



17 September 2021

ASX Market Announcements  
ASX Limited  
20 Bridge Street  
Sydney NSW 2000

**Notice of Annual General Meeting, Proxy Form & Virtual Meeting Online Guide**

The following documents are attached:

- Notice of 2021 AGM and accompanying Chair's letter
- Proxy Form
- Virtual Meeting Online Guide.

The Orora Limited (ORA) Annual General Meeting (AGM) will be held at 10.30am (Melbourne time) on Thursday, 21 October 2021.

Due to the ongoing and continuing developments in relation to COVID-19, and in the interests of health and safety of shareholders, employees and other attendees, Orora has again adopted measures to hold the AGM by via virtual means. The Notice of Meeting and Virtual Meeting Online Guide include detailed information about how shareholders can participate in this meeting online.

A printed copy of the 2021 Annual Report is being mailed today to all shareholders who have elected to receive a printed copy.

The 2021 Annual Report was previously lodged with the ASX and, along with the Notice, is also available on the Company's website [www.ororagroup.com](http://www.ororagroup.com).

Yours faithfully

A handwritten signature in black ink that reads "a Stubbings". The signature is written in a cursive, flowing style.

**Ann Stubbings**  
**Company Secretary**

This announcement has been authorised for release by the Board of Directors of Orora Limited.

# Notice of Annual General Meeting 2021

Thursday 21 October 2021  
10.30 am (Melbourne time)



# Invitation from the Chair

17 September 2021



Dear Shareholder

On behalf of the Board of Directors (**Board**), I am pleased to invite you to attend the eighth Annual General Meeting (**AGM**) of Orora Limited (**Orora or Company**), which will be held on Thursday, 21 October 2021 at 10.30am (Melbourne time).

Due to the ongoing and continuing developments in relation to COVID-19, and in the interests of health and safety of shareholders, employees and other potential attendees, we have again adopted measures to allow shareholders to participate in the AGM virtually [online] this year.

Once the current environment gives us the opportunity to do so, we will appropriately reconsider the mechanism for holding future AGMs, including reverting to a physical location.

## How to participate in the AGM

Similar to the approach taken last year, the AGM will be made accessible through an online platform [at <https://agmlive.link/ORAAGM21>], which will include the facility for shareholders to:

- listen to the meeting live;
- ask questions in relation to the business of the meeting; and
- vote in real time at the meeting.

Additionally, this year shareholders will be able to listen to the AGM via a telephone line and ask questions. It will not be possible to vote by telephone. Further information relating to these processes is set out in this notice of meeting. A webcast of the AGM will also be recorded for later viewing on Orora's website.

The Board encourages shareholders to:

- participate in the meeting via the above mechanisms;
- submit questions before the AGM by 10.30am (Melbourne time) on Tuesday, 19 October 2021 so that the Company can consider and address relevant questions in the AGM presentation; and
- vote ahead of the AGM (even if intending on attending), in the event technical difficulties are experienced on the day.

## Meeting agenda

This notice of meeting (which includes the following agenda, eligibility to vote and explanatory notes) details the formal business to be dealt with at the AGM. Briefly, this will be to:

1. receive and consider the formal reports for the financial year;
2. re-elect Mr Jeremy Sutcliffe and Ms Samantha Lewis as Directors;
3. approve the grant of short-term and long-term incentives (deferred share rights and performance rights) to Mr Brian Lowe, the Managing Director and Chief Executive Officer; and
4. adopt the 2021 remuneration report.

The Board unanimously recommends shareholders vote in favour of these resolutions.

The 2021 Annual Report can be viewed online at [www.ororagroup.com/investors/downloads/annual-reports](http://www.ororagroup.com/investors/downloads/annual-reports). Orora's website also offers shareholders details of the latest share price, announcements made to the ASX, investor and analyst presentations and many other publications that may be of interest.

On behalf of the Board, I thank you for your continued support as a shareholder of Orora and I look forward to you joining us at our 2021 AGM.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Rob Sindel'. The signature is fluid and cursive, written over a white background.

Rob Sindel  
Chair

# Notice of Annual General Meeting 2021

Notice is hereby given that the eighth Annual General Meeting (**AGM**) of Orora Limited ACN 004 275 165 (**Orora** or **Company**) will be held on Thursday 21 October 2021 at 10.30am (Melbourne time). In accordance with ongoing and continuing developments in relation to COVID-19, including government guidance and restrictions on travel and public gatherings at the time of issuing this notice of meeting, the meeting will be held in virtual format only.

## Business of the Meeting

### 1. Financial Statements and Reports

To receive and consider the Financial Statements of the Company and the Reports of the Directors and the Auditor of the Company for the financial year ended 30 June 2021.

### 2. Re-election of Directors

(a) To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*To re-elect as a Director, Mr Jeremy Sutcliffe, who retires by rotation in accordance with the Company's Constitution and the ASX Listing Rules and, being eligible, offers himself for re-election.*

(b) To consider and, if thought fit, pass the following resolution as an ordinary resolution:

*To re-elect as a Director, Ms Sam Lewis, who retires by rotation in accordance with the Company's Constitution and the ASX Listing Rules and, being eligible, offers herself for re-election.*

### 3. Incentive Grants to Managing Director and Chief Executive Officer

To consider and, if thought fit, pass the following resolutions as ordinary resolutions relating to incentive grants to Mr Brian Lowe as Managing Director and Chief Executive Officer of the Company:

(a) *That, for the purposes of ASX Listing Rule 10.14, sections 200B and 200E of the Corporations Act 2001 (Cth) [Corporations Act] and for all other purposes, approval is given for the Company to grant to the Managing Director and Chief Executive Officer of the Company, Mr Brian Lowe, Deferred Share Rights in accordance with the rules of the Company's short term incentive plan (in respect of the financial year ending 30 June 2022), and to provide Mr Lowe any or all of the benefits (including on cessation of employment) on the terms summarised in the Explanatory Notes to this Notice of Meeting.*

(b) *That, for the purposes of ASX Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, approval is given for the Company to grant to the Managing Director and Chief Executive Officer of the Company, Mr Brian Lowe, 273,847 Performance Rights in accordance with the rules of the Company's long term incentive plan, and to provide Mr Lowe any or all of the benefits (including on cessation of employment) on the terms summarised in the Explanatory Notes to this Notice of Meeting.*

### Voting exclusions

Under the ASX Listing Rules and the Corporations Act, the Company will disregard any votes cast in favour of the proposed resolutions in items 3(a) and 3(b) by or on behalf of:

- Mr Lowe; or
- any of his Associates (given the same meaning as in the ASX Listing Rules).

