

ASX Announcement

21 September 2022

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## **Annual General Meeting of Aussie Broadband Limited**

**to be held on 21 October 2022 at 10:30am (Melbourne time).**

In accordance with Listing Rule 3.17, attached is a copy of the following documents:

1. Letter to shareholders with respect to the 2022 Annual General Meeting as sent to Shareholders in lieu of the Notice of Meeting;
2. Notice of Meeting;
3. Sample proxy form; and
4. Virtual Meeting Online Guide

### **ENDS**

**Authorised for release by the Aussie Broadband Board.**

**Investor enquiries** contact Ronn Bechler on 0400 009 774 or [investors@team.aussiebroadband.com.au](mailto:investors@team.aussiebroadband.com.au)

**Media enquiries** contact Alex Walker on 0448 110 962

**Registry queries** contact Link Market Services on 1300 554 474

### **About Aussie Broadband Limited**

Aussie Broadband is an Australian operated telecommunications and technology company that formed in 2008 and is headquartered in Morwell Victoria, Australia.

The Company provides a broad range of solutions to residential, business, enterprise and government customers, and provides wholesale access to other telcos and managed service providers.

As a licensed carrier, the Company provides broadband services nationally through a wholesale agreement with NBN Co, its own fibre network, and some leased backhaul infrastructure from third parties.

The Company is the 5<sup>th</sup> largest provider of broadband services in Australia and is one of only six tier 1 voice providers in Australia.

Aussie Broadband is focused on building market share in the business, enterprise and government and wholesale segments through its range of cloud, security, broadband, voice, and managed solutions, whilst continuing to build share in the residential segment.

The Company also offers a range of other telecommunications services including voice, mobile plans and handsets, entertainment bundles through its partnership with Fetch TV and connections through the Opticomm network and its white label platform.

For further information please visit: <https://www.aussiebroadband.com.au/>



**21 September 2022**

**Annual General Meeting of Aussie Broadband Limited**

Dear Shareholder

The Aussie Broadband Limited (ASX:ABB) (the “**Company**”) 2022 Annual General Meeting (“**Meeting**”) will be held on 21 October 2022 commencing at 10:30am (Melbourne time).

This will be a hybrid meeting whereby shareholders can attend in person at KPMG offices, Level 36, Tower Two, Collins Square, 727 Collins Street, Docklands, VIC 3008 or via the online platform provided by our share registry at <https://meetings.linkgroup.com/ABB22>.

The Notice of Annual General Meeting and Explanatory Notes and other documents including details as to how to participate and vote at the AGM, can be viewed or downloaded <https://www.aussiebroadband.com.au/investor-centre/>

***How to participate***

We encourage you to lodge your vote directly ahead of the meeting or appoint a proxy to vote on your behalf by visiting <https://investorcentre.linkgroup.com> and selecting Investor Login and following the instructions provided.

For those shareholders attending in person, we recommend arriving 30 minutes before the commencement of the meeting to enable registration processes of both our host and registry to be completed. Registration opens from 10:00am on the day of the meeting.

For those attending online we recommend logging in to the online platform at least 15 minutes before the commencement of the meeting Meeting using the instructions provided in the Notice of Meeting and in the Virtual Meeting Online Guide, which can be accessed online on <https://www.aussiebroadband.com.au/investor-centre/>.

The online platform will allow you to listen to the proceedings, view the presentations, ask questions of the Board and vote in real-time. You will need a desktop or mobile/tablet device with internet access, and you will need to provide your details (including Shareholder Reference Number (SRN) or Holder Identification Number (HIN) to be verified as a security holder or proxy holder.

Alternatively, you can register as a visitor, however you will not be permitted to ask questions. Please refer to Virtual Meeting Online Guide for more information.

An accompanying presentation will be made available via the ASX announcement platform.

***Shareholder questions***

If you wish to ask a question in advance of the meeting, you are also encouraged to submit questions to the Company (or the Company's Auditor) no later than 5:00pm (AEDT) on Friday, 14 October 2022. Please submit your advance questions by emailing the Company Secretary at [investors@team.aussiebroadband.com.au](mailto:investors@team.aussiebroadband.com.au)

Shareholders will also be given a reasonable opportunity to ask questions related to the business of the Meeting, the Company's operations or of the auditor at the end of the Meeting. If you would like to ask a question during the Meeting, please register as a shareholder or proxyholder and provide your HIN or SRN number and postcode.

Should you have any questions regarding your holding or the upcoming Aussie Broadband Limited Annual General Meeting, please contact Link Market Services on +61 1300 554 474 or email [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au).

Brian Maher

**Company Secretary**

Aussie Broadband Limited



**AUSSIE BROADBAND LIMITED**  
**ACN 132 090 192**

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**NOTICE OF ANNUAL GENERAL MEETING**  
**EXPLANATORY MEMORANDUM**  
**PROXY FORM**

**Date of Meeting**

21 October 2022

**Time of Meeting**

10:30am (Melbourne Time)

**Place of Meeting**

Hybrid meeting held at KPMG offices, Level 36,  
Tower Two, Collins Square, 727 Collins Street,  
Docklands, VIC 3008 and virtually via  
<https://meetings.linkgroup.com/ABB22>

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the Shareholders of Aussie Broadband Limited (the “**Company**”) will be held by way of a hybrid meeting on 21 October 2022 commencing at 10:30am (Melbourne time) at KPMG offices, Level 36, Tower Two, Collins Square, 727 Collins Street, Docklands, VIC 3008 and virtually at <https://meetings.linkgroup.com/ABB22> (the “**Meeting**”). Shareholders are encouraged to arrive 30 minutes before the commencement of the meeting to enable registration processes of both our host and registry to be completed.

If attending the Meeting virtually, Shareholders will be able to participate, ask questions and cast votes at the appropriate times whilst the Meeting is in progress via the online platform.

Shareholders are strongly encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out on page 10 of this Notice of the Meeting (“**Notice**”) to ensure their votes are counted.

**All resolutions to be considered at the Meeting will be decided by a poll based on proxy votes received prior to the commencement of the Meeting and votes cast during the Meeting.**

For those Shareholders wishing to attend virtually, further information on how to participate and vote during the Meeting via the online platform is set out on page 8 of this Notice and the Virtual Meeting Online Guide, which can be accessed online at <https://www.aussiebroadband.com.au/investor-centre/>.

The Explanatory Memorandum that accompanies this Notice provides additional information on the matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form are part of this Notice.

**ORDINARY BUSINESS:**

**Financial Statements and Reports**

To receive and consider the Financial Report of the year ended 30 June 2022 together with the Directors' Report and Auditor's Report as set out in the Annual Report.

Note: Except as set out in Resolution 1, there is no requirement for Shareholders to vote on a resolution or adopt these reports.

