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INVITATION TO MACMAHON'S 2020 ANNUAL GENERAL MEETING

Dear Shareholder,

I am pleased to invite you to attend the 2020 Annual General Meeting (**AGM**) of Macmahon Holdings Limited (**Macmahon** or the **Company**) which will be held on Wednesday, 21 October 2020 at 11.00am (AWST).

Following the temporary modifications to the *Corporations Act* under a determination made by the Federal Treasurer in May 2020 (the **Determination**), and due to continuing developments in relation to coronavirus (COVID-19), the Board has decided that this year's AGM will be held virtually. There will **not** be a physical meeting. The Board believes that this decision is in the best interests of the Company's shareholders and employees, and has made it having regard to the overall health and safety of everyone who was expecting to attend the AGM.

Accordingly, we have adopted measures to allow shareholders to participate in the AGM online this year. The AGM will be made accessible to shareholders via an online platform (called Lumi) which will include a facility for shareholders to ask questions in relation to the business of the meeting and to vote in real time at the meeting.

In accordance with the Determination, the Company will not be sending hard copies of the Notice of Meeting to shareholders. Instead, the Notice of Meeting can be viewed and downloaded from Macmahon's website at www.macmahon.com.au/en-au/investors.

Your participation in the meeting is important to us and the Directors encourage all shareholders to participate via the online platform. Whilst shareholders will be able to vote online during the meeting, shareholders are encouraged to lodge a proxy vote ahead of the meeting, even if they are participating online. If you are unable to participate online, please lodge your proxy vote (in accordance with the instructions on the proxy form). A copy of your personalised proxy form is enclosed with this letter for your convenience.

As always, we invite shareholders to submit questions in advance of the meeting. Questions may be submitted by sending an email to the Company Secretary at cosec@macmahon.com.au.

How to participate in the AGM online

Shareholders can participate in the AGM online by accessing the Lumi platform through one of the following methods:



Smartphone, tablet or computer	Lumi AGM app
Enter the following URL in the browser: https://web.lumiagm.com	Download the Lumi AGM app from the Apple App Store or Google Play Store by searching for Lumi AGM.

To participate in the Meeting online, please use the following details as and when prompted:

1. The meeting ID is: 379245922.
2. Your username is your SRN/HIN (which is printed on your proxy form).
3. Your password is your postcode registered on your holding if you are an Australian shareholder. Overseas shareholders should refer to the Online Meeting Guide (attached as Schedule 2 to the Notice of Meeting) for their password details.
4. Appointed proxies will need to receive their username and password by contacting Computershare on +61 3 9415 4024.

The Company will also make available copies of both the Chair's and Managing Director's addresses on both the ASX website (at www.asx.com.au) and Macmahon's website (www.macmahon.com.au/en-au/investors/asx-announcements) prior to the commencement of the meeting.

As would be the case when attending a meeting in person, shareholders will be able to view proceedings, ask questions and/or make comments and vote at the appropriate times whilst the meeting is in progress. All resolutions will be conducted by poll.

More information regarding participating in the AGM online, including browser requirements and how to vote, comment and ask questions virtually during the meeting, is set out in the Notice of Meeting and the Online Meeting Guide attached at Schedule 2 to the Notice of Meeting.

We encourage you to read the Company's 2020 Annual Report prior to the meeting which can be located on the Company's website (www.macmahon.com.au/en-au/investors).

How to submit your vote in advance of the meeting

Proxy votes must be received by 11.00am (WST) on Monday, 19 October 2020 to be valid for the meeting. Instructions on how to appoint a proxy are contained in the Notice of Meeting and are also available online (at www.investorvote.com.au).

Further information

Further information in relation to the AGM is contained in the Notice of Meeting. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Computershare, on 1300 787 930 (within Australia) or +61 3 9415 4000 (Overseas).

We look forward to engaging with shareholders in this new way, and I hope that you will participate in the meeting online.

Yours sincerely

Eva Skira
Chair



Macmahon Holdings Limited ACN 007 634 406

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of Macmahon Holdings Limited (“Macmahon” or the “Company”) will be held as a virtual meeting on **Wednesday, 21 October 2020 at 11.00 am (AWST)**.