However, the Company will not disregard the vote if it is cast:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way;
- by the Chair of the AGM, as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that:
  - o 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 resolution; and
  - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, a vote must not be cast, and the Company will disregard any votes cast, on the resolutions in items 3(a) and 3(b) by any member of the Company's Key Management Personnel (**KMP**) or any Closely Related Party of a KMP who is appointed as a proxy for a person who is entitled to vote, where the appointment does not specify how the proxy is to vote on items 3(a) and 3(b).

Closely Related Party is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a member of the KMP.

However, this exclusion will not apply where the vote is cast by the Chair of the AGM as proxy for a person who is entitled to vote, and the proxy appointment expressly authorises the Chair to vote undirected proxies on the proposed resolutions in items 3(a) and 3(b) as the Chair decides.

The Chair of the AGM intends to vote undirected proxies (where the Chair has been appropriately authorised) in favour of the proposed resolutions in items 3(a) and 3(b). **If you do not wish the Chair of the AGM to vote in favour of the proposed resolutions in items 3(a) and 3(b) as your proxy, it is important that you complete the voting directions in respect of those items in Step 2 of the proxy form.**

### 4. Remuneration Report

To consider and, if thought fit, pass the following resolution:

*To adopt the Remuneration Report of the Company for the financial year ended 30 June 2021.*

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

### Voting exclusions

Under the Corporations Act, the following persons may not vote, and the Company will disregard any votes cast by or on behalf of the following persons, on the proposed resolution in item 4:

- any of the Company's KMP whose remuneration details are included in the Remuneration Report; or
- any of that KMP's Closely Related Parties, whether as shareholder or proxyholder.

However, the Company will not disregard the vote as a result of these exclusions if it is cast:

- as proxy for a person who is entitled to vote in accordance with a direction on the proxy form; or
- by the Chair of the AGM as proxy for a person who is entitled to vote, and the Chair has received express authority to vote undirected proxies as the Chair decides.

Dated: 17 September 2021

By order of the Board



Ann Stubbings  
Company Secretary  
Orora Limited

# Explanatory Notes

These explanatory notes form part of the notice of meeting and should be read in conjunction with it. These explanatory notes have been prepared to provide shareholders with important information regarding the items of business proposed for consideration at the AGM.

## 1. Financial Statements and Reports

As required by section 317 of the Corporations Act, the Financial Statements of the Company and the Directors' Report and Auditor's Report of the Company for the most recent financial year (namely the financial year ended 30 June 2021) will be laid before the AGM.

There is no requirement for a formal resolution on this item. Accordingly, there will be no formal resolution put to the AGM in respect of the Financial Statements of the Company and Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2021. However, shareholders will be given a reasonable opportunity at the AGM to comment and raise questions on the Financial Statements of the Company and Directors' Report and Auditor's Report of the Company. Shareholders will also be able to ask the Company's Auditor questions. Shareholders may and are encouraged to submit questions in advance of the meeting in accordance with the instruction on pages 10 and 11 of this notice.

## 2. Re-election of Directors

In accordance with Rule 20.1 of the Company's Constitution and Listing Rules 14.3 - 14.5, Mr Jeremy Sutcliffe and Ms Sam Lewis will retire by rotation and, being eligible, offer themselves for re-election.

### (a) Re-election of Jeremy Sutcliffe as a Non-Executive Director



Jeremy Sutcliffe is an independent Non-Executive Director. He was appointed a Director of the Company in December 2013 and was last elected by shareholders at the 2018 AGM. Mr Sutcliffe retires by rotation in accordance with Rule 20.1 of the Company's Constitution and offers himself for re-election at this meeting. Jeremy has broad international corporate experience as CEO of two ASX Top 100 companies and has extensive experience with businesses operating in North America and Europe with diverse trading relationships in Asia. A qualified lawyer in Australia and the UK, Jeremy previously held positions with Baker McKenzie, London and Sydney, Sims Metal Management Limited and associated companies (including Group CEO), and Interim Managing Director & CEO and Chair of CSR Limited.

#### Directorships of listed entities and other directorships and offices

##### Current:

- Director, Amcor Limited (since October 2009)

##### Recent (last 3 years):

- Member, Advisory Board of Veolia Environmental Services Australia (June 2010 to December 2018)

##### Board Committee membership

- Member, Audit, Risk & Compliance, Human Resources and Nomination Committees

### (b) Re-election of Samantha Lewis as a Non-Executive Director



Samantha (Sam) Lewis is an independent Non-Executive Director. She was appointed a Director of the Company in March 2014 and was last elected by shareholders at the 2019 AGM. Ms Lewis retires by rotation in accordance with Rule 20.1 of the Company's Constitution and offers herself for re-election at this meeting. Sam is a chartered accountant and has extensive financial experience, including as lead auditor to a number of major ASX-listed entities. She gained 24 years' experience with Deloitte, where she was a Partner for 14 years. In addition to external audits, Sam provided accounting and transactional advisory services to major organisations in Australia, and has significant experience working with manufacturing and consumer business organisations.

