessation. Such PSUs will remain on foot subject to the original terms and conditions of the awards including award Vesting Date.

To the extent permitted by law, the Board may elect to settle any PSUs vesting by way of a cash payment (rather than ordinary shares).

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**Clawback and Malus**

The terms of the award will be subject to the Board approved Company Clawback and Malus Policy and Risk Management/Reward Framework.

This Policy enables the clawback or adjustment of any incentive awards which vest (or may vest), including but not limited to any gain realised from the disposal of the underlying shares, as a result of fraud, dishonesty, risk management outcomes or serious and wilful misconduct.

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**Change of Control**

In the event of a change of control of the Company, unless otherwise determined by the Board, a pro-rated number of PSUs granted, based on the time elapsed since the issue date, will be tested against the performance measures and will vest based on the extent to which the performance measures have been met.

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Additional information provided in accordance with ASX Listing Rule 10.15:

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**Why is approval being sought and what will happen if approval is not given?**

Listing Rule 10.14 provides that a listed company must not issue equity securities to a Director under an employee incentive scheme unless it obtains the approval of its shareholders.

CSL is seeking shareholder approval for the purposes of Listing Rule 10.14 to give CSL the flexibility to issue shares to satisfy PSUs that vest and for transparency and governance reasons.

If shareholder approval is not obtained, then the Board will provide to Mr Perreault an equivalent cash amount, subject to the same performance, service and other conditions, to appropriately remunerate and incentivise Mr Perreault.

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**Why are PSUs used for Mr Perreault's long-term incentive?**

CSL uses PSUs because they create share price alignment between executives and ordinary shareholders but do not provide the executives with the full benefits of share ownership (such as dividend and voting rights) unless and until the PSUs vest and shares are allocated.

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**Other information** As the PSUs will form part of Mr Perreault's remuneration for 2022, they will be granted at no cost and there will be no amount payable by Mr Perreault on vesting of the PSUs.

Shares allocated on vesting of the PSUs will not be subject to any additional restrictions on trading (subject to CSL's Securities Dealing Policy).

There is no loan scheme in relation to the PSUs or the shares allocated on vesting of the PSUs.

Mr Perreault is prohibited from dealing in PSUs and hedging the share price exposure in respect of PSUs.

Mr Perreault is the only Director who is eligible to participate in, and receive PSUs under, the EPA Plan. The ASX Listing Rules require this Notice of Meeting to state the number of securities that have previously been issued to, and average price of securities paid by, Mr Perreault for those securities under the EPA Plan. The EPA Plan was introduced in 2017 and since implementation 166,559 PSUs have been issued (at no cost) to Mr Perreault under the EPA Plan in respect of prior year long-term incentives.

ASX Listing Rule 10.15.4 requires this Notice of Meeting to include details (including the amount) of Mr Perreault's current total remuneration. Details of remuneration for the year ended 30 June 2022 is set out below.

Fixed Remuneration (salary)	US\$1,803,530
Short Term Incentive	120% of fixed remuneration at target, 240% of fixed remuneration at maximum
Long Term Incentive	400% of fixed remuneration on a face value basis

Further details of Mr Perreault's remuneration are set out in the Remuneration Report on pages 74 to 105 of the 2020/21 Annual Report.

If shareholder approval is given for the issue of securities under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1.

Details of any PSUs or CSL shares issued under the EPA will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the EPA after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under that rule.

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Voting restrictions apply in relation to this item and are described in the Items of Business on page 4.

**The Board (with Mr Perreault abstaining) recommends that the shareholders vote in favour of granting Performance Share Units to the Chief Executive Officer and Managing Director, Mr Perreault.**

## Item 5

### **Renewal of proportional takeover approval provisions in the Constitution**

The Corporations Act permits a company to include in its constitution provisions prohibiting the registration of a transfer of securities resulting from a proportional takeover bid, unless the relevant holders of the securities in a meeting approve the bid.

Under the Corporations Act, these provisions must be renewed every three years or they will cease to have effect. The proportional takeover provisions set out in rule 98 of the Constitution were adopted by shareholders in 2012 and were last renewed at the 2018 Annual General Meeting on 17 October 2018, and therefore will cease to apply on 17 October 2021. Accordingly, it is appropriate to consider renewing the proportional takeover provisions in the Company's Constitution at this AGM.