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**Resolution 1 - Adoption of Remuneration Report**

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

*"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Directors' Report for the year ended 30 June 2022, be adopted."*

**Voting exclusion**

To the extent required by sections 250R(4) and 250BD(1) of the Corporations Act, the Company will disregard any vote cast (in any capacity) on Resolution 1 by or on behalf of a member of the Company's or the Group's Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member. However, the Company need not disregard a vote on this Resolution if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote on this Resolution 1, in accordance with the directions given to the proxy to vote on Resolution 1 in that way; or
- (b) it is cast by the Chair of the meeting as proxy for a person who is entitled to vote in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Any undirected proxies held by Directors or other Key Management Personnel or their closely related parties for the purposes of this Resolution (excluding the Chair) will not be voted on this Resolution. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chair as your proxy, you can direct the Chair to vote by marking the box for this Resolution. By marking the Chair's

box on the Proxy Form, you acknowledge that the Chair will vote in favour of this item of business as your proxy.

***Chair appointed as proxy***

Shareholders who intend to appoint the Chair as proxy (including an appointment by default) should refer to the proxy and voting instructions appended to this Notice. To the extent permitted by law, the Chair intends to vote all available undirected proxies in favour of Resolution 1.

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**Resolution 2 – Amendment to Constitution**

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

*“That, for the purposes of section 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Company’s Constitution be amended in the manner outlined in the Explanatory Memorandum of this Notice.”*

***Chair appointed as proxy***

The Chair intends to vote all available undirected proxies in favour of Resolution 2.

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**Resolution 3 – Re-Election of Ms Vicky Papachristos as a Director**

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

*“That, Vicky Papachristos, who retires in accordance with clause 13.3 of the Constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company.”*

***Chair appointed as proxy***

The Chair intends to vote all available undirected proxies in favour of Resolution 3.

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**Resolution 4 – Election of Mr Michael Omeros as a Director**

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

*“That, Michael Omeros, a Director appointed as an additional Director and holding office until the next annual general meeting of the Company after his appointment in accordance with clause 13.1(d) of the Constitution and Listing Rule 14.4, be elected as a Director of the Company.”*

***Chair appointed as proxy***

The Chair intends to vote all available undirected proxies in favour of Resolution 4.

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## Resolution 5 – Increase in Non-Executive Director Fee Pool

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

*"That, for the purposes of Listing Rule 10.17, clause 13.4 of the Constitution and all other purposes, effective from the close of the Meeting, the total amount that may be paid in aggregate in any one year by the Company to its non-executive Directors as remuneration for services be increased by \$350,000 from \$500,000 to \$850,000."*

### **Voting exclusion**

The Company will disregard any votes cast in favour of Resolution 5 by a Director or any their Associates.

However this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy or attorney to vote on this Resolution in that way;
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides;
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) 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
  - (ii) 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 on Resolution 5 by any person who is a member of the Key Management Personnel at the time this Resolution is voted on at the Meeting, or by any of their closely related parties, acting as proxy for a person entitled to vote, if their appointment does not specify the way the proxy is to vote on this Resolution. This restriction on voting undirected proxies does not apply to the Chair of the meeting acting as proxy for a person entitled to vote on this Resolution because the Company's proxy appointment expressly authorises the Chair to exercise undirected proxies.

Any undirected proxies held by Directors or other Key Management Personnel or their closely related parties for the purposes of this Resolution (excluding the Chair) will not be voted on this Resolution. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chair as your proxy, you can direct the Chair to vote by marking the box for this Resolution. By marking the Chair's

box on the Proxy Form, you acknowledge that the Chair will vote in favour of this item of business as your proxy.

***Chair appointed as proxy***

Shareholders who intend to appoint the Chair as proxy (including an appointment by default) should refer to the proxy and voting instructions appended to this Notice. To the extent permitted by law, the Chair intends to vote all available undirected proxies in favour of Resolution 5.

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**Resolution 6 – Financial Assistance**

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

That approval is given for the transaction described in the Explanatory Notes accompanying this resolution (which form a part of this resolution) and all elements of that transaction (including the entering into, executing and giving effect to, any document) that may constitute financial assistance by each of the following companies:

- (a) Access Digital Networks Pty Limited;
- (b) Comlinx Pty Ltd;
- (c) Digital Sense Hosting Pty Ltd
- (d) Faktortel Holdings Pty Ltd;
- (e) Faktortel Pty Ltd;
- (f) Netsip Pty Ltd;
- (g) Over the Wire Pty Ltd;
- (h) Over the Wire Holdings Limited;
- (i) OTW Corp Pty Ltd;
- (j) Sanity Holdings Pty Ltd;
- (k) Telarus Pty Ltd;
- (l) VPN Solutions Pty Limited;
- (m) Zintel Communications Pty Ltd; and
- (n) each other entity which became a subsidiary of the Company as a result of the Company's acquisition of Over the Wire Holdings Limited under the Scheme of Arrangement,

for the purposes of sections 260A and 260B(2) of the Corporations Act 2001 (Cth) and for all other purposes.

***Voting exclusion***

There are no voting restrictions on this resolution.



***Chair appointed as proxy***

Shareholders who intend to appoint the Chair as proxy (including an appointment by default) should refer to the proxy and voting instructions appended to this Notice. To the extent permitted by law, the Chair intends to vote all available undirected proxies in favour of Resolution 6.

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**OTHER BUSINESS**

To consider any other business which may properly be brought before the Meeting in accordance with the Constitution and the Corporations Act.

**BY ORDER OF THE BOARD**

Brian Maher  
Company Secretary  
21 September 2022

### Online Platform details

Shareholders may attend and participate in the Meeting virtually through the online platform at <https://meetings.linkgroup.com/ABB22>.

Shareholders can join the meeting virtually by following the instructions set out below:

We recommend logging into the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below.

Enter <https://meetings.linkgroup.com/ABB22> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) or Employee ID for plan participants printed at the top of the Proxy Form; and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 24 hours prior to the Meeting.

The online platform will allow you to listen to the proceedings, view the presentations and ask questions of the Board and vote in real-time. Further information on how to participate online is set out in the Virtual Meeting Online Guide which is available on the Company's website and also lodged with the ASX together with this Notice of Meeting.

### Questions

Shareholders will also be given a reasonable opportunity to ask questions related to the business of the Meeting, the Company's operations or of the auditor at the end of the Meeting. Please submit your questions by emailing the Company Secretary at [investors@team.aussiebroadband.com.au](mailto:investors@team.aussiebroadband.com.au). If you would like to ask a question during the Meeting, please register as a Shareholder or proxyholder and provide your valid HIN or SRN number when registering.

### Voting by proxy

Shareholders may, and are encouraged to, cast their vote by proxy prior to the Meeting in accordance with the instructions set out on page 10 of this Notice to ensure that their votes are counted.

### How to attend and ask questions by telephone

Shareholders who are unable or do not wish to access the meeting online or attend physically will be able to participate by teleconference by dialling 1800 719 641 or +61 2 9189 2031 at least 10 minutes before the Meeting starts.

You will need to obtain a personalised PIN number to register. To request a PIN please contact Link Market Services on 1800 990 363 or +61 1800 990 363 (outside of Australia).