Sam holds a Bachelor of Arts, Economics from the University of Liverpool in the UK, and is a member of the Institute of Chartered Accountants in Australia and the Institute of Chartered Accountants in England and Wales.

#### Directorships of listed entities and other directorships and offices

##### Current:

- Chair, APRA Audit and Risk Committee (since June 2016)
- Director, Aurizon Holdings Limited (since February 2015)
- Director, Nine Entertainment Co Holdings Limited (since March 2017)

##### Board Committee membership

- Chair, Audit, Risk & Compliance Committee
- Member, Executive and Safety, Sustainability & Environment Committees

##### Board recommendation

The Directors (other than Mr Jeremy Sutcliffe and Ms Sam Lewis in relation to their own re-election) consider that Mr Jeremy Sutcliffe and Ms Sam Lewis qualify as an independent Non-Executive Director and unanimously recommend that shareholders vote in **favour** of resolution 2(a) and (b). Mr Jeremy Sutcliffe and Ms Sam Lewis make no recommendation in relation to resolution 2(a) or (b) due to their interests in the respective resolutions.

### 3. Incentive Grants to Managing Director and Chief Executive Officer

The Company remunerates its Executive KMP (being all KMP other than the Non-Executive Directors) and other eligible executives using a combination of fixed and variable remuneration, with a greater emphasis on variable (at-risk) remuneration designed to directly incentivise performance. Details of the current total remuneration package of Orora's Managing Director and Chief Executive Officer, Mr Brian Lowe, are set out in the Remuneration Report of the 2021 Orora Annual Report. Mr Lowe currently receives:

- fixed remuneration (FR) of \$1,250,000 per annum, including superannuation benefits. From 1 October 2021, Mr Lowe will receive FR of \$1,283,171 (FY22 FR) per annum, including superannuation benefits;
- a short-term incentive grant, with a maximum opportunity of 100% of his FY22 FR for the financial year ending 30 June 2022; and
- a long-term incentive grant, with a maximum opportunity of 70% of his FY22 FR for the financial year ending 30 June 2022 (subject to shareholder approval).

Under ASX Listing Rule 10.14, shareholder approval is required in order for a Company to issue equity to a Director under an employee incentive scheme. As such, shareholders are asked to approve the following grants under the Company's short-term incentive (STI) plan and long-term incentive (LTI) plan to Mr Lowe, on the terms set out below. If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Lowe.

#### [a] Short-term incentive grant to Managing Director and Chief Executive Officer

The Company's STI plan is designed to reward Executive KMP and other eligible executives for the achievement of the Company's key short-term (annual) performance measures, which typically include safety, strategic initiatives and a strong weighting towards financial growth and returns. Two-thirds of an award under the STI plan is made in the form of a cash payment following the release of the end of year results and the remaining one-third comprises time restricted rights to Orora shares (Deferred Share Rights). Deferred Share Rights are used by the Company as equity deferral under the STI plan to both align overall reward outcomes to value creation for shareholders, and act as a retention tool.

Approval is being sought from shareholders for the Managing Director and Chief Executive Officer, Mr Lowe, to participate in the STI plan and receive Deferred Share Rights on the terms below for the financial year ending 30 June 2022.

Overview of the proposed grant:

#### ENTITLEMENT UNDER THE STI OFFER

The number of Deferred Share Rights to be granted to Mr Lowe will be calculated:

- a. as a percentage of the total STI award payable following the financial year ending 30 June 2022 (Relevant Performance Period); and
- b. by reference to the volume-weighted average price (VWAP) of the Company's shares for the five trading days up to and including 30 June 2022.

The range of the STI award payable to Mr Lowe is 0-100% of his FR for the Relevant Performance Period. As one-third of any STI award will consist of Deferred Share Rights, the maximum value of the Deferred Share Rights granted to Mr Lowe in respect of the Relevant Performance Period will be \$427,724. Each Deferred Share Right is a right to acquire one share in the Company, subject to meeting the vesting conditions.

As the VWAP of the Company's shares for the five trading days up to and including the end of the Relevant Performance Period is currently unknown, the maximum number of Deferred Share Rights (if any) to be granted to Mr Lowe cannot be specified. The method for calculating the number of Deferred Share Rights to be granted to Mr Lowe is set out below.

The Board has set performance targets for Mr Lowe for the Relevant Performance Period against which his entitlement to a grant under the STI plan will be measured. These targets range across financial, strategic, and personal measures, with a safety overlay applied to any STI grant. The weighting attributed to each of these targets is as follows:

Target	% Weighting
Profit before interest and tax (PBIT)	60% (with a stretch weighting of 100%)
Average working capital as a % of sales	10%
Individual objectives	30%

#### Safety overlay

Any STI grant to be made to Mr Lowe on satisfaction of the above targets is also subject to Orora's performance against a set of safety objectives, measured against key safety metrics. In the event that these safety objectives are not met, any STI grant to Mr Lowe may be reduced by up to 10% at the Board's discretion.

The Board has chosen the above targets to provide an appropriate balance of financial and non-financial metrics which incentivises performance against the Company's short-term objectives.

In conducting its assessment of Mr Lowe's performance against the above targets, the Board also considers:

- a. how Mr Lowe's performance aligned to the Company's values;
- b. how proactive Mr Lowe was in overcoming challenges in the delivery of the final outcome; and
- c. what Mr Lowe's individual contribution was to the collective performance of the Company.

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**Example**

As an illustration only, set out below is an example of the calculation of the number of Deferred Share Rights that may be granted to Mr Lowe under the STI plan in respect of the Relevant Performance Period, on the basis that:

a. Mr Lowe's FY22 FR is \$1,283,171; and

assuming that:

b. based on his performance during that financial year, the Board determines that Mr Lowe's STI award will be 70% of his FY22 FR; and

c. the VWAP of Orora shares on the ASX during the five trading days up to and including 30 June 2022 is \$3.45, the number of Deferred Share Rights to be granted to Mr Lowe would be calculated as follows:

$$[(\$1,283,171 \times 70\%) \times 1/3] \div \$3.45$$

Based on the above assumptions, and the assumption that Mr Lowe's stipulated safety objectives under the safety overlay were achieved, Mr Lowe would be granted 86,784 Deferred Share Rights.