The Directors consider that it is in the best interests of shareholders to renew these provisions in their existing form. Accordingly, a special resolution is being put to shareholders under section 648G of the Corporations Act to renew rule 98 of the Constitution.

If these provisions are renewed by shareholders, they will be in exactly the same terms as the current provisions in rule 98 of the Constitution and will operate for three years from the conclusion of the AGM. A copy of the Company's Constitution is available on the Company's website at <https://www.csl.com/-/media/csl/documents/csl-governance-docs/csl-limited-constitution.pdf>.

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#### **Reasons for renewing the provisions**

In a proportional takeover bid, the bidder offers to buy a proportion only of each shareholder's shares in the target company.

This means that control of the company may pass without shareholders having the chance to sell all their shares to the bidder. The bidder may take control of the company without paying an adequate amount for gaining control.

To deal with this possibility, a company may provide in its constitution that if a proportional takeover bid is made for shares in the company, shareholders must vote on whether to accept or reject the offer and that decision will be binding on all the shareholders.

The benefit of the provision is that shareholders are able to decide collectively whether the proportional offer is acceptable in principle and it may ensure that any partial offer is appropriately priced.

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**Effect of provisions** If a proportional takeover bid is made, the Directors must ensure that shareholders vote on a resolution to approve the bid more than 14 days before the bid period closes.

The vote is decided on a simple majority.

Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote, but the bidder and its associates are not allowed to vote.

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn.

If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the company's Constitution.

The directors will breach the Corporations Act if they fail to ensure the approving resolution is voted on. However, if the resolution is not voted on, the bid will be taken to have been approved.

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**Review of proportional takeover approval provisions**

While the proportional takeover provisions have been in effect, there have been no takeover bids for the Company, either proportional or otherwise. Consequently, there are no actual examples against which to review the advantages or disadvantages of the existing provisions in rule 98 of the Constitution for the period during which that rule had effect. As at the date of this Notice of Meeting, the Directors are not aware of any potential takeover bid which was discouraged by rule 98 of the Constitution.

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**Potential advantages and disadvantages**

The Corporations Act requires these explanatory notes to discuss the potential future advantages and disadvantages of the proportional takeover approval provisions for both directors and members.

The Directors consider that the renewal of the proportional takeover approval provisions has no potential advantages or disadvantages for them. They remain free to make a recommendation as to whether an offer under a proportional takeover bid should be accepted.

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For members, the potential advantages of rule 98 of the Constitution, as renewed, are that they will provide all relevant holders with the opportunity to consider, discuss in a meeting called specifically for the purpose, and vote on whether a proportional takeover bid should be approved. This affords the relevant holders of shares an opportunity to have a say in the future ownership and control of the Company and help the members to avoid being locked into a minority. The Directors believe this will encourage any proportional takeover bid to be structured so as to be attractive to at least a majority of the relevant holders of shares. It may also discourage the making of a proportional takeover bid that might be considered opportunistic. Finally, knowing the view of a majority of the relevant holders of shares may help each individual holder to assess the likely outcome of the proportional takeover bid and decide whether or not to accept an offer under the bid.

On the other hand, a potential disadvantage for members arising from rule 98 of the Constitution, if renewed, is that proportional takeover bids may be discouraged by the further procedural steps that the rule will entail and, accordingly, this may reduce any takeover speculation element in the price of the Company's securities. Shareholders may be denied an opportunity to sell a portion of their securities at an attractive price where the majority rejects an offer from persons seeking control of the Company.

These advantages and disadvantages of rule 98 have been applicable during the period that the rule has already been in effect. The Board considers that the potential advantages for shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

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**No knowledge of any acquisition proposals**

At the date of this Notice of Meeting, no Director is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

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**The Board recommends that shareholders vote in favour of renewing the proportional takeover approval provisions in the Constitution.**

By order of the Board



**Fiona Mead**  
Company Secretary

2 September 2021

# Voting and Participation

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## **Am I entitled to vote at the AGM?**

To vote at the AGM you must be a registered holder of CSL shares as at 10am (Melbourne time) on Sunday, 10 October 2021. The number of shares you hold at that time determines your voting entitlement.

Restrictions apply on the eligibility of certain people to vote on particular items of business. CSL has set out the applicable voting exclusions for the relevant item of business immediately after the proposed resolution in this Notice of Meeting.

## **How will voting be conducted?**

It is CSL's usual practice for the Chair of the meeting to call a poll on each of the resolutions set out in this Notice of Meeting. A show of hands is not called.