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

To ask a question during the Meeting, select star 1 on your on your phone keypad. You will receive instructions on how to ask a question during the Meeting from the phone moderator.

More information on how to participate in the meeting by telephone is available in the Virtual Meeting Guide available at <https://www.aussiebroadband.com.au/investor-centre/>.

### **Defined Terms**

Capitalised terms used in this Notice will, unless the context requires otherwise, have the meaning given to them in the Glossary in the Explanatory Memorandum attached to this Notice.

### **Materials accompanying this Notice**

The following materials accompany this Notice:

1. the Financial Report, Directors' Report and Auditor's Report, including the Remuneration Report, if you have elected to receive a printed copy and have not withdrawn that election;
2. the Explanatory Memorandum setting out details relevant to the business set out in this Notice; and
3. a Proxy Form.

### **Voting and required majority - Corporations Act**

1. In accordance with section 249HA of the Corporations Act, for Resolutions 1 to 6 to be effective, not less than 28 days written notice specifying the intention to propose the Resolution has been given.
2. For Resolutions 1, 3, 4 and 5 to be effective, the resolution must be passed by more than 50% of all the votes cast by Shareholders present and entitled to vote on the Resolution (whether in person or by proxy, attorney or representative).
3. For Resolutions 2 and 6 to be effective, the resolution must be passed by more than 75% of all the votes cast by Shareholders present and entitled to vote on the Resolution (whether in person or by proxy, attorney or representative).

All resolutions will be determined by a poll based on proxy votes received prior to the commencement of the Meeting and votes cast during the Meeting. On a poll, every Shareholder has one vote for each Share held.

## **Entire Notice**

The details of the Resolutions contained in the Explanatory Memorandum accompanying this Notice should be read together with, and form part of, this Notice.

## **Entitlement to vote**

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the Meeting all Shares will be taken to be held by the persons who held them as registered Shareholders at 7.00 pm (AEDT) on 19 October 2022. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## **Casting a vote by proxy**

If you wish to cast a vote by proxy prior to the Meeting, you must complete the Proxy Form by providing voting directions for each resolution by marking “For”, “Against” or “Abstain”. Votes will only be valid for resolutions marked. Unless you have appointed the Chair as your proxy, no vote will be counted for resolutions left blank. If you appoint the Chair of the Meeting as your proxy and do not provide voting directions for each Resolution, the Chair intends to vote in favour of all the Resolutions.

## **Proxies and Representatives**

1. All Shareholders who are entitled to attend at the Meeting may appoint a proxy for that purpose.
2. A proxy need not be a Shareholder of the Company.
3. Each Shareholder who is entitled to cast two or more votes at the Meeting, may appoint up to two proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder’s votes each proxy may exercise, each proxy will be entitled to exercise half of the votes. An additional Proxy Form will be supplied by the Company on request.
4. If a proxy is given by a body corporate, a Proxy Form must be executed in writing under the common seal of the corporation or otherwise in accordance with section 127 of the Corporations Act or signed by an attorney.
5. If a proxy is given by a natural person, a Proxy Form must be executed under the hand of that person or that person’s attorney.
6. To be effective, the Proxy Form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company’s share registry at least 48 hours before the time for holding the Meeting or any adjourned Meeting.
7. Any Proxy Form received after this deadline will be treated as invalid.

8. If a Shareholder appoints the Chair as the Shareholder's proxy and does not specify how the Chair is to vote, the Chair will vote, as proxy for that Shareholder, in favour of each Resolution as set out in the Explanatory Memorandum.
9. A Shareholder that is a body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at the Meeting. The appointment may be a standing one.

## EXPLANATORY MEMORANDUM

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This Explanatory Memorandum has been prepared to provide Shareholders with information to assist their assessment of the merits of the Resolutions contained in the accompanying Notice for the Annual General Meeting of the Company (**Meeting**) which will be held by way of a hybrid meeting on 21 October 2022 commencing at **10:30am** (Melbourne time) at KPMG offices, Level 36, Tower Two, Collins Square, 727 Collins Street, Docklands, VIC 3008 and virtually at <https://meetings.linkgroup.com/ABB22> (**Notice**).

Shareholders should read this Explanatory Memorandum and the Notice in full before deciding how to vote on the Resolutions set out in the Notice. **All resolutions to be considered at the Meeting will be decided by poll based on proxy votes received prior to the commencement of the Meeting and votes cast during the Meeting. Shareholders are encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out on page 10 of this Notice to ensure that their votes are counted.**

Capitalised terms used in this memorandum and the Notice are defined in Section 7.

### 1 Receipt and consideration of Financial Statements and Reports

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The Corporations Act requires that the Financial Report and the reports of the Directors and Auditor be laid before the Meeting. There is no requirement for Shareholders to vote on these reports. Shareholders will be given a reasonable opportunity to raise questions and make comments on these reports and on the management of the Company at the Meeting.

Representatives of the Company's Auditor will be present for discussion purposes on matters of relevance to the audit.

### 2 Resolution 1 - Adoption of Remuneration Report (Non-binding Resolution)

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The Remuneration Report includes information on:

- (a) the remuneration policy adopted by the Board;
- (b) the relationship between that policy and the Company's performance;
- (c) the principles used to determine the nature and amount of remuneration;
- (d) the remuneration details of each Director and Key Management Personnel; and
- (e) the performance conditions that must be met prior to an executive deriving any value from the "at risk" components of their remuneration.

As required by section 300A of the Corporations Act, the Remuneration Report is included in the Company's Annual Report, which is available on the Investor section of the Company's website at <https://www.aussiebroadband.com.au/investor-centre/>. For those Shareholders who have elected to receive a printed copy of the Annual Report, a copy of the Annual Report accompanies this Notice.

At the Meeting, the Chair will give Shareholders a reasonable opportunity to ask questions about or comment on the Remuneration Report.

The vote on this resolution is advisory only and will not bind the Directors or the Company. The vote will, however, be taken into consideration in determining future remuneration policy for Directors and executives.

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

Noting that each Director of the Company has a personal interest in their own remuneration the subject of this Resolution 1 (as described in the Remuneration Report), the Board does not consider it appropriate to make a recommendation to Shareholders in relation to voting on this Resolution 1.

**The Board encourages Shareholders to apply the same level of diligence to voting on this Resolution as for the binding Resolutions. The Chair of the Meeting intends to vote all available proxies in favour of Resolution 1.**

### **3 Resolution 2 – Amendment to Constitution**

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Section 136(2) of the Corporations Act provides that a company may modify its constitution if the company passes a special resolution. A special resolution must be passed by at least 75% of the votes cast by members present and entitled to vote on the resolution.

If Resolution 2 is passed by the requisite majority, the Constitution of the Company will be amended to:

- allow the Company to rely on the recent changes to the Corporations Act and hold fully virtual general meetings;
- confirm that a vote of a general meeting must be decided on poll where required by the Corporations Act or the Listing Rules; and
- include certain provisions to ensure the Company satisfies B Corp certification requirements.

A summary of the proposed amendments are described below.