The above calculation is shown by way of example only and does not commit the Board to the figures above, including the STI award for Mr Lowe and the VWAP of Orora shares for the relevant period. It is also important to note that the relevant VWAP of Orora shares will directly affect the number of Deferred Share Rights that may be granted to Mr Lowe.

Where Deferred Share Rights vest under the STI plan, the Company intends to satisfy each right to acquire a share in respect of each Deferred Share Right by on-market purchases on behalf of Mr Lowe; however the Company may instead issue new ordinary shares to Mr Lowe.

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<b>DATE OF GRANT</b>	If shareholder approval is obtained, and assuming that Mr Lowe becomes eligible to receive a grant under the STI plan, the Deferred Share Rights will be granted to Mr Lowe by no later than 30 September 2022.
<b>VESTING PERIOD AND CONDITIONS</b>	<p>The vesting period for the Deferred Share Rights is two years from the date of the grant. The vesting of Deferred Share Rights is conditional upon Mr Lowe's continued employment with the Company throughout this period.</p> <p>Any Deferred Share Rights that do not vest will lapse.</p> <p>The Board has overall discretion on the final STI outcome for Mr Lowe, mitigating the risk of unintended award outcomes, including reducing any STI grant to Mr Lowe in the event safety objectives are not met and to determine how share rights may be treated in the event of a material event (such as an acquisition, divestment or change of control) affecting the Company. The Board retains discretion regarding grant, lapse, forfeiture and claw-back if, in its opinion, Mr Lowe has acted in a manner contrary to Orora values, or in a manner that brings the Company or any company within the Orora Group into disrepute.</p>
<b>TRADING RESTRICTIONS</b>	Shares allocated following the vesting of Deferred Share Rights are not subject to any specific trading restrictions other than the general restrictions set out in the Company's Share Trading and Minimum Shareholding Policies.
<b>PRICE PAYABLE ON GRANT OR EXERCISE</b>	No amount is payable in respect of any grant or on the vesting of Deferred Share Rights.
<b>CESSATION OF EMPLOYMENT</b>	<p>If Mr Lowe ceases employment with the Company before the Deferred Share Rights vest, then all unvested Deferred Share Rights will lapse.</p> <p>However, in limited circumstances, including, for example, retirement, the Board may exercise its discretion to determine the treatment of unvested Deferred Share Rights and, to the extent permitted by law, may elect to settle any Deferred Share Rights by way of a cash payment (rather than ordinary shares).</p>
<b>OTHER REQUIRED INFORMATION</b>	<p>Approval is being sought for the grant of Deferred Share Rights to Mr Lowe under Listing Rule 10.14.1 because he is a Director of the Company.</p> <p>Mr Lowe was granted 127,032 Deferred Share Rights in accordance with shareholder approval at the 2020 AGM in his capacity as Managing Director and Chief Executive Officer. No consideration was payable by Mr Lowe in respect of this grant.</p> <p>There is no loan scheme in relation to the acquisition of the Deferred Share Rights issued under the STI plan.</p> <p>Details of any Deferred Share Rights issued to Mr Lowe under the STI plan will be published in Orora'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 Deferred Share Rights under the STI plan after resolution 3(a) is approved and who were not named in this notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.</p>

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## (b) Long term incentive grant to Managing Director and Chief Executive Officer

Approval is being sought from shareholders for the Managing Director and Chief Executive Officer, Mr Lowe, to participate in the Company's LTI plan and receive Performance Rights on the terms below for the Relevant Performance Period. Performance Rights are used by the Company under the LTI as they reward Mr Lowe for the achievement of long-term sustainable business outcomes and value creation for shareholders by requiring the achievement of set financial hurdles over the Performance Period in order for the Performance Rights to vest.

# Performance Rights	Vesting (subject to relevant performance conditions being met)
273,847	Following the release of the full year results for the financial year ending 30 June 2024 (anticipated to be in August 2024) but will be subject to an additional one year employment holding lock before vesting.

Details of Orora's LTI plan are contained in the Remuneration Report. The key terms of the Performance Rights to be granted to Mr Lowe for the financial year ending 30 June 2022 are set out below.

Overview of the proposed grant:

<b>ENTITLEMENT UNDER THE LTI OFFER</b>	<p>Each Performance Right is a right to acquire one share in the Company. The maximum number of shares that may be acquired by Mr Lowe under the grant is 273,847 shares arising from the vesting of Performance Rights.</p> <p>The number of Performance Rights proposed to be awarded to Mr Lowe has been calculated by reference to market value, using the VWAP of the Company's ordinary shares traded on the ASX over the five trading days up to and including 30 June 2021, which is \$3.28.</p> <p>The value of the grant represents 70% of the Mr Lowe's FY22 FR, being \$898,220.</p> <p>Where Performance Rights vest under the LTI plan, the Company intends to satisfy each right to acquire a share in respect of each Performance Right by on-market purchases on behalf of Mr Lowe; however the Company may instead issue new ordinary shares to Mr Lowe.</p>												
<b>DATE OF GRANT</b>	If shareholder approval is obtained, the Performance Rights will be granted to Mr Lowe by no later than 12 months after the date of the 2021 AGM.												
<b>PERFORMANCE CONDITIONS FOR THE GRANT</b>	<p>Two performance conditions apply to the LTI Performance Rights grant as detailed below:</p> <table><thead><tr><th>Earnings Per Share (EPS) (with a Return on Average Funds Employed (RoAFE) gateway) 50% weighting</th><th>Relative Total Shareholder return (RTSR) (with an Absolute Total Shareholder Return (ATSR) gateway) 50% weighting</th></tr></thead></table> <p>Performance Rights to be granted to Mr Lowe are subject to the EPS performance condition (with RoAFE gateway) (50% weighting) and the RTSR performance condition (with an ATSR gateway) (50% weighting).</p> <p><b>EPS Condition</b></p> <p>EPS measures the earnings generated by the Company attributable to each share on issue. EPS will be calculated based on the Company's net profit after tax excluding significant items, calculated on a constant currency basis (subject to Board discretion) for the relevant financial year, divided by the weighted average number of shares on issue during the year.</p> <p>The EPS base starting point will be 16.9 cents, being the Company's normalised result for the continuing businesses (excluding the Australasian Fibre business sold in April 2020) for the full financial year ended 30 June 2021, excluding significant items. The Board (excluding Mr Lowe) has reviewed the EPS targets for the purpose of determining the percentage of Performance Rights that will vest under the LTI grant, to reflect the underlying business performance.</p> <p>The growth in the Company's EPS over the relevant Performance Period will be calculated as the increase in EPS over the base of 16.9 cents on a constant currency basis. The compound growth in EPS will be expressed as a cumulative percentage.</p> <p>The percentage of Performance Rights that will vest (subject to achievement of the RoAFE gateway) will be determined as follows, subject to any adjustments for abnormal or unusual profit items that the Board, in its discretion, considers appropriate:</p> <table><thead><tr><th>EPS Growth</th><th>% of Performance Rights/Options that will vest</th></tr></thead><tbody><tr><td>less than 4%</td><td>0%</td></tr><tr><td>at 4%</td><td>50%</td></tr><tr><td>between 4% and 8%</td><td>straight line vesting between 50% and 100%</td></tr><tr><td>at 8% and above</td><td>100%</td></tr></tbody></table> <p><b>EPS Condition (with RoAFE gateway)</b></p> <p>50% of any LTI grant to Mr Lowe is subject to an EPS condition (based on the Company's compound annual growth rate in EPS over the Performance Period), with a separate minimum gateway based on RoAFE.</p>	Earnings Per Share (EPS) (with a Return on Average Funds Employed (RoAFE) gateway) 50% weighting	Relative Total Shareholder return (RTSR) (with an Absolute Total Shareholder Return (ATSR) gateway) 50% weighting	EPS Growth	% of Performance Rights/Options that will vest	less than 4%	0%	at 4%	50%	between 4% and 8%	straight line vesting between 50% and 100%	at 8% and above	100%
Earnings Per Share (EPS) (with a Return on Average Funds Employed (RoAFE) gateway) 50% weighting	Relative Total Shareholder return (RTSR) (with an Absolute Total Shareholder Return (ATSR) gateway) 50% weighting												
EPS Growth	% of Performance Rights/Options that will vest												
less than 4%	0%												
at 4%	50%												
between 4% and 8%	straight line vesting between 50% and 100%												
at 8% and above	100%												

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**RoAFE gateway**

In order for any Performance Rights subject to the EPS performance condition to vest, the Company will first need to meet a minimum RoAFE gateway of 15%.

RoAFE will be calculated as earnings before interest and tax (excluding significant items earned by the Company during the relevant reporting period, subject to Board discretion), divided by the average funds employed by the Company as at the 30 June testing date.

If the RoAFE gateway for the grant is not met in the Performance Period, all Performance Rights subject to this condition will lapse. If the RoAFE gateway for the grant is met in the relevant Performance Period, the relevant Performance Rights will vest, in accordance with the EPS vesting schedule above.

**RTSR condition (with an ATSR gateway)**

50% of any LTI grant to Mr Lowe is subject to a RTSR performance condition. The RTSR performance condition measures the growth in the Company's share price together with the value of dividends declared and other returns of capital paid during the Performance Period compared to companies ranked 50 to 150 (with no exceptions) on the S&P/ASX index (as at 1 July 2021) (**Comparator Group**). The Comparator Group has been selected because the Board considers that this group appropriately reflects Orora's current market position.

The percentage of Performance Rights subject to the RTSR condition that vest under the grant, if any, will be determined by reference to the percentile ranking achieved by the Company over the relevant Performance Period compared to the other entities in the Comparator Group as follows:

<b>RTSR Performance</b>	<b>% of Performance Rights/Options that will vest</b>
less than 50th percentile	0%
at 50th percentile	50%
between 50th and 75th percentile	straight line vesting between 50% and 100%
at 75th percentile and above	100%

**ATSR gateway**

In addition, for any Performance Rights subject to this performance condition to vest, Orora's ATSR over the Performance Period must not be negative. If Orora's ATSR over the Performance Period is negative, no Performance Rights subject to this performance condition will vest, regardless of Orora's relative performance against the Comparator Group. If Orora's ATSR over the Performance Period is not negative, the Performance Rights in the grant will vest in accordance with the RTSR vesting schedule above.

To ensure the impact of share price volatility is minimized, the share prices used to calculate the Total Shareholder Return (**TSR**) of the Company and each Comparator Group company for the Performance Period will be measured as follows:

- the opening share price will be the VWAP on the ASX of the Company's ordinary shares, or the applicable Comparator Group company, for the 20 trading days leading up to and ended on 30 June 2021; and
- the closing share price will be the VWAP on the ASX of the Company's ordinary shares, or the applicable Comparator Group company, for the 20 trading days ending on the last day of the Performance Period.

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**PERFORMANCE PERIOD AND VESTING**

The Performance Period for the grant is from 1 July 2021 through to 30 June 2024.

The EPS performance condition (and RoAFE gateway), and TSR performance condition, will be tested shortly after the end of the Performance Period for the grant and vesting will be subject to an additional one year employment holding lock before vesting. Any Performance Rights that do not vest will lapse.