## **How do I register my online participation on the day of the AGM?**

If shareholders wish to participate online, they must use the Lumi online platform. Online registration will open from 9am (Melbourne time) on Tuesday, 12 October 2021 and we ask that shareholders and proxyholders login at least 15 minutes prior to the meeting. To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready.

Proxyholders will need to contact the call centre on +61 3 9415 4024 1 hour before the meeting to obtain their login details.

## **How do I participate in the AGM online?**

Shareholders and proxyholders must use the Lumi online platform to participate in the AGM online. By participating in the meeting online you will be able to:

- vote between the commencement of the meeting and the closure of voting as announced by the Chair;
- hear the meeting discussion and view the live webcast; and
- submit and ask questions at the appropriate time while the meeting is in progress.

To participate in the AGM online, you can log in to the meeting in the following ways:

1. from your computer, by entering the URL in your browser:  
<https://web.lumiagm.com/391802826>;
2. from your mobile device, by either entering the URL in your browser:  
<https://web.lumiagm.com/391802826>.

Once you have selected one of the options above, you will need the following information to participate in the AGM in real-time:

1. Your username, which is your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the AGM to obtain log-in details.
2. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the AGM Online Meeting Guide (link below) for their password details.

Further information regarding participating in the AGM online, including browser requirements, is detailed in the AGM Online Meeting Guide available on Computershare's website [www.computershare.com.au/onlinemeetingguide](http://www.computershare.com.au/onlinemeetingguide).

### When and how do I lodge a proxy?

A proxy appointment (and the power of attorney or other authority under which it is signed, if any) must be received by CSL's Share Registry, no later than 10am (Melbourne time) on Sunday, 10 October 2021. See information under '*I am entitled to vote but I can't participate in the meeting – what should I do?*' for further details related to appointing a proxy.

Shareholders who elected to receive their Notice of Meeting and proxy form electronically or have provided CSL with their email address will have received an e-mail with a link to the Computershare site. You will need your SRN/HIN and your postcode to submit your proxy appointment.

Shareholders who have **not** elected to receive their Notices of Meetings electronically will receive a proxy form in the mail but will still need to access the Notice of Meeting online at <https://www.csl.com/investors/shareholder-information/annual-general-meeting>.

Proxies may be lodged in the following ways:

**Online:** [www.investorvote.com.au](http://www.investorvote.com.au)  
(by following the instructions set out on the website)

**Facsimile:** (in Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

**Mail:** CSL Share Registrar  
Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne, Victoria 3001

You can arrange to receive shareholder information electronically by contacting Computershare on 1800 646 882 (within Australia) or +61 3 9415 4178 (outside Australia) or at <https://www-au.computershare.com/Investor> (Investor Centre).

**Intermediary Custodian voting:** for intermediary online subscribers only (Custodians) please submit your voting intentions at [www.intermediaryonline.com](http://www.intermediaryonline.com).

### **I have a power of attorney from a shareholder – how do I vote?**

An original or certified copy of the power of attorney under which you are authorised to attend and vote at the meeting must be provided to CSL's Share Registry prior to the AGM (unless you or the shareholder have previously lodged this paperwork with CSL's Share Registry).

### **I am a corporate shareholder – how can I participate and vote?**

A body corporate that is a shareholder may by resolution of its directors or other governing body or by an instrument of proxy appoint an individual to act as its representative at the AGM. The appointment must comply with the requirements of section 250D of the Corporations Act. Evidence of the appointment, including any authority under which it has been signed must be provided to CSL's Share Registry prior to the AGM (unless it has previously been given to the CSL or CSL's Share Registry).

### **I am a representative of a corporate shareholder – how can I participate and vote?**

Please ensure evidence as required under the Corporations Act of your appointment, including any authority under which it is signed, has been provided to CSL's Share Registry prior to the AGM.

### **I am entitled to vote but I can't participate in the meeting – what should I do?**

Shareholders are entitled to appoint a proxy to attend and vote on your behalf. The proxy need not be a shareholder of CSL, and may be an individual or a body corporate. See above for details on how to lodge a proxy.

More details are set out below to assist you with setting up your proxy vote properly.

