

8 April 2022

The Manager  
Market Announcements Office  
Australian Securities Exchange

Electronic lodgment

Notice of 2022 Annual General Meeting

The following documents are authorised for release by the Company Secretary:

1. Notice of 2022 Annual General Meeting;
2. Voting Form;
3. Shareholder Questions Form; and
4. Virtual Meeting Online Guide.

Tina Mitas  
Company Secretary  
Waypoint REIT  
T +61 3 908 18433  
E [tina.mitas@waypointreit.com.au](mailto:tina.mitas@waypointreit.com.au)

## About Waypoint REIT

Waypoint REIT is Australia's largest listed REIT owning solely service station and convenience retail properties with a high-quality portfolio of properties across all Australian States and mainland Territories. Waypoint REIT's objective is to maximise the long-term income and capital returns from its ownership of the portfolio for the benefit of all security holders.

Waypoint REIT is a stapled entity in which one share in Waypoint REIT Limited (ABN 35 612 986 517) is stapled to one unit in the Waypoint REIT Trust (ARSN 613 146 464). This ASX announcement is prepared for information purposes only and is correct at the time of release to the ASX. Factual circumstances may change following the release of this announcement.

Please refer to the Waypoint REIT website for further information [waypointreit.com.au](http://waypointreit.com.au)



# Notice of Annual General Meeting 2022

Thursday, 12 May 2022, 10:00am (AEST)  
Dexus Place Auditorium, Governor Macquarie Tower  
Level 15, 1 Farrer Place, Sydney NSW 2000  
Virtual meeting link at <https://meetings.linkgroup.com/WPR2022>





# Chair's Letter



Dear Securityholders,

I am pleased to invite you to attend the 2022 Annual General Meeting of Waypoint REIT Limited ABN 35 612 986 517 (**Company**) and the General Meeting of Unitholders in Waypoint REIT Trust ARSN 613 146 464 (**Trust**), which will be held concurrently (together, 'the **AGM**' or 'the **Meeting**').

The AGM will be held at Dexus Place Auditorium, Governor Macquarie Tower, Level 15, 1 Farrer Place, Sydney NSW 2000, on Thursday, 12 May 2022 at 10:00am (AEST).

The meeting will also be held virtually at <https://meetings.linkgroup.com/WPR2022>

Please find enclosed the Notice of Meeting, Voting Notes and Explanatory Notes outlining the formal business of the AGM and a personalised voting and proxy form. Please read the 'Virtual Meeting Online Guide' available on Waypoint REIT's website at [www.waypointreit.com.au/investors](http://www.waypointreit.com.au/investors) before the Meeting to ensure your browser is compatible with the online portal.

Waypoint REIT's 2021 Annual Report, including the Annual Financial Report published on 28 February 2022, is now available on the Waypoint REIT website and we encourage you to review it ahead of the AGM ([www.waypointreit.com.au/investors](http://www.waypointreit.com.au/investors)).

If you have elected to receive a copy of the 2021 Annual Report, a copy will be sent to you by post or electronically. The formal part of the Meeting comprises the following:

1. Consideration of the 2021 Annual Financial Report.
2. The adoption of the 2021 Remuneration Report.
3. The re-election of Laurence Brindle as a Director.
4. The election of Susan MacDonald as a Director.
5. The grant of performance rights to the Managing Director and CEO, Hadyn Stephens.
6. The amendment of the Constitution of Waypoint REIT Limited to approve proportional takeover provisions.
7. The amendment of the Constitution of the Trust to approve proportional takeover provisions.

Voting results of the 2022 AGM will be announced to the ASX following the AGM.

Yours sincerely

A handwritten signature in black ink, appearing to read 'L Brindle'.

**Laurence Brindle**  
Independent Non-Executive Chair

# Agenda Items

Notice is given that the 2022 Annual General Meeting of shareholders of Waypoint REIT Limited (**Company**) will be held in conjunction with a General Meeting of Unitholders of Waypoint REIT Trust (**Trust**) (together, **Waypoint REIT**) at Dexus Place Auditorium, Governor Macquarie Tower, Level 15, 1 Farrer Place, Sydney NSW 2000 on Thursday, 12 May 2022 at 10:00am (AEST) ('the **AGM**' or 'the **Meeting**'). Securityholders can view and participate in the Meeting via the online portal at <https://meetings.linkgroup.com/WPR2022>. Further information on how to participate virtually is set out in this notice and in the 'Virtual Meeting Online Guide' available online at: [www.waypointreit.com.au/investors](http://www.waypointreit.com.au/investors).

For any enquiries relating to virtual participation, please contact Waypoint REIT's share registry on 1800 990 363.

## Agenda items

### 1. Financial Report

To receive and consider the Financial Report of the Company and its controlled entities and the Reports of the Directors and Auditor for the year ended 31 December 2021.

*Note: that no vote is required on this item.*

### 2. Remuneration Report

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

'That the Remuneration Report for the year ended 31 December 2021 be adopted.'

*Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. A voting exclusion statement applies to this resolution (see section 3 of the notes relating to voting).*

### 3. Re-election of Director Laurence Brindle

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

'That Laurence Brindle, being eligible, be re-elected as a Director of the Company.'

### 4. Election of Director Susan MacDonald

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

'That Susan MacDonald, being eligible, be elected as a Director of the Company.'

### 5. Grant of performance rights to the Managing Director and CEO Hadyn Stephens

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company and the Trust:

'That approval be given for the grant of performance rights to the Managing Director and CEO, Hadyn Stephens, as his annual long-term incentive grant for the year ended 31 December 2022 on the terms described in the Explanatory Memorandum to this Notice of Meeting.'