The Board retains discretion regarding grant, lapse, forfeiture and claw-back if, in its opinion, Mr Lowe has acted in a manner contrary to Orora values, or in a manner that brings the Company or any company within the Orora Group into disrepute. The Board also retains discretion to alter the vesting conditions of Performance Rights where there is a material event (such as an acquisition, divestment or change of control) or other strategic initiative that affects the Company's capital structure and the relevance of the vesting conditions.

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**TRADING RESTRICTIONS**

Shares allocated following the vesting of Performance Rights are not subject to any specific trading restrictions other than the general restrictions set out in the Company's Share Trading and Minimum Shareholding Policies.

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**PRICE PAYABLE ON GRANT OR EXERCISE**

No amount is payable by Mr Lowe in respect of the grant or on the vesting of Performance Rights.

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<b>CESSATION OF EMPLOYMENT</b>	<p>If Mr Lowe ceases employment with the Company before the Performance Rights vest, then all unvested Performance Rights will lapse.</p> <p>However, in limited circumstances, including, for example, retirement, the Board may exercise its discretion to determine the treatment of unvested Performance Rights and, to the extent permitted by law, may elect to settle any Performance Rights by way of a cash payment [rather than ordinary shares].</p>
<b>OTHER REQUIRED INFORMATION</b>	<p>Approval is being sought for the grant of Performance Rights to Mr Lowe under Listing Rule 10.14.1 because he is a Director of the Company.</p> <p>Mr Lowe was granted 339,147 Performance Rights in November 2020 in accordance with shareholder approval at the 2020 AGM. No consideration was payable by Mr Lowe in respect of the grant or vesting of the Performance Rights. The Performance Rights will vest following the release of the full year results for the financial year ending 30 June 2023 [anticipated to be in August 2023], subject to performance conditions being met, and will be subject to an additional one year employment holding lock.</p> <p>There is no loan scheme in relation to the acquisition of Performance Rights issued under the LTI plan.</p> <p>Details of any Performance Rights issued to Mr Lowe under the LTI plan will be published in Orora'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 Performance Rights under the LTI plan after resolution 3(b) is approved and who were not named in this notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.</p>

#### **Board recommendation**

The Directors (other than Mr Lowe) unanimously recommend that shareholders eligible to do so vote in **favour** of resolutions 3(a) and 3(b). For the voting exclusions applicable to resolution 3(a) and (b), please refer to page 3 of this notice of meeting.

## **4. Remuneration Report**

The Remuneration Report for the financial year ended 30 June 2021 is set out in the Directors' Report section of the 2021 Annual Report and is also available on the Company's website at [www.ororagroup.com](http://www.ororagroup.com).

The Remuneration Report sets out in detail the Company's policy for determining remuneration for Directors and other KMP. It includes information on the elements of remuneration that are performance based, the performance conditions that apply and the methodology used to assess satisfaction of those performance conditions.

The vote on item 4 is advisory only, and does not bind the Directors or the Company. However, shareholders will be given a reasonable opportunity to comment on and ask questions about the Remuneration Report.

#### **Board recommendation**

The Directors unanimously recommend that shareholders eligible to do so vote in **favour** of the adoption of the Remuneration Report. For the voting exclusions applicable to resolution 4, please refer to page 3 of this notice of meeting.

# Information for shareholders

## 1. Eligibility

### Shareholders

Shareholders will be eligible to vote and ask questions at the AGM if they are registered holders of ordinary shares in the Company as at 7:00pm (Melbourne time) on Tuesday, 19 October 2021.

### Proxies

A shareholder entitled to be present virtually and vote at the AGM is entitled to appoint a proxy. A proxy need not be a shareholder of the Company.

The appointment of one or more proxies will not preclude a shareholder from being present virtually, voting and asking questions.

A shareholder entitled to cast more than one vote on a resolution may appoint two proxies, in which case the shareholder should specify the proportion or number of votes that each proxy is appointed to exercise. If no proportions or numbers are specified, each proxy may exercise half of the shareholder's votes.

Shareholders are encouraged to direct their proxies how to vote on each resolution by selecting the 'for', 'against' or 'abstain' box for each item on the proxy form. If a proxy chooses to vote, then he/she must vote in accordance with the directions set out in the proxy appointment form.

If the Chair of the AGM is appointed, or taken to be appointed, as a proxy but the appointment does not direct the proxy how to vote on a resolution, then the Chair intends to exercise the relevant shareholder's votes in favour of the relevant resolution (subject to the other provisions of these notes, including any voting exclusions set out in this notice).

In order for the proxy appointment to be valid, completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned before 10.30am (Melbourne time) on Tuesday, 19 October 2021 in one of the following four ways:

- by mail: Locked Bag A14, SYDNEY SOUTH, NSW 1235
- online at: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)
- by facsimile: [+612] 9287 0309
- by hand (within business hours): Level 12, 680 George Street, SYDNEY, NSW 2000, subject to any COVID-19 public orders and restrictions.

### Attorneys

A shareholder may appoint an attorney to participate in the AGM, including vote, on his or her behalf. For an appointment to be effective for the AGM, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its registered office or by the Company's Share Registry by no later than 10.30am (Melbourne time) on Tuesday, 19 October 2021.

### Corporate representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the AGM in accordance with section 250D of the Corporations Act.

If you wish to appoint a body corporate as your proxy, you must specify on the proxy form:

- the full name of the body corporate appointed as proxy; and
- the full name or title of the individual representative of the body corporate who will be present virtually at the AGM.

Representatives should provide satisfactory evidence of their appointment including any authority under which that appointment is signed (unless previously given to the Company).

## 2. Voting and Questions

**How to vote prior to the meeting** – Shareholders are encouraged to lodge a direct vote or appoint a proxy, attorney or corporate representative to vote before the AGM online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), or by submitting a voting form to the share registry. Please note that your votes need to be received by no later than 10.30am (Melbourne time) on Tuesday, 19 October 2021. To log in, you will need your holder identifier (SRN, HIN or employee identification) and postcode.