- If you are entitled to attend and cast two or more votes, you may appoint up to two proxies.
- Each proxy will have the right to vote on a poll and to speak at the meeting.
- Where two proxies are appointed, you may specify the proportion or number of votes that each proxy may exercise. If you appoint two proxies and do not specify the proportion, each proxy may exercise half your votes. Fractions of votes are disregarded.
- If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct a proxy on how to vote on an item of business, or should any resolution other than those specified in this Notice of Meeting be proposed at the meeting, your proxy may vote or abstain from voting on that resolution as they see fit (subject to any applicable voting exclusions).
- If you instruct your proxy to abstain from voting on an item of business, they are directed to not vote on a poll and the shares, subject of the proxy appointment, are not counted in calculating the required majority.

If you submit your proxy form with a direction on how to vote but do not nominate the identity of your proxy, then CSL will deem the Chair of the meeting as your proxy to vote on your behalf.

If you submit your proxy form with a direction on how to vote and your nominated proxy does not participate in the meeting, or does not vote on the resolution in accordance with your directions, the Chair will act in place of your nominated proxy and vote in accordance with your instructions.

### **What if my proxy is a KMP of CSL or a closely related party of the KMP?**

You can appoint a member of CSL's KMP (which includes each of the Directors and the Executive KMP) and their closely related parties (such as close family members and any controlled companies) as your proxy. However, unless the Chair of the meeting is your proxy, members of CSL's KMP and their closely related parties will not be able to vote as proxy on Items 3 and 4 unless you direct them how to vote by marking the voting boxes on the proxy form for those items. Similarly, Mr Perreault and his associates will not be able to vote your proxy in favour of item 4.

### **Can I appoint the Chair of the meeting as my proxy?**

Yes, you can appoint the Chair of the meeting as your proxy.

If you appoint the Chair of the meeting as your proxy, or the Chair of the meeting is appointed as your proxy by default, and you do not mark the voting boxes on the proxy form for Items 3 and 4, by completing and submitting the proxy form you are expressly authorising the Chair of the meeting to exercise your proxy as he sees fit in relation to those resolutions even though they are connected with the remuneration of CSL's KMP.

The Chair of the meeting intends to vote all available proxies in favour of each item of business.

### **Can I ask questions at the meeting?**

To ask a question online during the AGM, shareholders must use the Lumi online platform. A reasonable opportunity will be given to shareholders at the AGM to ask questions about, or make comments on, the management of CSL.

You can also submit written questions relating to CSL and the business of the AGM in advance. Shareholders may also submit questions to CSL's Auditor on the content of the Auditor's report or the conduct of its audit of CSL's Financial Report for the year ended 30 June 2021. The Auditor is not obliged to provide written answers.

Shareholders can submit their questions in advance of the meeting in a number of ways:

- by completing an online shareholder question form available on the CSL's website at <https://www.csl.com/investors/shareholder-information/annual-general-meeting>; or
- submitting an online question when voting online prior to the meeting at [investorvote.com.au](https://investorvote.com.au).

Such questions must be received by no later than 5pm on Tuesday, 5 October 2021.

The Chair of the meeting will endeavour to address the more frequently raised themes during the course of the meeting. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

### **Technical difficulties**

Technical difficulties may arise during the course of the AGM. The Chair has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected.

Where he considers it appropriate, the Chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy by 10am (Melbourne time) on Sunday, 10 October 2021 so that your vote will be counted if for any reason you cannot vote on the day.

In the event of a substantial technological failure that prevents shareholders as a whole from having a reasonable opportunity to participate in the meeting, the Company will provide an update on its website and the ASX platform to communicate the details of the postponed or adjourned meeting to shareholders.

## Accessing information on CSL

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CSL produces a range of publications that can be viewed or downloaded at [CSL.com](https://www.csl.com). You can elect to receive a paper copy of the Annual Report through the Share Registrar.

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Find out more [CSL.com](https://www.csl.com)







CSL LIMITED  
ABN 99 051 588 348



## Need assistance?



**Phone:**  
1800 646 882 (within Australia)  
+61 3 9415 4178 (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 **10am (Melbourne time) Sunday, 10 October 2021**.