A full copy of the amended Constitution which is marked-up to show the proposed changes is available on the Company's website at <https://www.aussiebroadband.com.au/investor-centre/>. Shareholders can also request a copy by emailing the Company Secretary at [investors@team.aussiebroadband.com.au](mailto:investors@team.aussiebroadband.com.au).

If Resolution 2 is passed, the amendments to the Constitution will take effect from the close of this Meeting.

## **Use of virtual meeting technology**

Resolution 2 proposes to amend the Constitution to account for recent developments in law and general corporate practice for ASX listed companies around the use of virtual meeting technology to host meetings of Shareholders.

The *Corporations Amendment (Meetings and Documents) Act 2022* amends the Corporations Act to allow for meetings of members to be held physically, as a hybrid or, if expressly permitted by the entity's constitution, virtually (provided that members, as a whole, are given a reasonable opportunity to participate in the meeting).

The Company's current Constitution does not permit the holding of wholly virtual general meetings. The Company would like to amend its Constitution to ensure that the Company will be able to take advantage of the increased flexibility and accessibility that the virtual meetings provisions offer in respect of general meetings, especially in light of recent unforeseeable events that have highlighted the need for companies to be able to adapt quickly.

The Directors believe the proposed amendments are an important step in ensuring the Company's Shareholders can continue to exercise their rights to participate in and vote at meetings with minimal disruptions in the event of future movement and gathering restrictions caused by the COVID-19 pandemic or otherwise.

Virtual meetings are those which are held entirely online utilising audio or audio and visual communication technology. The amendments will still enable the Company to convene a hybrid meeting where a component is held in a physical location and individuals who cannot or do not wish to attend in person can participate by virtual means.

## **Voting by poll**

The Directors are proposing to amend the Constitution to reflect section 250JA into the Corporations Act, which mandates that listed companies must conduct polls (and not a show of hands) if the notice of meeting sets out an intention to propose a resolution, the Company has given notice of a members' resolution, or a poll is demanded. This section operates irrespective of anything to the contrary in the Company's Constitution.

## **B Corp Certification**

As part of its commitment to transparency and community impact, Aussie Broadband is seeking certification as a B Corporation.

To meet one of the gateways for certification, the Directors are also proposing to amend the Constitution to reflect the Company's B Corp commitments. This amendment updates the Constitution to include a purpose statement and a stakeholder clause. The proposed form of purpose statement and stakeholder clause are extracted below.

### *Clause 2: Purpose statement*

*"The purpose of the Company is to deliver returns to shareholders while having an overall positive impact on society and the environment."*



#### Clause 15.2: Stakeholder clause

*"In discharging their duties under this Constitution, the Act, applicable company law and the general law, the Directors or other officers of the Company:*

- (a) will include in their consideration the following factors:*
  - (i) the likely consequences of any decision or act of the Company in the long term;*
  - (ii) the interests of the Company's employees;*
  - (iii) the need to foster the company's business relationships with suppliers, customers and others;*
  - (iv) the impact of the Company's operations on the community and the environment;*
  - (v) the desirability of the Company maintaining a reputation for high standards of business conduct;*
  - (vi) the interests of the Members of the Company; and*
  - (vii) the ability of the Company to create an overall positive impact on society and the environment; and*
- (b) need not give priority to a particular factor referred to in clause 15.2(a) over any other factor (included in clause 15.2(a) or otherwise).*

**The Board recommends that Shareholders vote in favour of Resolution 2. The Chair of the Meeting intends to vote all available proxies in favour of Resolution 2.**

#### **4 Resolution 3 – Re-election of Ms Vicky Papachristos as a Director**

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##### **Background**

Resolution 3 relates to the re-election of Ms Vicky Papachristos as a Director of the Company. Clause 13.3(a) of the Company's Constitution provides that no Director, other than a Managing Director, may hold office for a period in excess of 3 years, or beyond the third annual general meeting following the Director's election, whichever is the longer, without submitting himself or herself for re-election.

In accordance with Clause 13.3(a) of the Company's Constitution, Vicky Papachristos will retire at this Meeting, and being eligible for re-election has submitted herself for re-election at this Meeting.

A summary of Ms Papachristos' experience, qualifications and background is provided on page 25 of the Company's 2022 Annual Report, a copy of which is available on the ASX website [www.asx.com.au](http://www.asx.com.au) or on the Company's website <https://www.aussiebroadband.com.au/investor-centre/>.

**The Board (with the exception of Ms Papachristos) recommends that Shareholders vote in favour of Resolution 3. The Chair of the Meeting intends to vote all available proxies in favour of Resolution 3.**

## 5 Resolution 4 – Election of Mr Michael Omeros as a Director

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### Background

Resolution 4 relates to the election of Mr Michael Omeros as a Director of the Company.

Clause 13.1(d) of the Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the end of the next annual general meeting and is then eligible for election at that meeting.

Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Michael Omeros was appointed as an additional Director of the Company on 15 March 2022 following the Company's acquisition of Over the Wire Holdings Limited and has since served as a Director of the Company.

Under this Resolution, Michael Omeros seeks election as a Director of the Company at this Meeting.

A summary of Mr Omeros' experience, qualifications and background is provided on page 25 of the Company's 2022 Annual Report, a copy of which is available on the ASX website [www.asx.com.au](http://www.asx.com.au) or on the Company's website <https://www.aussiebroadband.com.au/investor-centre/>.

For the purposes of Listing Rule 14.1A, the following is disclosed:

- (a) if this Resolution 4 is passed, Mr Omeros will remain appointed as a Director and will be subject to the usual Director rotation provisions in the Constitution and Listing Rules; and
- (b) if this Resolution 4 is not passed, Mr Omeros will cease to be appointed as a Director, and unless re-appointed by the Board as a casual vacancy, will no longer be on the Board.

**The Board (with the exception of Mr Omeros) recommends that Shareholders vote in favour of Resolution 4. The Chair of the Meeting intends to vote all available proxies in favour of Resolution 4.**

## **Resolution 5 – Increase in Non-Executive Director Fee Pool**

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Resolution 5 relates to the approval of the Shareholders for the maximum aggregate amount per annum that may be paid as fees to the Company's non-executive directors (**Fee Cap**). The current Fee Cap is \$500,000.

Under clause 13.4 of the Constitution, the shareholders of the Company may in general meeting set the Fee Cap.

ASX Listing Rule 10.17 prohibits any increase in the Fee Cap without shareholder approval.

The Board has recently conducted a review of non-executive directors' fees and considers it reasonable and appropriate at this time to increase the Fee Cap by \$350,000 to \$850,000, with the increase to take effect on and from the date this Resolution is passed.

The Board considers that the increased Fee Cap is appropriate for the following reasons:

- it will provide flexibility for the Company to continue to attract and retain non-executive directors of a high calibre;
- it will allow for future adjustments to the Company's non-executive directors fees in line with market conditions;
- it will enable the Company to increase the number of non-executive directors, if the Board considers it appropriate to do so, as part of the process of achieving a broad range of skills, experience and expertise on the Board which are complementary to the Company's business activities; and
- it will allow for the payment of appropriate non-executive directors fees over time, taking into account any increased time and responsibilities required of non-executive directors due to the increased complexity of the Company's corporate governance requirements or as a result of the growth of the Company.