*Note: A voting exclusion statement applies to this resolution (see section 3 of the notes relating to voting).*

### 6. Amendments to the Company Constitution

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

*'That the Constitution of the Company be amended to re-insert the proportional takeover approval provisions in rule 16 of the document tabled at the 2022 Annual General Meeting signed by the Chair for identification purposes, and as described in the Explanatory Memorandum, for a period of three years commencing from the close of the 2022 Annual General Meeting.'*

### 7. Amendments to the Trust Constitution

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

*'That the Constitution of the Trust be amended to re-insert the proportional takeover approval provisions in clause 17 of the document tabled at the 2022 Annual General Meeting signed by the Chair for identification purposes, and as described in the Explanatory Memorandum, for a period of three years commencing from the close of the 2022 Annual General Meeting.'*

*Note: A voting exclusion statement applies to this resolution (see section 3 of the notes relating to voting).*

**The notes relating to voting and the Explanatory Memorandum form part of this Notice of Meeting.**

By Order of the Board



**Tina Mitas**  
Company Secretary  
8 April 2022

# Notes Relating to Voting

## 1. Stapled securityholder meetings

At present, the shares in the Company and the units in the Trust are stapled together under the Company's Constitution and the Trust's Constitution to form stapled securities. This means that all shareholders of the Company are also unitholders of the Trust and, as such, the meetings of the Company and the Trust are held concurrently.

## 2. Entitlement to vote

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of securities in Waypoint REIT as at 7:00pm (AEST) on Tuesday, 10 May 2022 will be entitled to attend and vote at the Meeting as a securityholder.

Security transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

VER Limited, as responsible entity of the Trust (**VER**), and its associates are not entitled to vote on a resolution if they have an interest in the resolution or matter other than as a member of the Trust in accordance with section 253E of the Corporations Act.

If more than one joint holder of securities is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

On a poll:

- in the case of a resolution of the Company, each shareholder has one vote for each share held in the Company; and
- in the case of a resolution of the Trust, each unitholder has one vote for each \$1.00 of the value of the units held in the Trust.

## 3. Voting exclusions

### 3.1 Item 2

Waypoint REIT will disregard any votes cast on item 2:

- by or on behalf of a member of the key management personnel (**KMP**) named in the Remuneration Report for the year ended 31 December 2021 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the KMP at the date of the Meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on item 2:

- in accordance with a direction in the proxy form; or
- by the Chair of the Meeting pursuant to an express authorisation to exercise the proxy even though item 2 is connected with the remuneration of the KMP.

### 3.2 Item 5

Waypoint REIT will disregard any votes cast on item 5:

- in favour of the resolution, by or on behalf of Hadyn Stephens and any of his associates, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the KMP at the date of the meeting or their closely related parties,

unless the vote is cast on item 5:

- as proxy or attorney for a person entitled to vote on item 5 in accordance with a direction given to the proxy or attorney to vote on the Item in that way; or
- as proxy for a person entitled to vote on item 5 by the Chair of the Meeting pursuant to 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 item 5; and
  - the holder votes on item 5 in accordance with directions given by the beneficiary to the holder to vote in that way.

### 3.3 Item 7

In accordance with section 253E of the Corporations Act, Waypoint REIT will disregard any votes cast on the resolution in item 7 by VER and its associates, unless the vote is cast as proxy for a person entitled to vote on the resolution in item 7 in accordance with the direction on the proxy form.

## 4. Proxies

- (a) A securityholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the securityholder. A proxy need not be a securityholder and can be either an individual or a body corporate.
- (b) A securityholder can appoint a proxy by completing and returning a signed proxy form (see section 5 of these notes relating to voting, and the proxy form). If the appointment is signed by an attorney, the power of attorney (or a certified copy) must be received by the share registry in the manner specified by the proxy form below.
- (c) A securityholder that is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the securityholder's votes.
- (d) If a securityholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:
  - appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
  - provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting.
- (e) If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.
- (f) Unless the Chair of the Meeting is your proxy, members of the KMP (which includes each of the Directors) will not be able to vote as proxy on items 2 and 5, unless you direct them how to vote. If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, you should ensure that you direct that person how to vote on items 2 and 5.
- (g) A securityholder may appoint the Chair of the Meeting as proxy. In addition, the Chair of the Meeting is deemed to be appointed where a signed proxy form is returned which does not contain the name of the proxy or where the person appointed on the form is absent.
- (h) If you intend to appoint the Chair of the Meeting as your proxy, you can direct the Chair how to vote by marking the boxes for the relevant resolution (for example, if you wish to vote "for", against" or to "abstain" from voting). However, if you appoint the Chair as your proxy, or the Chair is taken to be appointed your proxy, and you do not mark a box next to items 2 or 5, then by completing and returning the proxy form, you will be expressly authorising the Chair to vote as they see fit in respect of items 2 and 5 even though they are connected with the remuneration of the KMP.

(i) If:

- a poll is duly demanded at the Meeting in relation to a proposed resolution; and
- a securityholder has appointed a proxy (other than the Chair of the Meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- that securityholder's proxy is either not recorded as attending the Meeting or does not vote on the resolution, the Chair of the Meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the securityholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that securityholder.

(j) Please note that for proxies without voting instructions that are exercisable by the Chair of the Meeting, the Chair intends to vote all available proxies in favour of each resolution.

## 5. Proxy form

Proxy forms must be received by the share registry no later than 10:00am (AEST) on Tuesday, 10 May 2022.