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

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

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

### PARTICIPATING IN THE MEETING

#### Corporate Representative

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

## Lodge your Proxy Form:

**XX**

### Online:

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

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I999999999**

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.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

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

XX

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

the Chair of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chair 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 Chair 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 CSL Limited to be held online on Tuesday, 12 October 2021 at 10am (Melbourne time) and at any adjournment or postponement of that meeting.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Items 3 and 4 (except where I/we have indicated a different voting intention in step 2) even though Items 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

**Important Note:** If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Items 3 and 4 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
2a To re-elect Dr Brian McNamee AO as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2b To re-elect Professor Andrew Cuthbertson AO as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2c To elect Ms Alison Watkins as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2d To elect Professor Duncan Maskell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of a Grant of Performance Share Units to the Chief Executive Officer and Managing Director, Mr Paul Perreault	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Renewal of proportional takeover approval provisions in Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair 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



# ONLINE MEETING GUIDE

## GETTING STARTED

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

## TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

### Meeting ID

Meeting ID as provided in the Notice of Meeting.

### Australian Residents

- > **Username** (SRN or HIN) and
- > **Password** (postcode of your registered address).

### Overseas Residents

- > **Username** (SRN or HIN) and
- > **Password** (three-character country code) e.g. New Zealand - **NZL**; United Kingdom - **GBR**; United States of America - **USA**; Canada - **CAN**.

A full list of country codes is provided at the end of this guide.

### Appointed Proxies

To receive your unique username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

## PARTICIPATING AT THE MEETING

**1** To participate in the meeting, you will be required to enter the unique 9-digit Meeting ID as provided in the Notice of Meeting.

LUMI agm

Enter Meeting ID

Join

**2** To proceed into the meeting, you will need to read and accept the Terms and Conditions.

Meeting Terms and Conditions

Terms and conditions must be read and accepted prior to proceeding to the meeting.

To view the full terms and conditions please click the following link.

[Terms and Conditions](#)

I agree to all of the above terms and conditions

DECLINE ACCEPT

3 Select the relevant log in option to represent yourself in the meeting.  
Note that only Securityholders and Proxies can vote and ask questions in the meeting.

**To register as a securityholder,** select 'Securityholder or Proxy' and enter your SRN or HIN and Postcode or Country Code.

← 123-456-789

**LUMI** agm

Securityholder or Proxy

Guest

**LUMI** agm

SRN or HIN

Postcode or Country Code

Login

**OR To register as a proxyholder,** select 'Securityholder or Proxy' and you will need your username and password as provided by Computershare. In the 'SRN or HIN' field enter your username and in the 'Postcode or Country Code' field enter your password.

← 123-456-789

**LUMI** agm

Securityholder or Proxy

Guest

**LUMI** agm

SRN or HIN

Postcode or Country Code

Login

**OR To register as a guest,** select 'Guest' and enter your name and email address.

← 123-456-789

**LUMI** agm

Securityholder or Proxy

Guest

← 123-456-789

**LUMI** agm

Title

First Name

Last Name

Email

Enter

4 Once logged in, you will see the home page, which displays the meeting title and name of the registered securityholder or nominated proxy.

123-456-789

**Computershare**

**Computershare Limited Annual General Meeting**

Mr Sam Sample

Welcome Securityholders and Guests

**To View the Webcast**  
To view/listen to proceedings please select the 'Broadcast' bar. This will display the webcast, please press play to start and ensure that your device isn't muted.

**Asking Questions**  
Shareholders and proxies have the ability to ask questions. Select the speech bubble icon to open the message module. Type your question in to the box at the

Broadcast

5 To view the webcast you must tap the broadcast arrow on your screen and press the play button. Click the arrow to switch between screens.

123-456-789

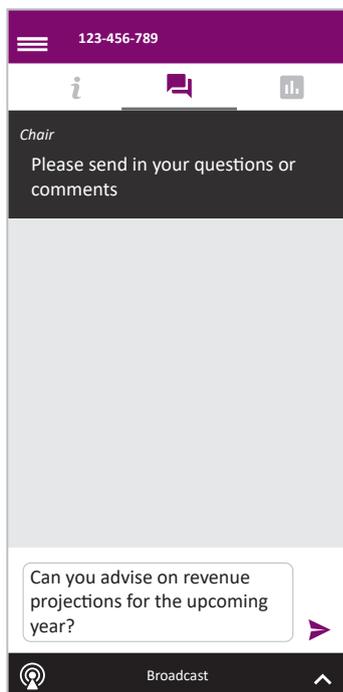
Broadcast

Today's Agenda

- Opening Remarks
- CEO Presentation
- Financial Update
- Q&A
- Resolutions

6 To ask a question tap on the question icon , type your question in the chat box at the bottom of the screen and select the send icon. Confirmation that your message has been received will appear.