**How to ask questions prior to the meeting** – Shareholders are strongly encouraged to submit questions before the meeting so that the Company can consider and address relevant questions as part of the AGM presentation. Questions can be submitted by shareholders before the meeting online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) by logging into your holding, selecting voting and then 'ask a question'. Submitting questions in advance of the meeting will facilitate a considered reply of relevant questions, but will not stop any shareholder, proxy, attorney or corporate representative from asking questions at the AGM should they wish to do so.

To be considered in advance of the meeting, written questions must be received by no later than 10.30am (Melbourne time) on Tuesday, 19 October 2021. Please note that individual responses will not be sent.

**How to be present virtually (online) and vote at the AGM** – Due to ongoing COVID-19 developments and restrictions at the time of this notice, physical attendance at the AGM will not be possible. However, shareholders will have the opportunity to be present virtually and will be able to vote electronically via an online platform (including lodging a vote in real time and asking questions online). Please note that there may be a 15-30 second delay when attending online or watching the webcast. The online platform can be accessed at <https://agmlive.link/DRAAGM21>. To vote or ask a question, shareholders will need their holder identifier (SRN, HIN or employee identification) and postcode. Proxies will need to enter the code that Link will send via email 24 hours before the AGM.

Voting will open at commencement of registration.

More information regarding online participation at the AGM, including how to vote and ask questions through the online platform is available in the Virtual Meeting Online Guide. The Guide is available on Orora's website and has been lodged with the ASX.

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**How to attend and ask questions by telephone** – Shareholders, proxyholders, corporate representatives or attorneys who are unable or do not wish to access the meeting online will be able to participate by teleconference by dialing 1800 416 518 (within Australia) or +61 2 9189 8864 (internationally) at least 10 minutes before the AGM starts. You will need to obtain a personalised PIN number to register, which can be requested before the AGM by phoning 1800 990 363 or +61 1800 990 363.

If your holding cannot be verified by the telephone moderator, you will attend the meeting as a visitor.

To ask a question during the AGM, select \*1 on your handset. You will receive instructions on how to ask a question during the Meeting from the phone moderator.

It will not be possible to vote by telephone.

More information on how to participate in the meeting by telephone is available in the Virtual Meeting Online Guide available on Orora's website.

### **3. Poll**

The Chair intends to call a poll on each of the resolutions set out in this notice of meeting.

### **4 Technical difficulties**

In the event that technical issues arise during the course of the AGM, the Company will have regard to the impact of the technical issues on shareholders participating and casting direct votes online. The Chair of the AGM may, in exercising his powers as the Chair, issue any instructions for resolving the issue and may continue the meeting if it is appropriate to do so.



## LODGE YOUR VOTE

-  **ONLINE**  
www.linkmarketservices.com.au
-  **BY MAIL**  
Orora Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia
-  **BY FAX**  
+61 2 9287 0309
-  **BY HAND**  
Link Market Services Limited  
Level 12, 680 George Street, Sydney NSW 2000
-  **ALL ENQUIRIES TO**  
Telephone: 1800 207 622      Overseas: +61 1800 207 622

## VOTING/PROXY FORM

I/We being a member(s) of Orora Limited and entitled to attend and vote hereby appoint:

**STEP 1** Please mark either A or B

### A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)

 in relation to the Annual General Meeting of the Company to be held at **10:30am on Thursday, 21 October 2021**, and at any adjournment or postponement of the Meeting.

You should mark either “for” or “against” for each item. Do not mark the “abstain” box.

OR

### B APPOINT A PROXY

the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am on Thursday, 21 October 2021** (the Meeting) and at any postponement or adjournment of the Meeting.

The meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/ORAAGM21> (refer to details in the Virtual General Meeting Online Guide and Notice of Meeting).

**Important for Resolutions 3(a), 3(b) and 4 – Authorisation to Chair:** Where the Chair of the Meeting is appointed as my/our proxy, or may be appointed by default, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy as the Chair of the Meeting decides in respect of Resolutions 3(a), 3(b) and 4, (except where I/we have given a different voting direction below) even though the resolutions are connected directly or indirectly with the remuneration of a member of the Company’s key management personnel (KMP).

**The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.**

## VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

**STEP 2**

Items	For	Against	Abstain*		For	Against	Abstain*
<b>2(a)</b> Re-elect as a Director, Mr Jeremy Sutcliffe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>3(b)</b> Long Term Incentive grant to Managing Director and Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2(b)</b> Re-elect as a Director, Ms Samantha Lewis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>4</b> Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3(a)</b> Short Term Incentive grant to Managing Director and Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 \* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder’s attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company’s constitution and the *Corporations Act 2001* (Cth).

**STEP 3**



# HOW TO COMPLETE THIS SHAREHOLDER VOTING/PROXY FORM

## YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

## VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chair of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chair's decision as to whether a direct vote is valid is conclusive.

## VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company. If you appoint someone other than the Chair of the Meeting as your proxy, you will also be appointing the Chair of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

## DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

## VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

**To vote all of your shares:** You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction. If you mark more than one box on an item your vote on that item will be invalid. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses.

**To vote a portion of your shares:** You may direct your proxy to vote a portion of your voting rights in a certain manner by inserting the percentage or number of shares you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting rights, otherwise your vote on that item will be invalid.

**Proxy voting by KMPs and closely related parties:** If you appoint a KMP (other than the Chair of the Meeting) or an Associate or a closely related party of the KMP as your proxy, you should direct them how to vote on Resolutions 3(a), 3(b) and 4 by marking the appropriate box. If you do not do so, the Company will disregard those proxy votes on Resolutions 3(a), 3(b) and 4.

## APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

## SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

## CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

## LODGEMENT OF A VOTING/PROXY FORM

This Voting/Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am on Tuesday, 19 October 2021**, being not later than 48 hours before the commencement of the Meeting. Any Voting/Proxy Form received after that time will not be valid for the scheduled Meeting.