A proxy form can be submitted:

**Online:**

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

**By mail:**

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

**Facsimile:**

+61 2 9287 0309

**By personal delivery:**

Link Market Services Limited  
Level 12, 680 George Street  
Sydney NSW 2000

# Notes Relating to Voting

## 6. Corporate representatives

A body corporate that is a securityholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it has been signed, unless it has previously been given to Waypoint REIT or the share registry.

## 7. Attorney

A securityholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the Meeting. An attorney may but need not be a member of Waypoint REIT.

An attorney may not vote at the Meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the share registry in the same manner, and by the same time, as outlined above for proxy forms.

## 8. Asking questions

### Before the AGM

Securityholders may submit written questions in advance of the Meeting relating to the business of the Meeting, including questions for the auditor, PricewaterhouseCoopers. Questions for the auditor must relate to the content of the Auditor's Report or the conduct of the audit of the Financial Report. Questions submitted in advance of the Meeting should be received by the share registry no later than 5:00pm (AEST) on Thursday, 5 May 2022.

Please submit any written questions:

#### Online:

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

via your Investor Login.

#### By mail:

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

#### Facsimile:

+61 2 9287 0309

#### By personal delivery:

Link Market Services Limited  
Level 12, 680 George Street  
Sydney NSW 2000

## During the AGM

Securityholders as a whole will have a reasonable opportunity to ask questions via the online platform at <https://meetings.linkgroup.com/WPR2022> and by telephone +61 2 9189 8866. More detailed information on how to ask questions during the meeting is provided in the 'Virtual Meeting Online Guide' available online at [www.waypointreit.com.au/investors](http://www.waypointreit.com.au/investors).

The Chair will endeavour to address the key themes raised during the Meeting. Please note that individual responses will not be sent to securityholders.

## 9. Registration

Registration will commence at 9:30am (AEST) on Thursday, 12 May 2022. For ease of registration, please bring your proxy form to the Meeting.

## 10. COVID-19 and the Meeting

In the context of the coronavirus (COVID-19) pandemic, securityholders who wish to attend the Meeting should take heed of government warnings and recommendations and monitor Waypoint REIT's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the Meeting.

## 11. Online Portal

The Meeting will be webcast live on the website, <https://meetings.linkgroup.com/WPR2022>, and will be archived for later viewing.

Please read the 'Virtual Meeting Online Guide' available on Waypoint REIT's website at [www.waypointreit.com.au/investors](http://www.waypointreit.com.au/investors) before the Meeting to ensure your browser is compatible with the online portal.

# Explanatory Memorandum

This Explanatory Memorandum has been prepared to help securityholders understand the items of business at the forthcoming Meeting.

## 1. Financial Report

The Financial Report, Directors' Report and Auditor's Report for the financial year ended 31 December 2021 will be put before the Meeting. Each of these reports is contained in the 2021 Annual Report, which is available online at [www.waypointreit.com.au/investors](http://www.waypointreit.com.au/investors).

No vote is required on this item of business. However, securityholders will be given a reasonable opportunity to ask questions about, or make comments on, the Financial Report and Directors' Report of Waypoint REIT.

Similarly, a reasonable opportunity will be given to securityholders as a whole to ask Waypoint REIT's auditor, PricewaterhouseCoopers, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by Waypoint REIT in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

## 2. Remuneration Report

Securityholders will have a reasonable opportunity at the Meeting to ask questions about, or make comments on, the Remuneration Report. The Remuneration Report is set out on pages 25 to 39 of the 2021 Annual Report and is available on the website at [www.waypointreit.com.au/investors](http://www.waypointreit.com.au/investors).

The Remuneration Report describes Waypoint REIT's remuneration policy and the remuneration arrangements in place for the KMP, including the Non-Executive Directors, during the year ended 31 December 2021.

The vote on this item is advisory only and does not bind the Directors or the Company. Nevertheless, the discussion on this resolution and the outcome of the vote will be taken into consideration by the Board and the Remuneration Committee when considering future remuneration arrangements.

## Recommendation

The Board unanimously recommends that securityholders vote in favour of the adoption of the Remuneration Report.

## 3. Re-election of Director Laurence Brindle



Rule 8.1(f) of the Company's Constitution specifies that an election of Directors must take place each year and at that meeting one-third of the Directors (rounded down to the nearest whole number, and excluding the Managing Director (if applicable) and any Director not yet elected) must retire from office as Directors.

In addition, no Director may hold office without re-election for three or more years or beyond the third AGM following the meeting at which the Director was last elected to office. Accordingly, Laurence Brindle who was last re-elected by securityholders in 2019 will retire from office at the conclusion of the Meeting and, being eligible, offers himself for re-election at the Meeting.

The Board considers that Laurence Brindle is an independent Non-Executive Director.

### Independent Non-Executive Director

Laurence has been a Non-Executive Director since 10 July 2016 and is the Chair of the Board, and a Member of the Audit and Risk Management, Nomination and Remuneration Committees.

Laurence has extensive experience in funds management, finance and investment and is currently independent Non-Executive Chair of National Storage REIT and a Non-Executive Director of Stockland Property Group.

Until 2009, Laurence was an executive with Queensland Investment Corporation (QIC). During his 21 years with QIC, he served in various senior positions including Head of Global Real Estate, where he was responsible for QIC's large global investment portfolio. Laurence was also a long-term member of QIC's Investment Strategy Committee.

Laurence provides advice to a number of investment institutions on real estate investment and funds management matters. He is a former Chair of the Shopping Centre Council of Australia, and a former Director of Westfield Retail Trust and Scentre Group.

Laurence holds a Bachelor of Engineering (Honours) and a Bachelor of Commerce from the University of Queensland, and a Masters of Business Administration from Cass Business School, London, where he graduated with distinction.