IMPORTANT NOTICE REGARDING ATTENDANCE, COVID-19 AND THE VIRTUAL MEETING

In light of the global COVID-19 pandemic, the Company has taken steps to ensure that all Shareholders can participate in the Meeting while maintaining their health and safety. As a result, the Company has arranged for the Meeting to be held as a virtual meeting this year through the Lumi platform.

Shareholders will not be able to attend the Meeting in person and can only participate in the Meeting online by accessing the Lumi platform through one of the following methods:

Smartphone, tablet or computer	Lumi AGM app
Enter the following URL in the browser: https://web.lumiagm.com	Download the Lumi AGM app from the Apple App Store or Google Play Store by searching for Lumi AGM.

To participate in the Meeting online, please use the following details as and when prompted:

1. The meeting ID is: 379245922.
2. Your username is your SRN/HIN (which is printed on your proxy form).
3. Your password is your postcode registered on your holding if you are an Australian shareholder. Overseas shareholders should refer to the Online Meeting Guide (attached at Schedule 2) for their password details.
4. Appointed proxies will need to receive their username and password by contacting Computershare on +61 3 9415 4024.

Shareholders will not be able to attend the Meeting physically in order to cast their votes or to participate in the Meeting. Accordingly, the Company strongly encourages all Shareholders who wish to vote to do so by:

1. participating in the virtual Meeting and casting a vote online; or
2. completing and returning the Proxy Form.

As would be the case when attending a meeting in person, Shareholders will be able to view proceedings live, ask questions (or make comments) and vote at the appropriate times whilst the Meeting is in progress. All Resolutions will be conducted by poll.

More information regarding participating in the Meeting online, including browser requirements and how to vote, comment and ask questions virtually during the Meeting, is set out in the Online Meeting Guide attached at Schedule 2.

Attached to, and forming part of, this Notice of Meeting is an Information Memorandum that provides Shareholders with background information and further details on the Resolutions to understand the reasons for, and the effect of, the Resolutions, if approved. This Notice of Meeting is important and should be read in its entirety.

Terms which are defined in section 2 of the Information Memorandum and are used in this Notice of Meeting have the same meaning as in the Information Memorandum.

Ordinary Business

Financial Statements and Reports

To consider the financial report, the Directors' report and the Auditor's report for the year ended 30 June 2020.

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, the Remuneration Report (which forms part of the Directors' report for the year ended 30 June 2020) be adopted”.

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

Voting Exclusion Statement

To the extent required by section 250R of the Corporations Act, a vote must not be cast (in any capacity) on Resolution 1 by or on behalf of either of the following persons:

- (a) a member of the key management personnel details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member.

However, a person (the “**voter**”) may cast a vote on the Resolution as a proxy if the vote is not cast on behalf of a person described in (a) or (b) above and either:

- (c) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote in the Resolution; or
- (d) the voter is the chair of the meeting and the appointment of the chair as proxy (i) does not specify the way the proxy is to vote on the Resolution; and (ii) expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Resolution 2 – Re-election of Ms Eva Skira as a Director

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

“To re-elect Ms Skira, who retires from the office of Director in accordance with rule 3.6(c) of the Company's Constitution, and being eligible, offers herself for re-election”.

Resolution 3 – Re-election of Mr Alexander Ramlie as a Director

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

“To re-elect Mr Ramlie, who retires from the office of Director in accordance with rule 3.6(c) of the Company's Constitution, and being eligible, offers himself for re-election”.

Resolution 4 – Re-election of Mr Arief Sidarto as a Director

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

“To re-elect Mr Sidarto, who retires from the office of Director in accordance with rule 3.6(c) of the Company’s Constitution, and being eligible, offers himself for re-election”.

Resolution 5 – Renewal of Proportional Takeover Provisions

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

“That, with effect from the close of the Meeting and in accordance with section 648G of the Corporations Act, the proportional takeover provisions set out in Rule 29.8 of, and Schedule 2 to, the Constitution of the Company (a copy of which is tabled at the Meeting), be renewed for a period of three years.”

Other Business

To transact any other business that may be brought forward in accordance with the Company’s Constitution or the law.

Determination of Shareholders’ Right to Vote

The Company has determined that persons who are registered holders of Shares at 4.00pm (AWST) on 19 October 2020 will be entitled to vote at the AGM.