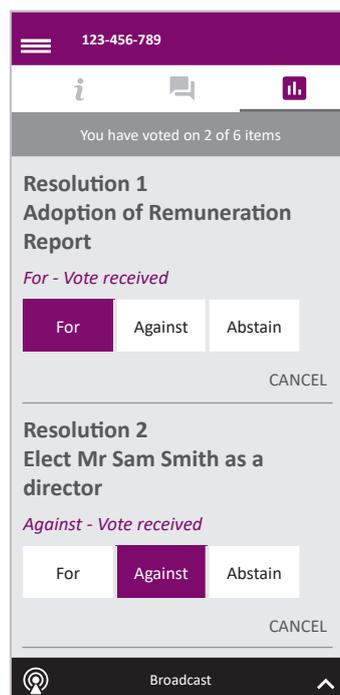
To ask a question verbally follow the instructions on the home page  of the virtual meeting platform.



7 When the Chair declares the poll open:

- > A voting icon  will appear on screen and the meeting resolutions will be displayed
- > To vote, select one of the voting options. Your response will be highlighted
- > To change your vote, simply select a different option to override

The number of items you have voted on or are yet to vote on, is displayed at the top of the screen. Votes may be changed up to the time the Chair closes the poll.



## Icon descriptions

 Home page icon, displays meeting information.

 Questions icon, used to ask questions.

 Voting icon, used to vote. Only visible when the Chair opens the poll.

 The broadcast bar allows you to view and listen to the proceedings.

## FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024

# COUNTRY CODES

Select your country code from the list below and enter it into the password field.