The Board has reviewed the performance of Laurence and believes that he continues to provide a valuable contribution to the Board, including his extensive experience in real estate and funds management.

## Recommendation

For the reasons set out above, the Board (with Laurence Brindle abstaining) unanimously recommends that securityholders vote in favour of the re-election of Laurence Brindle as a Director.



# Explanatory Memorandum continued

## 4. Election of Director Susan MacDonald



Rule 8.1(e) of the Company's Constitution specifies that a Director who is appointed by the Board to be a director, must retire from office at the next annual general meeting. Under rule 8.1(i), a Director who retires under rule 8.1(e) is eligible for re-election and may be re-elected by shareholders.

Susan MacDonald was appointed as a Director on 1 May 2022 and is required to retire in accordance with rule 8.1(e). Susan MacDonald, being eligible, offers herself for election at the Meeting.

Susan has over 30 years of domestic and international experience in property investment management, primarily in the retail sector, including asset, development, and funds management. Susan has extensive knowledge in people management, organisational culture, strategy development and stakeholder engagement.

Susan has held executive positions with Mirvac, Lend Lease, AMP Capital, and Galileo Funds Management, and is a former Joint Deputy Chair, Shopping Centre Council of Australia. Susan holds a Bachelor of Arts (UNSW), is a Graduate of the Australian Institute of Company Directors (GAICD), and a current Global Trustee of Urban Land Institute (ULI).

Susan is currently a Non-Executive Director and Member of the Risk Committee of Queensland Investment Corporation (QIC), an Independent Non-Executive Director and Chair of the Remuneration Committee of Cbus Property, a Non-Executive Director and Member of the Audit and Risk Committee, Landcom and a Strategic Advisor to the Board of Mainbrace Constructions.

Appropriate background checks have been completed. The Board believes that Susan brings valuable knowledge, skills and experience to the Board through her experience in the property industry and accordingly, the Board supports the election of Susan MacDonald.

The Board has determined that Susan MacDonald is an independent Non-Executive Director.

### Recommendation

For the reasons set out above, the Board unanimously recommends that securityholders vote in favour of the election of Susan MacDonald as a Director.

## 5. Grant of performance rights to the Managing Director and CEO Hadyn Stephens



It is proposed that Mr Hadyn Stephens, Managing Director and CEO, be awarded performance rights to Waypoint REIT stapled securities under the Waypoint REIT Equity Incentive Plan (**Plan**). ASX Listing Rule 10.14 requires an entity to obtain securityholder approval for the issue of new securities to a Director under an employee incentive scheme. Mr Stephens is the Managing Director and CEO of Waypoint REIT.

Waypoint REIT is seeking securityholder approval for the grant of 137,850 performance rights to Mr Hadyn Stephens, Managing Director and CEO, as his long-term incentive (**LTI**) for the financial year ended 31 December 2022 (**FY22**), as well as for the issue of any securities on vesting of the performance rights.

Subject to securityholder approval, the performance rights will be granted shortly after the Meeting and, in any event, no later than 12 months from the date of the Meeting. If securityholder approval is not provided, the Board intends to provide Mr Stephens with an LTI in the form of cash, subject to the terms outlined below.

### (a) Key terms of the FY22 LTI

The LTI is designed to align the interests of the Managing Director and CEO with the interests of securityholders by providing him with the opportunity to receive an equity interest in Waypoint REIT through the granting of performance rights. Waypoint REIT uses performance rights because they create security price alignment between Mr Stephens and securityholders, but do not provide the executive with the full benefits of security ownership (such as distribution and voting rights) unless and until the performance rights vest.

It is proposed that Mr Stephens be granted 137,850 performance rights, which has been determined by dividing the dollar value of Mr Stephens' maximum LTI opportunity (being AU\$375,833, which is approximately 66.7% of Mr Stephens' maximum short-term incentive as at the date of this Notice, the first day of the performance period) by the weighted average traded price of Waypoint REIT's stapled securities traded on the ASX during the 10 business days following the release of the FY21 annual results (being AU\$2.7264 per security), rounded up to the nearest whole number of performance rights.

Each performance right entitles Mr Stephens to one ordinary security in Waypoint REIT on vesting. The Board retains a discretion to make a cash equivalent payment in lieu of an allocation of securities.

As the performance rights will form part of Mr Stephens' remuneration, they will be granted at no cost and there will be no amount payable on vesting. Waypoint REIT may issue new securities or acquire securities on market to satisfy performance rights which vest under the Plan.

Prior to vesting, performance rights do not entitle Mr Stephens to any distributions or voting rights. Securities allocated on vesting of performance rights carry the same distribution and voting rights as other securities issued by Waypoint REIT.

### (b) Vesting conditions

The performance period will run from 1 January 2022 to 31 December 2024 (**Vesting Period**).

Vesting of the performance rights will be subject to the achievement of two vesting conditions:

- 50% of the performance rights will be tested against a relative Total Securityholder Return (**TSR**) condition; and
- the remaining 50% of the performance rights will be tested against an average growth in distributable earnings per security (**EPS**) condition.

#### (1) TSR condition

The TSR condition measures Waypoint REIT's performance relative to a peer group over the Vesting Period. TSR measures the growth in Waypoint REIT's security price together with the value of distributions paid during the period, assuming that all those distributions are re-invested into new securities.

For the FY22 LTI, TSR performance will be assessed against a comparator group of companies comprising the constituents of the S&P/ASX 300 A-REIT index as at 1 January 2022. The Board has discretion to adjust the comparator group, including to take into account acquisitions, mergers or other relevant corporate action or delisting.

#### (2) EPS condition

The EPS condition measures the average growth per annum in distributable earnings that is attributable to each security on issue.