Voting by Proxy

A Shareholder entitled to vote at the AGM may appoint a proxy. A proxy need not be a Shareholder.

A Shareholder 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. The effect of these sections is that if proxies vote, they must cast all directed proxies as directed, and any directed proxies that are not voted will automatically default to the chair of the Meeting, who must vote the proxies as directed.

Lodgement of proxy documents

The following addresses are specified for the purposes of receipt of completed Proxy Forms and any authorities under which Proxy Forms are signed (or certified copies of those authorities):

By Facsimile: (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555

By Post: Computershare Investor Services Pty Limited, GPO Box 242 Melbourne VIC 3001

Online: A proxy can be appointed electronically by visiting www.investorvote.com.au and following the instructions provided.

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting instructions.

To be effective, a Proxy Form and the power of attorney (if any) under which the Proxy Form is signed (or a certified copy of the power of attorney) must be received by the Company at least 48 hours before the commencement of the Meeting (that is, by 11.00am (AWST) on Monday, 19 October 2020).

The enclosed Proxy Form provides further details on appointing proxies and lodging the Proxy Forms.

Appointed proxies will need to contact Computershare Investor Services to obtain a username and password to vote online at the Meeting (given that the Meeting is being held as a virtual meeting). Further details are available in the Online Meeting Guide attached at Schedule 2.

Bodies corporate

A body corporate may appoint an individual as its representative to exercise all or any of the powers the body may exercise (either as a shareholder or as a proxy) at a meeting of a Company's shareholders in accordance with section 250D of the Corporations Act. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution. The form of appointment, including any authority under which it is signed, must be received by Computershare Investor Services by no later than the commencement of the Meeting, unless it has previously been given to the Company.

Voting Prohibition by Proxies (Remuneration of key management personnel)

To the extent required by section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 1 if the person is either a member of the Company's key management personnel or a closely related party of such a member and the appointment does not specify the way the proxy is to vote on the Resolution. However, the proxy may vote if the proxy is the chair of the meeting and the appointment expressly authorises the chair of the meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of key management personnel.

If the chair of the meeting is appointed as your proxy and you have not specified the way the chair of the meeting is to vote on Resolution 1, by signing and returning the Proxy Form (including via an online facility), you are considered to have provided the chair of the meeting with an express authorisation for the chair of the meeting to vote the proxy in accordance with the chair of the meeting's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of key management personnel.

By order of the Board



Katina Nadebaum
Company Secretary
18 September 2020

Information Memorandum

1. Introduction

This Information Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the AGM of Macmahon Holdings Limited (ACN 007 634 406).

This Information Memorandum forms part of and should be read in conjunction with the accompanying Notice of Meeting.

2. Glossary

The following terms and abbreviations used in this Information Memorandum (and the Notice of Meeting to which it forms a part of), have the following meanings:

“AGM” or “Meeting”	The annual general meeting of the Company notified to Shareholders by this Notice of Meeting
“Annual Report”	The annual report for the Company for the year ended 30 June 2020
“ASX”	ASX Limited (ACN 008 624 691) and where the context requires, means the Australian Securities Exchange operated by ASX Limited.
“ASX Listing Rules” or “Listing Rules”	The official Listing Rules of the ASX, as amended from time to time
“Company” or “Macmahon”	Macmahon Holdings Limited (ACN 007 634 406)
“Company’s Constitution” or “Constitution”	The constitution of Macmahon
“Corporations Act”	The Corporations Act 2001 (Cth) as amended from time to time
“Directors” or “Board”	The directors of the Company in office at the date of the Notice of Meeting
“Information Memorandum”	The information memorandum which forms a part of the Notice of Meeting
“Notice of Meeting” or “Notice”	This notice of meeting incorporating the Information Memorandum
“Remuneration Report”	The remuneration report of the Company contained in the Directors’ report for the year ended 30 June 2020
“Resolution”	A resolution contained in the Notice of Meeting to which this Information Memorandum relates
“Shareholder”	A person registered as the holder of Shares in the register of members of the Company
“Shares”	Fully paid ordinary shares in the Company

3. Annual Report

The Corporations Act and the Company’s Constitution require that:

- the reports of the Directors and the Company’s auditors; and
- the annual financial report, including the financial statements of the Company for the year ended 30 June 2020,

be laid before the AGM. Neither the Corporations Act nor the Constitution requires a vote of Shareholders on the reports or statements. However, at the AGM Shareholders will be given ample opportunity to raise questions or comments on the management of the Company.