<b>ABW</b> ARUBA	<b>ECU</b> ECUADOR	<b>LIE</b> LIECHTENSTEIN	<b>SEN</b> SENEGAL
<b>AFG</b> AFGHANISTAN	<b>EGY</b> EGYPT	<b>LKA</b> SRI LANKA	<b>SGP</b> SINGAPORE
<b>AGO</b> ANGOLA	<b>ERI</b> ERITREA	<b>LSO</b> LESOTHO	<b>SGS</b> STH GEORGIA & STH SANDWICH ISL
<b>AIA</b> ANGUILLA	<b>ESH</b> WESTERN SAHARA	<b>LTU</b> LITHUANIA	<b>SHN</b> ST HELENA
<b>ALA</b> ALAND ISLANDS	<b>ESP</b> SPAIN	<b>LUX</b> LUXEMBOURG	<b>SJM</b> SVALBARD & JAN MAYEN
<b>ALB</b> ALBANIA	<b>EST</b> ESTONIA	<b>LVA</b> LATVIA	<b>SLB</b> SOLOMON ISLANDS
<b>AND</b> ANDORRA	<b>ETH</b> ETHIOPIA	<b>MAC</b> MACAO	<b>SLE</b> SIERRA LEONE
<b>ANT</b> NETHERLANDS ANTILLES	<b>FIN</b> FINLAND	<b>MAF</b> ST MARTIN	<b>SLV</b> EL SALVADOR
<b>ARE</b> UNITED ARAB EMIRATES	<b>FJI</b> FIJI	<b>MAR</b> MOROCCO	<b>SMR</b> SAN MARINO
<b>ARG</b> ARGENTINA	<b>FLK</b> FALKLAND ISLANDS (MALVINAS)	<b>MCO</b> MONACO	<b>SOM</b> SOMALIA
<b>ARM</b> ARMENIA	<b>FRA</b> FRANCE	<b>MDA</b> MOLDOVA REPUBLIC OF	<b>SPM</b> ST PIERRE AND MIQUELON
<b>ASM</b> AMERICAN SAMOA	<b>FRO</b> FAROE ISLANDS	<b>MDG</b> MADAGASCAR	<b>SRB</b> SERBIA
<b>ATA</b> ANTARCTICA	<b>FSM</b> MICRONESIA	<b>MDV</b> MALDIVES	<b>STP</b> SAO TOME AND PRINCIPE
<b>ATF</b> FRENCH SOUTHERN TERRITORIES	<b>GAB</b> GABON	<b>MEX</b> MEXICO	<b>SUR</b> SURINAME
<b>ATG</b> ANTIGUA AND BARBUDA	<b>GBR</b> UNITED KINGDOM	<b>MHL</b> MARSHALL ISLANDS	<b>SVK</b> SLOVAKIA
<b>AUS</b> AUSTRALIA	<b>GEO</b> GEORGIA	<b>MKD</b> MACEDONIA FORMER YUGOSLAV REP	<b>SVN</b> SLOVENIA
<b>AUT</b> AUSTRIA	<b>GGY</b> GUERNSEY	<b>MLI</b> MALI	<b>SWE</b> SWEDEN
<b>AZE</b> AZERBAIJAN	<b>GHA</b> GHANA	<b>MLT</b> MALTA	<b>SWZ</b> SWAZILAND
<b>BDI</b> BURUNDI	<b>GIB</b> GIBRALTAR	<b>MMR</b> MYANMAR	<b>SYC</b> SEYCHELLES
<b>BEL</b> BELGIUM	<b>GIN</b> GUINEA	<b>MNE</b> MONTENEGRO	<b>SYR</b> SYRIAN ARAB REPUBLIC
<b>BEN</b> BENIN	<b>GLP</b> GUADELOUPE	<b>MNG</b> MONGOLIA	<b>TCA</b> TURKS AND CAICOS ISLANDS
<b>BFA</b> BURKINA FASO	<b>GMB</b> GAMBIA	<b>MNP</b> NORTHERN MARIANA ISLANDS	<b>TCO</b> CHAD
<b>BGD</b> BANGLADESH	<b>GNB</b> GUINEA-BISSAU	<b>MOZ</b> MOZAMBIQUE	<b>TGO</b> TOGO
<b>BGR</b> BULGARIA	<b>GNQ</b> EQUATORIAL GUINEA	<b>MRT</b> MAURITANIA	<b>THA</b> THAILAND
<b>BHR</b> BAHRAIN	<b>GRC</b> GREECE	<b>MSR</b> MONTSERRAT	<b>TJK</b> TAJIKISTAN
<b>BHS</b> BAHAMAS	<b>GRD</b> GRENADA	<b>MTQ</b> MARTINIQUE	<b>TKL</b> TOKELAU
<b>BIH</b> BOSNIA & HERZEGOVINA	<b>GRL</b> GREENLAND	<b>MUS</b> MAURITIUS	<b>TKM</b> TURKMENISTAN
<b>BLM</b> ST BARTHELEMY	<b>GTM</b> GUATEMALA	<b>MWI</b> MALAWI	<b>TLS</b> EAST TIMOR DEMOCRATIC REP OF
<b>BLR</b> BELARUS	<b>GUF</b> FRENCH GUIANA	<b>MYS</b> MALAYSIA	<b>TMP</b> EAST TIMOR
<b>BLZ</b> BELIZE	<b>GUM</b> GUAM	<b>MYT</b> MAYOTTE	<b>TON</b> TONGA
<b>BMU</b> BERMUDA	<b>GUY</b> GUYANA	<b>NAM</b> NAMIBIA	<b>TTO</b> TRINIDAD & TOBAGO
<b>BOL</b> BOLIVIA	<b>HKG</b> HONG KONG	<b>NCL</b> NEW CALEDONIA	<b>TUN</b> TUNISIA