Distributable earnings per security is calculated as net profit, adjusted where the Board considers it appropriate for non-recurring and significant items, divided by the weighted average securities on issue each relevant financial year.

# Explanatory Memorandum continued

## (c) Testing of the vesting conditions and vesting

The vesting conditions will be tested after the end of the Vesting Period and the release of Waypoint REIT's FY24 full year financial results. While the number of performance rights that vest will primarily be determined by testing against the vesting conditions, the Board retains an overriding discretion to reduce or increase the vesting outcome where it considers it appropriate in light of Waypoint REIT's performance overall and any other relevant circumstances.

No retesting of the vesting conditions is permitted.

### (1) TSR condition (50% weighting)

The percentage of performance rights subject to the TSR condition that vest, if any, will be based on Waypoint REIT's TSR ranking over the Vesting Period, as set out in the following vesting schedule:

Percentile ranking	Vesting level of performance rights subject to the TSR condition
Equal to the 75th percentile or higher	100%
Between the 50th and 75th percentile	Straight-line pro-rata vesting between 50% and 100%
Equal to the 50th percentile	50%
Below the 50th percentile	0%

### (2) EPS condition (50% weighting)

The percentage of performance rights subject to the EPS condition that vest, if any, will be based on the average growth per annum in distributable EPS for the Vesting Period, as set out in the following vesting schedule:

Average annual growth in distributable EPS	Vesting level of performance rights subject to the EPS condition
Equal to 4.5% or higher	100%
Between 3.75% and 4.5%	Straight-line pro-rata vesting between 50% and 100%
At 3.75%	50%
Less than 3.75%	0%

The LTI's performance hurdles should not be interpreted as guidance on its future performance.

## (d) Other terms of the FY22 LTI performance rights

### (1) Cessation of employment

Where Mr Stephens' employment with Waypoint REIT is terminated for cause or ceases due to resignation, all unvested performance rights will lapse, unless the Board determines otherwise.

In all other circumstances (including due to genuine retirement, redundancy, death, permanent disability, or ill health, the expiry of a fixed term contract or separation by mutual agreement), a pro rata portion of unvested performance rights (based on the portion of the Vesting Period that has elapsed) will remain on foot and be subject to the original terms of offer (including the remaining vesting conditions), which will be tested in the ordinary course as if Mr Stephens had not ceased employment, unless the Board determines otherwise.

Pursuant to the Plan Rules and offer terms, the Board retains discretion to vest, leave on foot or lapse some or all performance rights in all circumstances.

### (2) Change of control

Where there is a change of control event (including a takeover bid or any other transaction, event or state of affairs that, in the Board's opinion, is likely to result in a change in the control of Waypoint REIT), the Board may determine the manner in which all unvested performance rights will be dealt with.

Where only some of the performance rights vest, the remainder will immediately lapse, unless the Board determines otherwise. In determining whether to exercise its discretion, the Board may have regard to any circumstances it considers appropriate.

Where an actual change in the control of the Company occurs before the Board has exercised its discretion, all unvested performance rights will vest on a pro rata basis having regard to the Vesting Period that has elapsed and the remaining performance rights will lapse.

### (3) Clawback

The Board has broad 'clawback' powers to determine that performance rights lapse, any securities allocated on vesting of performance rights are forfeited or clawed back, or that amounts are to be repaid, in certain circumstances (for example, in the case of fraud or gross misconduct, proceeds of any sale of securities or the value of distributions provided for vested securities might be repaid as a debt to Waypoint REIT).

### (4) Restrictions on dealing

Mr Stephens must not sell, transfer, encumber, hedge or otherwise deal with performance rights, unless the dealing is required by law. Mr Stephens will be free to deal with the securities allocated on vesting of the performance rights, subject to the requirements of Waypoint REIT's Securities Trading Policy.

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

### (e) Additional information

Mr Stephen's current total remuneration package comprises \$563,750 as total fixed compensation (inclusive of superannuation)(**TFC**), a STI opportunity up to a maximum of \$563,750 (being 100% of TFC) and a LTI opportunity up to a maximum of \$375,833 (being approximately 66.7% of TFC). Securityholders are referred to the 2021 Remuneration Report for full details of Mr Stephens' 2021 remuneration arrangements.

The ASX Listing Rules require this Notice of Meeting to state the number and average price of securities received by Mr Stephen's under the Plan. 77,115 performance rights have been issued to Mr Stephen's under the Plan (at no cost) in respect of prior year LTI.

No loan will be made by Waypoint REIT in relation to the acquisition of performance rights or allocation to Mr Stephens of any securities on vesting of those performance rights.

Details of any performance rights issued under the Plan will be published in Waypoint REIT'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 Plan 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.

### Recommendation

The Board (with Hadyn Stephens abstaining) unanimously recommends that securityholders vote in favour of the grant of performance rights to the Managing Director and CEO.



# Explanatory Memorandum continued

## 6. Approval of proportional takeover provisions in the Company Constitution

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

Proportional takeover provisions were included in the Constitution of the Company that was adopted, prior to listing on the ASX, on 14 June 2016. Under the Corporations Act and the Constitution, these provisions apply for a maximum period of three years, unless renewed earlier. These provisions expired on 14 June 2019. It is therefore proposed that rule 16 in the existing Company Constitution be re-inserted in the Company's Constitution. A copy of the existing Constitution of the Company is available at <https://waypointreit.com.au/investors/?page=corporate-governance>.

If approved by securityholders at the AGM, the re-inserted rule 16 will operate for three years from the date of the AGM (i.e. until 12 May 2025), unless renewed earlier.