Also, a reasonable opportunity will be given to members as a whole at the AGM to ask the Company’s auditor questions relevant to the conduct of the audit, the preparation and content of the auditor’s report,

the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Questions may also be submitted by Shareholders in advance of the Meeting by sending an email to the Company Secretary at cosec@macmahon.com.au by 11.00am (AWST) on 20 October 2020. It may not be possible to respond to all questions asked at the Meeting or submitted in advance of the Meeting, but the Company will do its best to address your concerns.

4. Resolutions to be considered by Shareholders

Resolution 1 – Remuneration Report

The Remuneration Report is set out on pages 58 to 69 of the Company's 2020 Annual Report.

Section 250R(2) of the Corporations Act requires that a resolution that the remuneration report be adopted be put to the vote at the Company's AGM. While the vote on this Resolution is advisory only and does not bind the Directors or the Company, the Board will take into consideration the outcome of this Resolution when assessing the remuneration policy for Non-Executive Directors and executives in the future.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if 25% or more of the votes cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution (**spill resolution**) that another meeting be held within 90 days at which all of the Company's Directors (not including the Managing Director) must stand for re-election.

At the Company's last AGM, the votes cast against the Remuneration Report represented less than 25% of the total votes cast. A spill resolution will therefore not be required at this AGM.

Key management personnel details of whose remuneration are included in the Remuneration Report, and their closely related parties, are prohibited from voting on Resolution 1, except in the circumstances described in the voting exclusion statement set out in the Notice.

A reasonable opportunity will be provided for Shareholders to ask questions about the Remuneration Report at the Meeting.

Directors' recommendation: *The Board recommends that Shareholders vote in favour of the adoption of the Remuneration Report.*

Resolution 2 – Re-election of Ms Eva Skira as a Director

Ms Skira will retire at the Meeting under the director rotation provisions of rule 3.6(c) of the Company's Constitution and, being eligible, offers herself for re-election as a Director.

Ms Skira joined the Board as a non-executive Director in September 2011 and was appointed Chair of the Board on 27 June 2019. Ms Skira has a background in banking, capital markets, stockbroking and financial markets, previously holding executive positions at the Commonwealth Bank in the Corporate Banking/Capital Markets divisions and later with stockbroker Barclays de Zoete Wedd. Subsequently, she has served on a number of boards in business, government and the not-for-profit sectors across a range of industries.

Ms Skira completed her BA (1st Class Honours, Economic History) at the University of New South Wales, and obtained her Masters of Business Administration (Dux and Distinction) at the International Management Institute (University of Geneva), now called IMD International in Switzerland, one of the premier business schools in Europe.

Ms Skira is currently the Chair of the Trustees of St John of God Health Care Inc and a Non-executive Director for The WA Parks Foundation, the Western Australian Cricket Association (WACA) and Western Power.

Ms Skira was recognised in the 2019 Australia Day Honours list and awarded a Member of the Order of Australia for business.

As at the date of this Notice, Ms Skira has been a Director of the Company for approximately nine years. Ms Skira is currently the Chair of the Nomination Committee and a member of the Board's Audit & Risk Committee and Remuneration Committee.

After appropriate consideration, and taking into account her past performance, contributions to the Company and the current and future needs of the Board and the Company, the Board's members (excluding Ms Skira) unanimously resolved that Ms Skira's distinct set of skills and experience, including her extensive experience in the resources and financial sectors, is of obvious and ongoing benefit to the Board. The Board also considered that Ms Skira's independence has not been impaired during her tenure and that she is therefore considered to be an independent Director.

Directors' recommendation: *The Board (with Ms Skira abstaining) recommends that Shareholders vote in favour of Resolution 2.*

Resolution 3 – Re-election of Mr Alexander Ramlie as a Director

Mr Ramlie will retire at the Meeting under the director rotation provisions of rule 3.6(c) of the Company's Constitution and being eligible, offers himself for re-election as a Director.

Mr Ramlie joined the Board as a non-executive (and non-independent) Director in August 2017 and is also a Director of PT Amman Mineral Nusa Tenggara.