<b>BRA</b> BRAZIL	<b>HMD</b> HEARD AND MCDONALD ISLANDS	<b>NER</b> NIGER	<b>TUR</b> TURKEY
<b>BRB</b> BARBADOS	<b>HND</b> HONDURAS	<b>NFK</b> NORFOLK ISLAND	<b>TUV</b> TUVALU
<b>BRN</b> BRUNEI DARUSSALAM	<b>HRV</b> CROATIA	<b>NGA</b> NIGERIA	<b>TWN</b> TAIWAN
<b>BTN</b> BHUTAN	<b>HTI</b> HAITI	<b>NIC</b> NICARAGUA	<b>TZA</b> TANZANIA UNITED REPUBLIC OF
<b>BUR</b> BURMA	<b>HUN</b> HUNGARY	<b>NIU</b> NIUE	<b>UGA</b> UGANDA
<b>BVT</b> BOUVET ISLAND	<b>IDN</b> INDONESIA	<b>NLD</b> NETHERLANDS	<b>UKR</b> UKRAINE
<b>BWA</b> BOTSWANA	<b>IMN</b> ISLE OF MAN	<b>NOR</b> NORWAY	<b>UMI</b> UNITED STATES MINOR OUTLYING
<b>CAF</b> CENTRAL AFRICAN REPUBLIC	<b>IND</b> INDIA	<b>NPL</b> NEPAL	<b>URY</b> URUGUAY
<b>CAN</b> CANADA	<b>IOT</b> BRITISH INDIAN OCEAN TERRITORY	<b>NRU</b> NAURU	<b>USA</b> UNITED STATES OF AMERICA
<b>CCK</b> COCOS (KEELING) ISLANDS	<b>IRL</b> IRELAND	<b>NZL</b> NEW ZEALAND	<b>UZB</b> UZBEKISTAN
<b>CHE</b> SWITZERLAND	<b>IRN</b> IRAN ISLAMIC REPUBLIC OF	<b>OMN</b> OMAN	<b>VAT</b> HOLY SEE (VATICAN CITY STATE)
<b>CHL</b> CHILE	<b>IRQ</b> IRAQ	<b>PAK</b> PAKISTAN	<b>VCT</b> ST VINCENT & THE GRENADINES
<b>CHN</b> CHINA	<b>ISL</b> ICELAND	<b>PAN</b> PANAMA	<b>VEN</b> VENEZUELA
<b>CIV</b> COTE D'IVOIRE	<b>ISM</b> BRITISH ISLES	<b>PCN</b> PITCAIRN ISLANDS	<b>VGB</b> BRITISH VIRGIN ISLANDS
<b>CMR</b> CAMEROON	<b>ISR</b> ISRAEL	<b>PER</b> PERU	<b>VIR</b> US VIRGIN ISLANDS
<b>COD</b> CONGO DEMOCRATIC REPUBLIC OF	<b>ITA</b> ITALY	<b>PHL</b> PHILIPPINES	<b>VNM</b> VIETNAM
<b>COG</b> CONGO PEOPLES REPUBLIC OF	<b>JAM</b> JAMAICA	<b>PLW</b> PALAU	<b>VUT</b> VANUATU
<b>COK</b> COOK ISLANDS	<b>JER</b> JERSEY	<b>PNG</b> PAPUA NEW GUINEA	<b>WLF</b> WALLIS AND FUTUNA
<b>COL</b> COLOMBIA	<b>JOR</b> JORDAN	<b>POL</b> POLAND	<b>WSM</b> SAMOA
<b>COM</b> COMOROS	<b>KAZ</b> KAZAKHSTAN	<b>PRI</b> PUERTO RICO	<b>YEM</b> YEMEN
<b>CPV</b> CAPE VERDE	<b>KEN</b> KENYA	<b>PRK</b> KOREA DEM PEOPLES REPUBLIC OF	<b>YMD</b> YEMEN DEMOCRATIC YUGOSLAVIA SOCIALIST FED REP
<b>CRI</b> COSTA RICA	<b>KGZ</b> KYRGYZSTAN	<b>PRT</b> PORTUGAL	<b>ZAF</b> SOUTH AFRICA
<b>CUB</b> CUBA	<b>KHM</b> CAMBODIA	<b>PRY</b> PARAGUAY	<b>ZAR</b> ZAIRE
<b>CXR</b> CHRISTMAS ISLAND	<b>KIR</b> KIRIBATI	<b>PSE</b> PALESTINIAN TERRITORY OCCUPIED	<b>ZMB</b> ZAMBIA
<b>CYM</b> CAYMAN ISLANDS	<b>KOR</b> KOREA REPUBLIC OF	<b>PYF</b> FRENCH POLYNESIA	<b>ZWE</b> ZIMBABWE
<b>CYP</b> CYPRUS	<b>KWT</b> KUWAIT	<b>QAT</b> QATAR	
<b>CZE</b> CZECH REPUBLIC	<b>LAO</b> LAO PDR	<b>REU</b> REUNION	
<b>DEU</b> GERMANY	<b>LBN</b> LEBANON	<b>ROU</b> ROMANIA	
<b>DJI</b> DJIBOUTI	<b>LBR</b> LIBERIA	<b>RUS</b> RUSSIAN FEDERATION	
<b>DMA</b> DOMINICA	<b>LBY</b> LIBYAN ARAB JAMAHIRIYA	<b>RWA</b> RWANDA	
<b>DNK</b> DENMARK	<b>LCA</b> ST LUCIA	<b>SAU</b> SAUDI ARABIA KINGDOM OF	
<b>DOM</b> DOMINICAN REPUBLIC		<b>SCG</b> SERBIA AND MONTENEGRO	
<b>DZA</b> ALGERIA		<b>SDN</b> SUDAN	