The Board does not currently intend to fully utilise the increased Fee Cap, but considers that the increased Fee Cap is appropriate for the reasons outlined above. The Company will set the actual level of remuneration of its non-executive directors within the Shareholder approved Fee Cap, after having regard to independent external advice, market practice, Board performance and other appropriate factors.

Disclosure of non-executive directors' remuneration is made available in each annual remuneration report in accordance with the Corporations Act.

### **Listing Rule disclosures – Listing Rule 14.1A and 10.17**

In accordance with Listing Rule 10.17, the Company must not increase the total aggregate amount of directors' fees payable to all of its non-executive Directors without the approval of Shareholders. For the purposes of this rule, "directors' fees" means all

fees payable by the Company or any of its subsidiaries to a non-executive Director for acting as a director of the Company or any subsidiary and includes superannuation contributions and any fees which a non-executive Director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out-of-pocket expenses, genuine "special exertion" fees paid in accordance with the Constitution, or securities issued to a non-executive Director under Listing Rules 10.11 or 10.14 with the approval of Shareholders.

The notice of meeting must include the following disclosures under Listing Rule 10.17:

- (a) the amount of the increase to the Fee Cap is \$350,000;
- (b) the maximum aggregate amount of directors' fees that may be paid to all of the Company's non-executive Directors is \$850,000 per annum;
- (c) the following securities have been issued to non-executive Directors under Listing Rule 10.11 or 10.14 with the approval of Shareholders within the preceding 3 years:

Date of issue	Name of non-executive Director	Number and type of securities
30 July 2021	Adrian Fitzpatrick	34,103 NED Rights
30 July 2021	Richard Dammery	29,508 NED Rights
30 July 2021	Vicky Papachristos	11,803 NED Rights
26 August 2022	Adrian Fitzpatrick	10,015 NED Rights
26 August 2022	Richard Dammery	12,325 NED Rights
26 August 2022	Vicky Papachristos	12,325 NED Rights

All of the above securities were issued under the Company's Non-Executive Director's Fee Sacrifice Plan, which was approved by shareholders including for the purpose of Listing Rule 10.14 on 28 October 2021.

- (d) A voting exclusion statement has been included in this Notice.

For the purposes of Listing Rule 14.1A, the following is disclosed:

- (a) if this Resolution 5 is passed, the Fee Cap will be increased to 850,000; and
- (b) if this Resolution 5 is not passed, the Fee Cap will remain as \$500,000.

**Given the interests of Directors in this Item, the Board makes no recommendation in relation to Resolution 5. The Chair of the Meeting intends to vote all available proxies in favour of Resolution 5.**

## **6 Resolution 6 – Financial Assistance**

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### **6.1 Introduction**

This section of the Explanatory Notes relating to Resolution 6 is given to shareholders of the Company for the purpose of section 260B(4) of the Corporations Act.

It contains all of the information known to the Company or the Directors of the Company that is material to deciding how to vote on Resolution 6. Resolution 6 approves the giving of financial assistance by companies that are subsidiaries of the Company pursuant to section 260B(2) of the Corporations Act.

Certain terms and expressions used in this section of the Explanatory Notes relating to Resolution 6 are defined in section 7 below.

### **6.2 Requirement for shareholder approval**

Pursuant to section 260A(1) of the Corporations Act, a company may financially assist a person to acquire shares (or units of shares) in the company or a holding company of the company only if:

- (a) giving the assistance does not materially prejudice:
  - (i) the interests of the company or its shareholders; or
  - (ii) the company's ability to pay its creditors; or
- (b) the assistance is approved by shareholders under section 260B of the Corporations Act; or
- (c) the assistance is exempted under section 260C of the Corporations Act.

The requirements for shareholder approval under section 260B of the Corporations Act are described in section 6.3 below.

### **6.3 Shareholder approval of financial assistance**

Under section 260B(1) of the Corporations Act, for a company to financially assist a person to acquire shares (or units of shares) in itself or its holding company, the financial assistance must be approved by:

- (a) a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by the person acquiring the shares (or units of shares) or by their associates; or
- (b) a resolution agreed to, at a general meeting, by all ordinary shareholders.

Approval of this financial assistance pursuant to section 260B(1) will be given by the shareholders of each Over the Wire Entity.

Additionally, under section 260B(2) of the Corporations Act, if immediately after an acquisition, a company will be a subsidiary of an Australian listed domestic corporation, the financial assistance must also be approved by a special resolution of the shareholders of that listed domestic corporation.

Following the Acquisition, the Over the Wire Entities are subsidiaries of the Company (being a listed domestic corporation). As such, shareholders of the Company are asked to approve the financial assistance for the purposes of section 260B(2).

#### **6.4 The Acquisition**

On 15 March 2022, the Company acquired the entire issued share capital of Over the Wire Holdings Limited pursuant to the Scheme of Arrangement (**Acquisition**).

As a result of the Acquisition, each Over the Wire Entity is now a subsidiary of the Company, a listed domestic corporation.

#### **6.5 Particulars of the financial assistance**

A company may be regarded as giving financial assistance if it gives something needed in order that a transaction be carried out or something in the nature of aid or help. Common examples of financial assistance include issuing a debenture, giving security over the company's assets and giving a guarantee or indemnity in respect of another person's liability.

The Company has entered into one or more finance documents including, without limitation, the Syndicated Facility Agreement. The facilities provided under the Syndicated Facility Agreement were drawn to fund the Acquisition and any costs in connection with the Acquisition and to provide working capital for the business of the Group and related companies, including the Over the Wire Entities.

Under the terms of the Syndicated Facility Agreement, the Company is required to ensure that any entity that accedes to the Syndicated Facility Agreement:

- (a) enters into an "Accession Letter" to become an "Additional Guarantor" and an "Obligor" (each as defined in the Syndicated Facility Agreement);
- (b) gives a guarantee and indemnity (which is contained in the Syndicated Facility Agreement) for the repayment of money that may become owing, and to secure (among other things) each other Obligor's obligations, under the Syndicated Facility Agreement and any related document; and
- (c) executes, or accedes to, any document ancillary to, or in connection with, the Syndicated Facility Agreement and any guarantee, indemnity or security interest given in connection with, or ancillary to, the Syndicated Facility Agreement and any related document.

The Company may also from time to time arrange refinancing and additional financing facilities (including working capital facilities) of an amount to be determined in the future. In order to secure and regulate the obligations of the Company and any applicable subsidiary

or related entity of it in relation to new financing facilities, each Over the Wire Entity may, from time to time:

- (a) execute, or accede to, a new facilities agreement as an obligor:
  - (i) on substantially the same terms as the Syndicated Facility Agreement; or
  - (ii) on terms approved by the Board or shareholders (or both) at the relevant time;
- (b) give one or more of a guarantee, indemnity or security interest over its assets (whether by way of mortgage, general security agreement (however described), specific security agreement (however described) or otherwise) to secure each obligor's obligations under any new facilities agreement and any related document; and
- (c) execute, or accede to, any document in connection with, or ancillary to, any new facilities agreement or guarantee, indemnity or security interest given in connection with any new facilities agreement and any related document.