Prior to joining PT Amman Mineral Nusa Tenggara, Mr Ramlie was the President Director and Chief Executive Officer of PT Borneo Lumbang Energi & Metal Tbk which operates a hard coking coal mine in Tuhup, Central Kalimantan.

Mr Ramlie started his career as an investment banker at Lazard Frères & Co and has held senior management positions in the mining industry in Indonesia since 2011. Between 2012 and 2015, Mr Ramlie was also a Director of LSE-listed Bumi PLC, a Vice-President Commissioner/ Vice-Chairman of IDX-listed PT Berau Coal Energy Tbk and its subsidiary, PT Berau Coal, and held Commissioner positions in IDX-listed PT Bumi Resources Tbk, PT Kaltim Prima Coal, and PT Arutmin Indonesia.

As at the date of this Notice, Mr Ramlie has been a Director of the Company for approximately three years. Mr Ramlie is also currently a member of the Nomination Committee.

After appropriate consideration, and taking into account his past performance, contributions to the Company and the current and future needs of the Board and the Company, the Board's members (excluding Mr Ramlie) unanimously resolved that Mr Ramlie's distinct set of skills and experience, including his extensive experience in the resources and financial sectors, is of obvious and ongoing benefit to the Board.

Mr Ramlie is not considered to be an independent Director as Mr Ramlie joined the Board as a nominee of the Company's largest shareholder, AMC, and his appointment was pursuant to the terms of the Alliance Agreement between the Company and (amongst others) AMC, details of which are set out in the Company's Notice of General Meeting dated 9 June 2017.

Directors' recommendation: *The Board (with Mr Ramlie abstaining) recommends that Shareholders vote in favour of Resolution 3.*

Resolution 4 – Re-election of Mr Arief Sidarto as a Director

Mr Sidarto will retire at the Meeting under the director rotation provisions of rule 3.6(c) of the Company's Constitution and being eligible, offers himself for re-election as a Director.

Mr Sidarto joined the Board as a non-executive (and non-independent) Director in August 2017 and is also a Director of PT Amman Mineral Nusa Tenggara. His qualifications include an MBA from Harvard Business School and two bachelor degrees with summa cum laude from The Wharton School of Finance and The Engineering School of the University of Pennsylvania.

Prior to joining PT Amman Mineral Nusa Tenggara in April 2017, Mr Sidarto held the position of Managing Director and Member of the Board of PT Rajawali Corpora (RC). He was also Managing Partner of Samuel Group from 2009 to 2015 and Managing Director of Wellspring Capital Partners from 2010 to 2014.

Mr Sidarto was previously with Goldman Sachs New York in 1991 in its Structured Finance Division; before relocating to Hong Kong and then Singapore to run investment banking and corporate finance as Chief Operating Officer.

As at the date of this Notice, Mr Sidarto has been a Director of the Company for approximately three years. Mr Sidarto is also currently a member of the Nomination Committee.

After appropriate consideration, and taking into account his past performance, contributions to the Company and the current and future needs of the Board and the Company, the Board's members (excluding Mr Sidarto) unanimously resolved that Mr Sidarto's distinct set of skills and experience, including his extensive experience in the financial sector, is of obvious and ongoing benefit to the Board.

Mr Sidarto is not considered to be an independent Director as Mr Sidarto joined the Board as a nominee of the Company's largest shareholder, AMC, and his appointment was pursuant to the terms of the Alliance Agreement between the Company and (amongst others) AMC, details of which are set out in the Company's Notice of General Meeting dated 9 June 2017.

Directors' recommendation: *The Board (with Mr Sidarto abstaining) recommends that Shareholders vote in favour of Resolution 4.*

Resolution 5 – Renewal of Proportional Takeover Provisions

Resolution 5 seeks to renew both rule 29.8 and Schedule 2 in the Company's Constitution (**Proposed Proportional Takeover Provisions**), in the form set out in Schedule 1 to this Notice of Meeting. These provisions relate to proportional takeover approval under section 648D of the Corporations Act.