The Board considers that it is in the best interests of securityholders to re-insert these provisions.

The Corporations Act requires the following information to be provided to securityholders in respect of the inclusion of proportional takeover provisions in the Constitution.

### What is a proportional takeover bid?

A proportional takeover bid is one where an offer is made to each securityholder for a proportion of that securityholder's securities, and not for the securityholder's entire holding. The specified proportion must be the same in the case of all securityholders. The Corporations Act allows a company to provide in its constitution that if a proportional takeover bid is made securityholders must vote on whether to accept or reject the proportional takeover bid and that decision will be binding on all securityholders. This provision allows securityholders to decide collectively whether a proportional takeover bid is acceptable in principle.

## The effect of the proportional takeover provisions

The effect of the proposed proportional takeover provisions is that if a proportional takeover bid is made for the Company, it must refuse to register a transfer of Waypoint REIT securities giving effect to any acceptance of the bid unless the takeover bid is approved by securityholders in general meeting.

In the event of a proportional takeover bid being made, the Directors must hold a meeting of the securityholders entitled to vote for the purpose of considering and, if thought fit, passing a resolution to approve the proportional takeover bid. A resolution approving the bid must be passed before the 14th day before the last day of the bid period. The resolution will be passed if more than 50% of votes are cast in favour of the approval. 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, except that the bidder and its associates are not allowed to vote. If no resolution is voted on at least 14 days before the last day of the takeover bid period, the resolution will be deemed to have been approved.

This effectively means that securityholders may only prohibit a proportional takeover bid by passing a resolution rejecting the proportional takeover bid. If the resolution is rejected, transfers which would have resulted from the acceptance of a bid are prohibited and the bid is deemed to have been withdrawn. If the bid is approved (or taken to have been approved), the transfers will 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 resolution is voted on. The proportional takeover provisions do not apply to full takeover bids and only apply for three years after approval – in this case until 12 May 2025. The provisions may be renewed or re-inserted, but only by a special resolution.

## Reasons for proposing the resolutions

A proportional takeover bid may enable control of the Company to pass without securityholders having the opportunity to sell all of their securities to the bidder. Securityholders may therefore be exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for their securities. The proportional takeover provisions decrease this risk because they allow securityholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

## Review of proportional takeover provisions

While proportional takeover provisions have been in effect under the Company's Constitution, no takeover bids for the Company have been made, either proportional or otherwise. Accordingly, there are no actual examples against which to assess the advantages or disadvantages of the existing proportional takeover provisions (that is, rule 16 of the existing Constitution) for the Directors and securityholders of the Company. The Directors are not aware of any potential takeover bid that was discouraged by rule 16 of the existing Constitution.

## Potential advantages and disadvantages

The Directors of the Company consider that the proposed inclusion of the proportional takeover provisions has no potential advantages or disadvantages for Directors. They remain free to make a recommendation on whether a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for securityholders of the Company are:

- securityholders have the right to decide by majority vote whether a proportional takeover bid should proceed;
- the provisions may assist securityholders to avoid being locked in as a minority;
- the bargaining power of securityholders is increased and this may assist in ensuring that any proportional bid is adequately priced; and
- knowing the view of the majority of securityholders assists each individual securityholder in assessing the likely outcome of the proportional takeover bid and whether to approve or reject that offer.

The potential disadvantages for securityholders of the Company include:

- proportional takeover bids for securities in the Company may be discouraged;
- securityholders may lose an opportunity of selling some of their securities at a premium;
- the chance of a proportional takeover bid being successful may be reduced; and
- the proportional takeover provisions may be considered to constitute an unwarranted restriction on the ability of securityholders to deal freely with their securities in the Company.

The Directors consider that the potential advantages for securityholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, securityholders as a whole are able to decide whether or not a proportional takeover bid is successful.

## No knowledge of any acquisition proposals

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

This resolution must be approved by special resolution passed by at least 75% of the votes cast by or on behalf of securityholders entitled to vote on the resolution.

## Recommendation

The Board unanimously recommends that securityholders vote in favour of this resolution.

# Explanatory Memorandum continued

## 7. Approval of proportional takeover provisions in the Trust Constitution

The Corporations Act permits a listed trust to include in its constitution provisions prohibiting the registration of a transfer of securities resulting from a proportional takeover bid, unless the relevant holders in a general meeting approve the bid. Under the Corporations Act and the Trust's Constitution, these provisions apply for a maximum period of three years, unless earlier renewed.

Proportional takeover provisions were included in the Constitution of the Trust adopted on 14 June 2016 and expired on 14 June 2019.

It is therefore proposed that clause 17 in the existing Trust Constitution be re-inserted in the Trust's Constitution. A copy of the existing Constitution of the Trust is available at <https://waypointreit.com.au/investors/?page=corporate-governance>.

If this special resolution is approved and a takeover bid is subsequently made for some but not all of each securityholder's securities, the proportional takeover provisions will enable securityholders as a whole to vote on whether the proportional bid should be allowed to proceed, independently from their individual decisions whether or not to accept the bid. The provisions will operate for three years from the date of the Meeting (i.e. until 12 May 2025), unless renewed earlier.

The Corporations Act requires the following information to be provided to securityholders when they are considering the inclusion of proportional takeover provisions in the Trust's Constitution.

## Effect, reasons, and advantages and disadvantages

As the units and shares are stapled and it is proposed that proportional takeover provisions be inserted in the Constitution of the Company under item 7, the Board considers it appropriate to re-insert equivalent provisions in the Trust's Constitution.