Voting/Proxy Forms may be lodged using the reply paid envelope or:



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN), Holder Identification Number (HIN) or Employee ID as shown on the front of the Proxy Form).



### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



### BY MAIL

Orora Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



### BY FAX

+61 2 9287 0309



### BY HAND

delivering it to Link Market Services Limited\*  
Level 12  
680 George Street  
Sydney NSW 2000

\*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

# Virtual Meeting Online Guide

## Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **[whatismybrowser.com](http://whatismybrowser.com)**

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Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

**To attend and vote you must have your securityholder number and postcode.**

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

**Please make sure you have this information before proceeding.**

# Virtual Meeting Online Guide

Welcome to the Link Meeting 2021

**LINK**Group

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

I have read and accept the [Terms & Conditions](#)

**REGISTER AND WATCH AGM**

Help Number: 1800 990 363

## Step 1

Open your web browser and go to <https://agmlive.link/ORAGM21>

## Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live audio webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

**Note:** If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

## 1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

Voting Card

Please provide your Shareholder or Proxy details

**SHAREHOLDER DETAILS**

Shareholder Number

Post Code

**SUBMIT DETAILS AND VOTE**

OR

**PROXY DETAILS**

Proxy Number

**SUBMIT DETAILS AND VOTE**

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



The presentation will begin at XX:XX am/pm ZONE



+  
Get a Voting Card

?  
Ask a Question

Downloads

- Speakers Bio
- Sustainability Report
- Notice of meeting
- Online Guide

ABC COMPANY PTY LTD X123456789

### Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote Partial Vote

**Resolution 2B**  For  Against  Abstain

RE-ELECTION OF MR. ABC AS A DIRECTOR

**Resolution 2C**  For  Against  Abstain

RE-ELECTION OF MS XYZ AS A DIRECTOR

**Resolution 3**  For  Against  Abstain

RE-ELECTION OF DIRECTORS

**Resolution 4**  For  Against  Abstain

ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

### Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

### Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

**Note:** If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

**Note:** You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

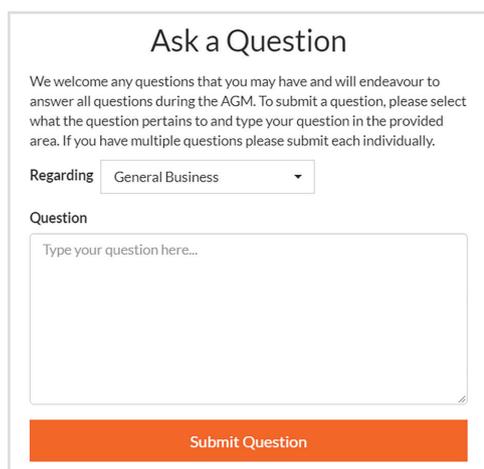
Once voting has been closed all submitted voting cards cannot be changed.

## 2. How to ask a question

**Note:** Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The 'Ask a Question' box will then pop up with two sections for completion.



The 'Ask a Question' form is titled 'Ask a Question' and contains the following elements:

- A welcome message: "We welcome any questions that you may have and will endeavour to answer all questions during the AGM. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually."
- A 'Regarding' section with a dropdown menu currently set to 'General Business'.
- A 'Question' section with a text input field containing the placeholder text 'Type your question here...'. There is a small icon in the bottom right corner of the input field.
- An orange 'Submit Question' button at the bottom.

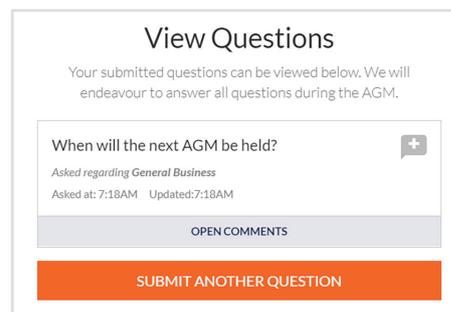
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

Click in the 'Question' section and type your question and click on 'Submit'.

A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



The 'View Questions' box is titled 'View Questions' and contains the following elements:

- A message: "Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM."
- A question card for "When will the next AGM be held?".
- Metadata for the question: "Asked regarding General Business", "Asked at: 7:18AM", and "Updated: 7:18AM".
- A grey button labeled "OPEN COMMENTS" with a plus icon in the top right corner.
- An orange button labeled "SUBMIT ANOTHER QUESTION" at the bottom.

## 3. Downloads

View relevant documentation in the Downloads section.

## 4. Voting closing

Voting will close at the end of the meeting.

## 5. Phone Participation

### What you will need

- a) Land line or mobile phone
- b) The name of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363.

### Joining the Meeting via Phone

#### Step 1

From your land line or mobile device, call:  
Australia Toll Free: 1800 416 518  
International: +61 2 9189 8864

#### Step 2

You will be greeted with a welcome message and provided instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to enter your **PIN** followed by the hash key. This will verify you as a securityholder and allow you to ask a question at the Meeting.

#### Step 3

Once you have entered your **PIN**, you will be greeted by a moderator. Once the moderator has verified your details you will be placed into a waiting room and will hear music playing.

Note, If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

#### Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

## Asking a Question

### Step 1

When the Chair calls for questions, you will be asked to **press \*1** on your keypad should you wish to raise your hand to ask a question.

### Step 2

When it is your time to ask your question, you will hear an auto prompt that your line has been unmuted and you can then start speaking.

Note, if at any time you no longer wish to ask your question, you can lower your hand by **pressing \*1** on your key pad. If you also joined the Meeting online, we ask that you mute your laptop or desktop device while you ask your question.

### Step 3

Your line will be muted once your question has been answered.

## Contact us

### Australia

T +61 1800 990 363  
E [info@linkmarketservices.com.au](mailto:info@linkmarketservices.com.au)