The Company's Constitution currently contains a rule 29.8 and Schedule 2 that enables the Company to refuse to register shares acquired under a proportional takeover bid unless approved by a resolution of Shareholders. In accordance with the Corporations Act, these provisions last for a maximum of three years, unless renewed. These provisions were last renewed by the Company at the AGM held on 30 November 2017, so will shortly cease to be of any effect and will be deemed to be omitted from the Company's Constitution.

The Directors believe it is appropriate to continue with the Proposed Proportional Takeover Provisions in the Company's Constitution. The Proposed Proportional Takeover Provisions have the same effect as the current provisions. If adopted, the Proposed Proportional Takeover Provisions would operate for three years from the date of the Meeting and after that time would cease to apply unless renewed by a further special resolution of Shareholders. Accordingly, a special resolution is being put to Shareholders under section 648G of the Corporations Act to re-instate rule 29.8 and Schedule 2 of the Constitution.

If Resolution 5 is passed, then for 21 days after the Meeting, the holders of 10% of the Company's shares have the right to apply to the court to have the Resolution set aside. The court may set aside the Resolution if the court is satisfied in all the circumstances that it is appropriate to do so.

The Corporations Act requires certain information to be included in a notice of meeting where a company seeks the approval of its shareholders to adopt proportional takeover provisions. This information is set out below.

Proportional takeover bid

A proportional takeover bid is a takeover bid that is sent to all shareholders in a class, offering to purchase only a specified proportion (but not all) of each shareholder's shares. If a shareholder accepts, the shareholder disposes of that specified portion and retains the balance.

Effects of the proportional takeover provisions

The effects of the proportional takeover provisions are that:

- if a bidder makes a proportional takeover bid for any class of shares in the Company, the Directors must ensure that a meeting of members of that class is convened where a resolution

to approve the proportional takeover bid is voted on. The vote is decided on a simple majority. The bidder and its associates are excluded from voting on that approving resolution;

- the meeting and the vote on the approving resolution must take place more than 14 days before the last day of the bid period;
- if the approving resolution is rejected before the deadline, the bid cannot proceed and the offer will be taken to have been withdrawn. Any transfers giving effect to takeover contracts for the bid will not be registered and all offers under the takeover bid are taken to be withdrawn and all takeover contracts must be rescinded;
- if the approving resolution is not voted on, the bid will be taken to have been approved; and
- if the approving resolution is passed (or taken to have been approved), the transfers must be registered (subject to other provisions of the Corporations Act and the Company's Constitution).

The proportional takeover provisions do not apply to full takeover bids.

Reasons for the proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having an opportunity to dispose of all their Shares. That is, Shareholders are exposed to the risk of being left as minority Shareholders in the Company by not being able to sell their entire shareholding into a proportional takeover. Also, by making a proportional bid, a bidder could obtain practical control of the Company by acquiring less than a majority interest. This might allow a bidder to acquire control without payment of an adequate control premium.

The Directors believe that the Proposed Proportional Takeover Provisions are desirable to give Shareholders protection from the risks inherent in proportional takeover bids. The proposed provisions allow Shareholders to decide if a proportional takeover bid is acceptable in principle, and may assist in ensuring that any proportional takeover bid is appropriately priced.

To assess the merits of the Proposed Proportional Takeover Provisions, Shareholders should make a judgment as to what events are likely to occur in relation to the Company during the three year life of the proposed new provisions.

As at the date of this Notice, AMC holds approximately 44.3% of the Shares of the Company. There is no contractual restriction on AMC (or its group entities) from acquiring further shares in the Company. Given this, the Directors consider that it is less likely that the Company may be subject to a proportional takeover bid than was the case when these provisions were introduced.

Notwithstanding this, the Directors consider it is appropriate to renew the Proposed Proportional Takeover provisions because:

- this is consistent with past practice, and the Board's view of the desirability (or otherwise) of proportional takeover bids as a means of affecting a change in control has not changed; and
- the Proposed Proportional Takeover Provisions will have a life of three years, and the Board cannot say with certainty what AMC's shareholding in the Company will (or may) be for that period. For example, it may be that AMC's percentage shareholding reduces over time, thus increasing the likelihood of a proportional takeover bid from a third party at some future point.

For these reasons, the Board considers it appropriate to seek to renew these provisions.

Potential advantages and disadvantages of the Proposed Proportional Takeover Provisions

The Corporations Act requires the Notice of Meeting to discuss the advantages and disadvantages for Directors and Shareholders of the Proposed Proportional Takeover Provisions.