In addition, the effect, reasons, and advantages and disadvantages that apply in respect of the inclusion of partial takeover provisions in the Company's Constitution as set out in item 6 of the Explanatory Memorandum apply equally in respect of the inclusion of the partial takeover provisions in the Trust's Constitution, except that a reference to:

- the Company is taken to be a reference to the Trust; and
- securities are taken to be a reference to Units.

As at the date of this Notice of Meeting, the Board is not aware of any proposal by a person to acquire, or to increase the extent of, a substantial interest in the Trust.

This resolution must be approved by special resolution passed by at least 75% of the votes cast by or on behalf of securityholders entitled to vote on the resolution.

## Recommendation

The Board unanimously recommends that securityholders vote in favour of this resolution.

## LODGE YOUR VOTE



### ONLINE

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



### BY MAIL

Waypoint REIT 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: 1300 554 474

Overseas: +61 1300 554 474

## PROXY FORM

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

### 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. An email must be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate 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 **10:00am (AEST) on Thursday 27 May 2022 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at the Dexus Place Auditorium, Governor Macquarie Tower, Level 15, 1 Farrer Place, Sydney NSW 2000 or logging in online at <https://meetings.linkgroup.com/WPR2022> (refer to details in the Virtual Annual General Meeting Online Guide). To access the **Notice of Annual General Meeting**, this can be viewed and downloaded at the Company's website at <https://waypointreit.com.au/investors/>.

**Important for Items 2 & 5:** If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise your proxy in respect of Items 2 & 5, even though the Items 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 proxy 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 on leaf before marking any boxes with an ☒.

#### Items

For Against Abstain\*

For Against Abstain\*

2 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

6 Amendments to the Company Constitution

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Re-election of Director Laurence Brindle

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

7 Amendments to the Trust Constitution

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Election of Director Susan MacDonald

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Grant of performance rights to the Managing Director & CEO Hadyn Stephens

<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 on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the Securityholder. If a joint holding, either Securityholder may sign. If signed by the Securityholder'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).



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

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

### 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 Securityholder of the Company.

### 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 Proxy Form, including where the Items are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### 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 Proxy Form may be obtained by telephoning the Company's Security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of Securitys 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 rounded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form in the space 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 Securityholder 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 lodge 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 virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's Security registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEST) on Tuesday, 10 May 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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, Securityholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

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

#### QR Code



You can then use your mobile device to scan the QR code or download a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Waypoint REIT 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)

## LODGE YOUR QUESTIONS



### ONLINE

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



### BY MAIL

Waypoint REIT 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: 1300 554 474

Overseas: +61 1300 554 474

Please use this form to submit any questions about WAYPOINT REIT LIMITED ("the Company") that you would like to respond to at the Company's 2022 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor, it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's security registrar, Link Market Services Limited, by **10:00am (AEST) on Thursday, 5 May 2022**.

Questions will be collated. During the course of the Annual General Meeting, the Chair of the Meeting will endeavour to address as many of the more frequently raised securityholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to securityholders.

My question relates to (please mark the most appropriate box)

☐

An item being put to the AGM

☐

Question for the Auditor

☐

Performance or financial reports

☐

ESG

☐

Remuneration Report

☐

Other

QUESTION

SAMPLE

☐

An item being put to the AGM

☐

Question for the Auditor

☐

Performance or financial reports

☐

ESG

☐

Remuneration Report

☐

Other

QUESTION

# 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)**

---

Supported browsers are:

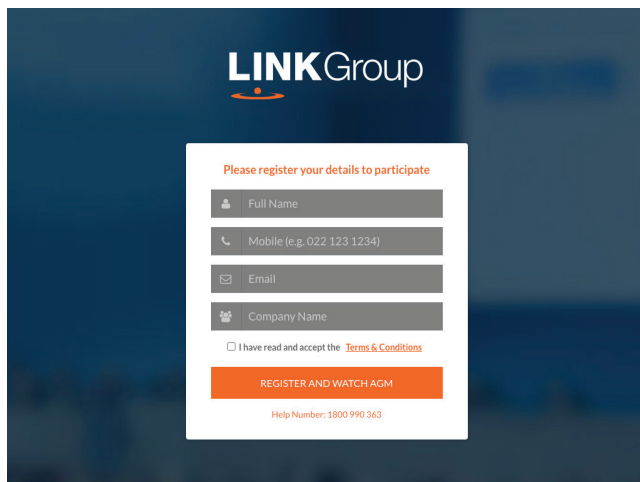
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

**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

The screenshot shows the LINK Group registration page. At the top is the LINK Group logo. Below it is a white registration box with the heading "Please register your details to participate". Inside the box are four input fields: "Full Name", "Mobile (e.g. 022 123 1234)", "Email", and "Company Name". Below these fields is a checkbox labeled "I have read and accept the Terms & Conditions". At the bottom of the box is an orange button labeled "REGISTER AND WATCH AGM". A small text at the very bottom of the box says "Help Number: 1800 990 363".

## Step 1

Open your web browser and go to <https://meetings.linkgroup.com/WPR2022> and select the relevant meeting.

## Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

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

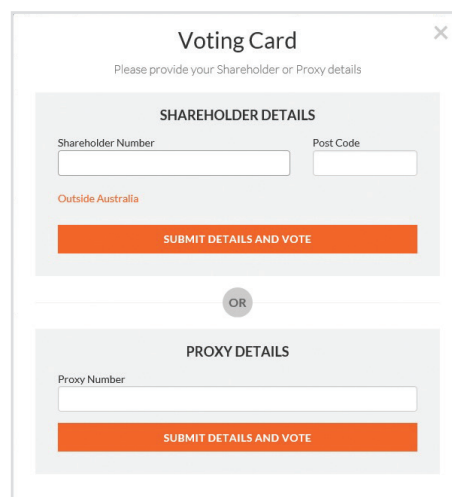
- On the left – a live audio webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

**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.

The screenshot shows a "Voting Card" registration modal. It has a title bar with a close button (X). Below the title is the instruction "Please provide your Shareholder or Proxy details". The form is divided into two sections: "SHAREHOLDER DETAILS" and "PROXY DETAILS", separated by an "OR" button. The "SHAREHOLDER DETAILS" section has input fields for "Shareholder Number" and "Post Code", a link for "Outside Australia", and an orange "SUBMIT DETAILS AND VOTE" button. The "PROXY DETAILS" section has a "Proxy Number" input field and an orange "SUBMIT DETAILS AND VOTE" button.

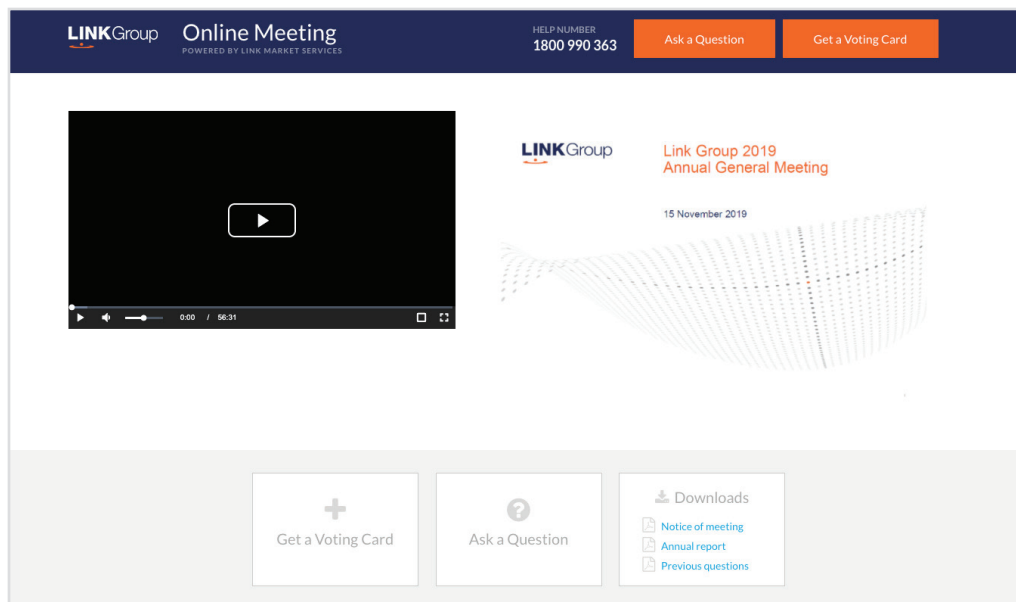
If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

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.





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

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

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.

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

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.

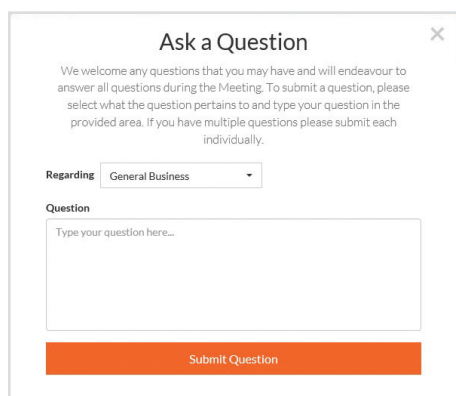
# Virtual Meeting Online Guide *continued*

## 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 security holder 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' dialog box has a title bar with a close button. The main text reads: 'We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. 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.' Below this is a 'Regarding' section with a dropdown menu currently set to 'General Business'. Underneath is a 'Question' section with a text input field containing the placeholder 'Type your question here...'. At the bottom is an orange 'Submit Question' button.

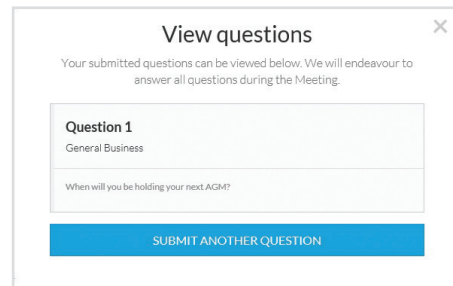
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

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' dialog box has a title bar with a close button. The main text reads: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.' Below this is a box labeled 'Question 1' with the category 'General Business' and the question text 'When will you be holding your next AGM?'. At the bottom is a blue 'SUBMIT ANOTHER QUESTION' button.

## 3. Downloads

View relevant documentation in the Downloads section.

## Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

At the close of the meeting any votes you have placed will automatically be submitted.

## 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 before 10:00am on Tuesday, 10 May 2022.

### Joining the Meeting via Phone

#### Step 1

From your land line or mobile device,  
Call: 1800 870 861  
or  
From outside Australia: +61 2 9189 8866

#### 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 Tigers Realm Coal Limited Member and allow you to ask a question and vote on the resolutions 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 vote or 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.

### Contact us

#### Australia

T 1300 554 474

E [info@linkmarketservices.com.au](mailto:info@linkmarketservices.com.au)

#### New Zealand

T +64 9 375 5998

E [enquiries@linkmarketservices.co.nz](mailto:enquiries@linkmarketservices.co.nz)

## Asking a Question

#### Step 1

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

#### Step 2

The moderator will ask you what item of business your question relates to? Let the moderator know if your question relates to General Business or the Resolution number.

Your question will be taken over the phone by the moderator, and will then be put into the online queue.

You will also be asked if you have any additional questions.

#### Step 3

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 4

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