Each Over the Wire Entity's obligations under each Finance Document are significant.

Those obligations include:

- (a) unconditionally and irrevocably guaranteeing the performance of the obligations (including payment obligations) of the Company and any applicable subsidiary or related entity of it under the Finance Documents from time to time; and
- (b) indemnifying each Finance Party and other parties against any liability, loss or cost incurred by them under, or in connection with, the Finance Documents.

As a result, the entering into, and performing obligations under, the Finance Documents (including those Finance Documents as amended, replaced or refinanced) may constitute or involve an Over the Wire Entity giving financial assistance in connection with the Acquisition for the purposes of section 260A of the Corporations Act and therefore requires the prior approval of shareholders under section 260B of the Corporations Act.

## **6.6 Approval of financial assistance**

Under section 260B(2) of the Corporations Act, shareholder approval for financial assistance by the Over the Wire Entities must be approved by special resolution passed at a general meeting of the Company. Shareholders of the Company may vote either for or against Resolution 6 or abstain from voting on the resolution.

To summarise, it is proposed that the giving by each Over the Wire Entity of the financial assistance in connection with the Acquisition be approved by the shareholders of the Company passing Resolution 6 pursuant to section 260B(2) of the Corporations Act.

In accordance with the Corporations Act, a special resolution must be passed by at least 75% of the total votes cast by shareholders present and entitled to vote on the resolution (whether in person or by proxy, attorney or representative).

## **6.7 Reasons for the financial assistance**

The Company used funds made available under the Syndicated Facility Agreement to fund, among other items, the Acquisition and any costs in connection with the Acquisition, and to provide working capital for the business of the Over the Wire Entities and related companies.

The financiers' agreement to provide the finance made available to the Company under the Syndicated Facility Agreement is conditional on the Company and each of its subsidiaries which have acceded to the Syndicated Facility Agreement being bound by certain obligations included in the Syndicated Facility Agreement, including the obligation to ensure that:

- (a) each Over the Wire Entity assumes the obligations and gives the guarantee and indemnity described in section 6.5 above; and
- (b) the Company's shareholders approve the financial assistance to be given by the Over the Wire Entities.

Accordingly, the reason for the giving by the Over the Wire Entities of the financial assistance described above is to enable the Company and their applicable subsidiaries to comply with their obligations under the Syndicated Facility Agreement.

In addition, under the Syndicated Facility Agreement, the ability of the Obligors to provide financial accommodation to, or guarantee the obligations of, entities which are not Obligors is more restricted and limited than in respect of entities which are Obligors. It is therefore in the interests of each Over the Wire Entity to accede to the Syndicated Facility Agreement as an Additional Guarantor and Obligor.

## **6.8 Effects of the financial assistance**

As the Company (and each of its subsidiaries which are a party to or have acceded to the Syndicated Facility Agreement) is already be liable for the amounts payable under the Syndicated Facility Agreement, the giving of the financial assistance described in this Explanatory Memorandum by each Over the Wire Entity is unlikely to have any adverse effect on the Company.

The substantial effect of the financial assistance on the Over the Wire Entities is that, following their respective accession under the Syndicated Facility Agreement, each Over the Wire Entity will have:

- (a) guaranteed all amounts payable under the Syndicated Facility Agreement and related finance documents; and
- (b) indemnified each Finance Party and other parties against any liability, loss or cost incurred by them under, or in connection with, the Syndicated Facility Agreement and related finance documents.

The operations of the Over the Wire Entities will also be restricted by the representations and undertakings given by them when they accede to the Syndicated Facility Agreement. However, following completion of the Acquisition, the Company is already required to procure that the Over the Wire Entities comply with most of these undertakings and the



Company is required to provide such representations, even though the Over the Wire Entities have not yet acceded to the Syndicated Facility Agreement.

The Directors of the Company do not currently have any reason to believe that the Company or any of its subsidiaries which have acceded to the Syndicated Facility Agreement is likely to default in its obligations under the Finance Documents.

However, if the Company or any applicable subsidiary defaults under the Finance Documents, any one or more of the Finance Parties may decide to take enforcement action such as making a demand under the Finance Documents (including by a call on the guarantee and indemnity given by each Over the Wire Entity). Accordingly, each Over the Wire Entity will be liable for the default of the Company or any applicable subsidiary under the Finance Documents. However, any Over the Wire Entity which has made a payment to the Finance Parties may have a right of contribution or subrogation to be paid by the Company or other Obligor.

## **6.9 Advantages of approving Resolution 6**

The advantages to the Company of its shareholders approving Resolution 6 is that:

- (a) the Over the Wire Entities will be able to accede to the Syndicated Facility Agreement and so allow the Company to meet its obligations under the Syndicated Facility Agreement described in section 6.5 above and avoid the occurrence of an event of default. If an event of default occurs, the financiers may require immediate repayment of the amounts due under the Syndicated Facility Agreement and related finance documents. The Directors of the Company believe that the utilisation of the existing facilities under the Syndicated Facility Agreement was the most efficient form of financing available to fund the Acquisition; and
- (b) the Company will be able to benefit from synergies, cost savings and greater growth potential through the integration of the Over the Wire Entities.

The Directors of the Company believe that the principal advantage to the Over the Wire Entities of their respective shareholders approving the financial assistance is that it enables the Company to comply with its obligations under the Finance Documents and avoids a default occurring under the Syndicated Facility Agreement. Any default under the Syndicated Facility Agreement would have a potentially destabilising effect on the Company, which could in turn adversely affect the Over the Wire Entities. In addition, the continuation of the Syndicated Facility Agreement benefits the Over the Wire Entities because the Syndicated Facility Agreement will provide funds for the working capital and general corporate purposes of the Over the Wire Entities.

## **6.10 Disadvantages of approving Resolution 6**

As the Company (and each of its subsidiaries which have acceded to the Syndicated Facility Agreement) is already liable for the amounts payable under the Syndicated Facility Agreement and related Finance Documents, the Directors of the Company do not believe there are any disadvantages to the Company of its shareholders approving Resolution 6.

Nevertheless, the disadvantages to the Over the Wire Entities of their shareholders approving Resolution 6 may be considered to include the following:

- (a) the Over the Wire Entities will become liable for the amounts payable under the Syndicated Facility Agreement and related finance documents;
- (b) the operations of the Over the Wire Entities will be restricted by the representations and undertakings given by them by acceding to the Syndicated Facility Agreement. However, the Company is already required to procure that the Over the Wire Entities comply with most of these undertakings and the Company is required to provide such representations, even though the Over the Wire Entities have not yet acceded to the Syndicated Facility Agreement;
- (c) although the Directors consider this unlikely, the Company or any subsidiary may default under the Syndicated Facility Agreement. Following an event of default, the Finance Parties may make a demand under the guarantees provided by the Over the Wire Entities requiring immediate repayment of the amounts due under the Finance Documents; and
- (d) the giving of the financial assistance may impact on each Over the Wire Entity's ability to borrow money in the future. This is because a lender may be deterred by the existence of the Finance Documents from making finance facilities available to any Over the Wire Entity. However, the Company is already required under the Syndicated Facility Agreement to procure that each Over the Wire Entity does not borrow money other than in a manner permitted by the Syndicated Facility Agreement.

### **6.11 Approval and Recommendation**

The Board has unanimously approved these Explanatory Notes relating to Resolution 6 and recommends that shareholders vote in favour of Resolution 6 to approve the giving of financial assistance as the Board believes that approval of the resolution is in the best interests of the Company.

### **6.12 Notice to ASIC**

As required by section 260B(5) of the Corporations Act, copies of the Notice of Meeting (including the Explanatory Notes) as sent to the shareholders were lodged with ASIC before their dispatch to the shareholders.

### **6.13 Disclosure of information**

The Directors of the Company consider that the Notice of Meeting and these Explanatory Notes contain all material information known to the Company that could reasonably be required by the shareholders of the Company in deciding how to vote on Resolution 6, other than information that it would be unreasonable to require the Company to disclose because the Company has previously disclosed the information to its shareholders.

## 6.14 Accompanying documents

The Notice of Meeting accompanies these Explanatory Notes.

**The Chair of the Meeting intends to vote all available proxies in favour of Resolution 6.**

## 7 Glossary

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**Acquisition** has the meaning given in section 6.4.

**AGM or Meeting** means the Annual General Meeting of the Company to be held as a hybrid meeting on 21 October 2022 commencing at **10:30am** (Melbourne time) at KPMG offices, Level 36, Tower Two, Collins Square, 727 Collins Street, Docklands, VIC 3008 and virtually at <https://meetings.linkgroup.com/ABB22>.

**Annual Report** means the 2022 Annual Report, a copy of which may be obtained from the Company's website at <https://www.aussiebroadband.com.au/investor-centre/>.

**Associate** has the meaning given to that term in the Corporations Act.

**ASX** means ASX Limited ABN 98 008 624 691 or the market operated by it, as the context requires.

**Auditor's Report** means the report of the Auditor regarding its audit of the Company, and its controlled entities, which accompanies the Financial Report.

**Board** means the board of the Directors of the Company from time to time.

**Chair** means the person who chairs the AGM.

**Company or ABB** means Aussie Broadband Limited ACN 132 090 192.

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means each of the directors of the Company, as appointed from time to time.

**Directors' Report** means the report of the Directors, which accompanies the Financial Report.

**Explanatory Memorandum** means this document.

**Finance Document** means the Syndicated Facility Agreement and other document defined as a "Finance Document" in the Syndicated Facility Agreement.

**Finance Party** means the Agent and each Lender (each as defined in the Syndicated Facility Agreement).

**Financial Report** means the consolidated annual financial report of Aussie Broadband Limited for the year ended on 30 June 2022 that accompanies the Notice.

**Group** means the Company and its controlled entities.

**Key Management Personnel** has the same meaning as in the accounting standards as defined in section 9 of the Corporations Act (so the term broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director, whether executive or otherwise, of the Company).

**Listing Rules** means the official rules of the ASX.

**Managing Director** means a Director appointed to that office under clause 16 of the Company's Constitution.

**Notice** means the notice for the Meeting accompanying this Explanatory Memorandum.

**Over the Wire Entity** means:

- (a) Access Digital Networks Pty Limited;
- (b) Comlinx Pty Ltd;
- (c) Digital Sense Hosting Pty Ltd;
- (d) Faktortel Holdings Pty Ltd;
- (e) Faktortel Pty Ltd;
- (f) Netsip Pty Ltd;
- (g) Over the Wire Pty Ltd;
- (h) Over the Wire Holdings Limited;
- (i) OTW Corp Pty Ltd;
- (j) Sanity Holdings Pty Ltd;
- (k) Telarus Pty Ltd;
- (l) VPN Solutions Pty Limited;
- (m) Zintel Communications Pty Ltd; and
- (n) each other entity which became a subsidiary of the Company as a result of the Company's acquisition of Over the Wire Holdings Limited under the Scheme of Arrangement.

**Proxy Forms** means the proxy form enclosed with this Explanatory Memorandum in relation to the Resolutions.

**Remuneration Report** means the remuneration report of the Company that forms part of the Directors' Report.

**Resolutions** means each of the resolutions set out in the Notice.

**Scheme of Arrangement** means the scheme of arrangement under which the Company acquired all of the issued share capital in Over the Wire Holdings Limited, which was implemented on 15 March 2022.

**Share** means a fully paid ordinary share in the Company.

**Shareholder** means a registered holder of a Share.

**Syndicated Facility Agreement** means the syndicated facility agreement dated March 2022 between, among others, the Company, certain subsidiaries of the Company (as Original Guarantors), Commonwealth Bank of Australia (as Agent) and a syndicate of banks (as Original Lenders).

**LODGE YOUR VOTE**

**ONLINE**
<https://investorcentre.linkgroup.com>

**BY MAIL**

Aussie Broadband 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 Aussie Broadband Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chairman 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 will 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 is named, the Chairman 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 (Melbourne time) on Friday, 21 October 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 **at KPMG offices, Tower Two, Collins Square, 727 Collins Street, Docklands, VIC 3008** or logging in online a **<https://meetings.linkgroup.com/ABB22>** (refer to details in the Virtual Meeting Online Guide).

**Important for Resolutions 1 & 5:** If the Chairman 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 Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 & 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman 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 ☒

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Increase in Non-Executive Director Fee Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Amendment to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Financial Assistance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-Election of Ms Vicky Papachristos as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Election of Mr Michael Omeros as a Director	<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 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).



## HOW TO COMPLETE THIS SHAREHOLDER 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.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman 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.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions 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 shares 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 shares 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 share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy 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
- (b) 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 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 share 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 **10:30am (Melbourne time) on Wednesday, 19 October 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

<https://investorcentre.linkgroup.com>

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.



#### BY MAIL

Aussie Broadband 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 – 11 and up
- Microsoft Edge – 92.0 and after

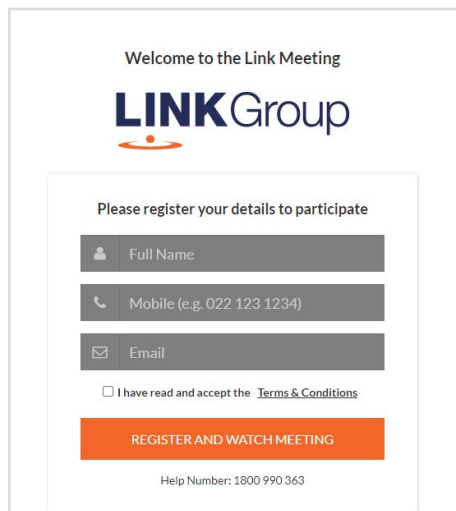
**To attend and vote you must have your securityholder number and postcode.**

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



## Step 1

Open your web browser and go to <https://meetings.linkgroup.com/ABB22>

## Step 2

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

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

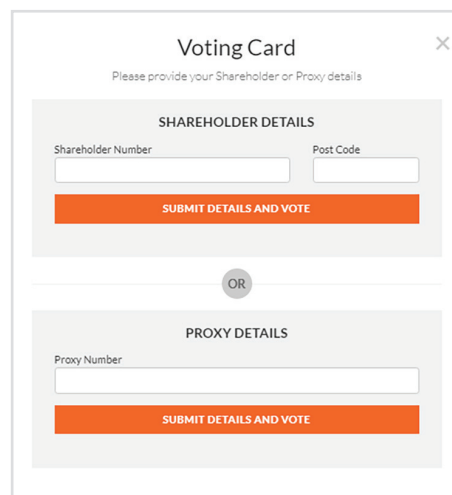
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during 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.

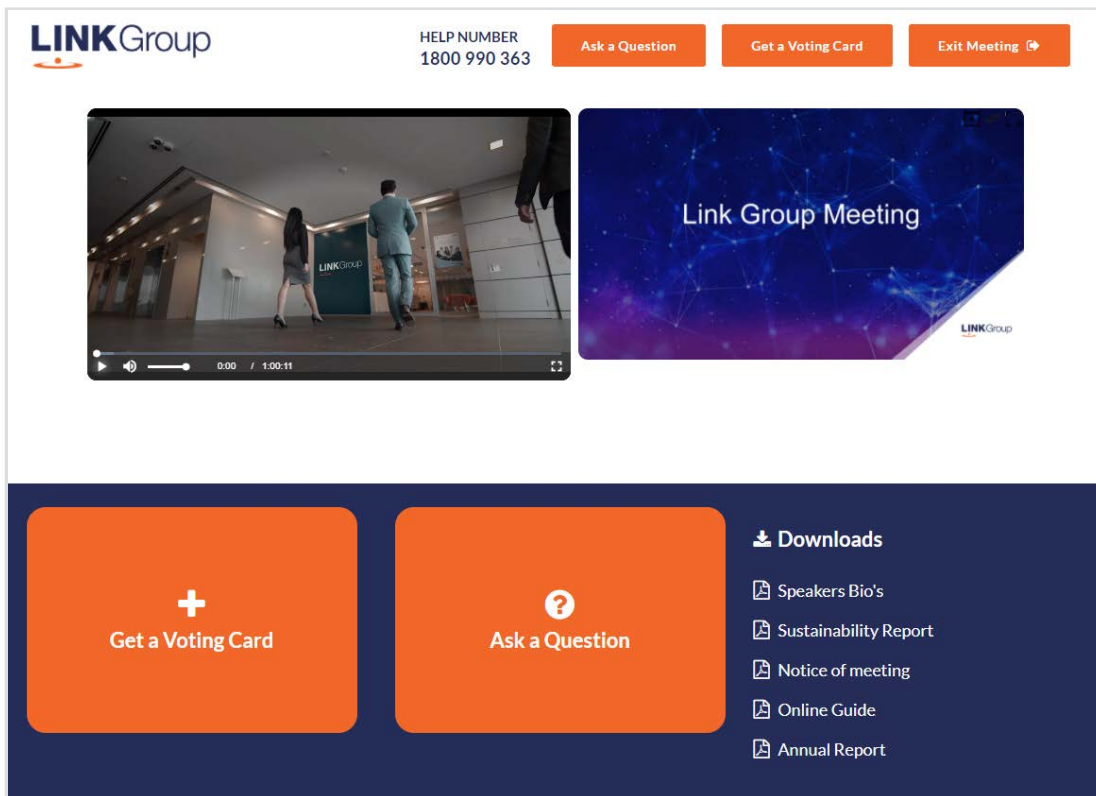


If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

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.



## 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.

# Virtual Meeting Online Guide *continued*

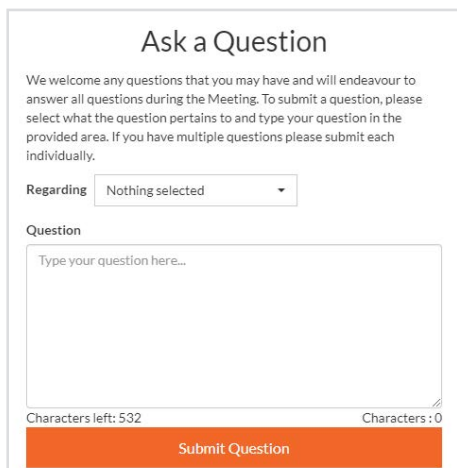
## 2. How to ask a question

**Note:** Only verified securityholders, Proxyholders and Company Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will 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.

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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 includes a welcome message: '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 'Nothing selected'. The 'Question' section features a large text area with the placeholder 'Type your question here...'. At the bottom, it shows 'Characters left: 532' and 'Characters : 0', followed by an orange 'Submit Question' button.

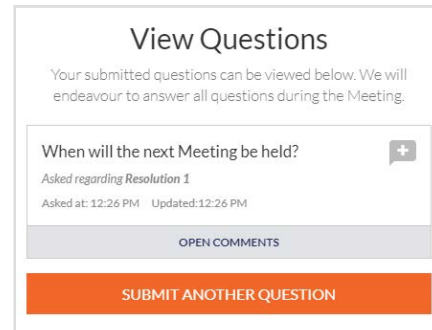
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

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' box is titled 'View Questions' and states: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.' It displays a question: 'When will the next Meeting be held?' with a plus icon in a grey box. Below the question, it says 'Asked regarding Resolution 1' and 'Asked at: 12:26 PM Updated: 12:26 PM'. There is a grey button labeled 'OPEN COMMENTS' and an orange button labeled 'SUBMIT ANOTHER QUESTION'.

## 3. Downloads

View relevant documentation in the Downloads section.

## 4. 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.

## 5. Phone Participation

### What you will need

- a) Land line or mobile phone
- b) The name and securityholder number 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: 1800 719 641 (within Australia) or  
+61 2 9189 2031 (from Overseas)

#### Step 2

You will be greeted with a welcome message and provided with 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 provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

#### Step 3

Once the moderator has verified your details you will be placed into a waiting room where you 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 Chairman calls for questions or comments on each item of business, **press \*1** on your keypad for the item of business that your questions or comments relates to. If at any time you no longer wish to ask a question or make a comment, you can lower your hand by **pressing \*2** on your keypad.

#### Step 2

When it is time to ask your question or make your comment, the moderator will introduce you to the meeting. Your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.

#### Step 3

Your line will be muted once your question or comment has been asked / responded to

### Contact us

#### Australia

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