The Directors consider that the Proposed Proportional Takeover Provisions have no potential advantages or disadvantages for any of them, and that they would remain free to make a recommendation on whether or not an offer under a proportional takeover bid should be accepted.

The Directors note that it could be argued that the Proposed Proportional Takeover Provisions are an advantage to them as a takeover defence mechanism that could be exploited to entrench the incumbent board of Directors. However, the Directors believe that argument ignores the basic object of the Proposed Proportional Takeover Provisions, which is to empower Shareholders not the Directors.

The potential advantages for Shareholders of the Proposed Proportional Takeover Provisions include:

- Shareholders have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- the provisions may assist Shareholders and protect them from being locked in as a minority;
- the provisions increase the bargaining power of Shareholders and may assist in ensuring that any proportional takeover bid is adequately priced; and
- each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders and assist in deciding whether to accept or reject an offer under a proportional takeover bid.

The potential disadvantages for Shareholders include:

- proportional takeover bids for Shares in the Company may be discouraged;
- Shareholders may lose an opportunity to sell some of their Shares at a premium;
- individual Shareholders may consider that the Proposed Proportional Takeover Provisions would restrict their ability to deal with their Shares as they see fit; and
- the likelihood of a proportional takeover bid succeeding may be reduced.

Previous operation of rule 29.8 and Schedule 2

The Corporations Act also requires the Notice of Meeting to retrospectively address the advantages and disadvantages for Directors and Shareholders of the proportional takeover provisions which are proposed to be renewed.

During the time that the current proportional takeover provisions have been in effect there have been no proportional takeover bids for the Company. However, there were no proportional takeover bids during the periods when such provisions were not in effect. The Directors are also not aware of any potential proportional takeover bid that was discouraged by the proportional takeover provisions. The Directors are therefore unable to point to any more specific advantages or disadvantages evident from the operation of the current provisions during the period of their operation.

Knowledge of any acquisition proposals

Apart from the general considerations above, as at the day on which this Notice of Meeting was prepared, no Director is aware of a proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Those Directors who are also Shareholders have the same interest in Resolution 5 as all Shareholders.

Directors' recommendation: *The Board recommends that Shareholders vote in favour of Resolution 5.*

SCHEDULE 1

PROPOSED RULE 29.8 OF THE CONSTITUTION AND SCHEDULE 2 TO THE CONSTITUTION

29.8 Proportional Takeover Bids

Schedule 2 applies and forms part of this Constitution.

SCHEDULE 2: PROPORTIONAL TAKEOVER BID

1. SPECIAL DEFINITIONS

The following definitions apply to these rules.

"Accepted Offer" means an offer under a proportional takeover bid that has been accepted and from the acceptance of which a binding contract has not resulted as at the end of the Resolution Deadline.

"Approving Resolution" means a resolution to approve the proportional takeover bid passed in accordance with rule 4 as contained in this Schedule.

"Resolution Deadline" means the day that is 14 days before the last day of the bid period of the proportional takeover bid.

A reference to **"an associate of"** another person is a reference to a person who is an associate of the first person because of sections 11, 12 or 15 of the Act.

2. LIMITED LIFE OF RULES

These rules cease to apply by force of section 648G(1) of the Act at the end of three years starting when these rules were inserted in the constitution or starting when these rules were last renewed in accordance with that section.

3. RESTRICTION ON REGISTRATION OF TRANSFERS

The Company must not register a transfer giving effect to a contract resulting from the acceptance of an offer made under a proportional takeover bid until an Approving Resolution is passed.

4. APPROVING RESOLUTION

If offers have been made under a proportional takeover bid for securities in a class issued by the Company:

- (a) an Approving Resolution must be voted on at a meeting, convened and conducted by the Company, of the persons entitled to vote on the Approving Resolution;
- (b) the Directors must ensure that an Approving Resolution is voted on in accordance with these rules before the Resolution Deadline for the bid;
- (c) a person (other than the bidder or an associate of the bidder) who, as at the end of the day on which the first offer under the bid was made, held securities included in that class is entitled to vote on an Approving Resolution;
- (d) the bidder or an associate of the bidder is not entitled to vote on an Approving Resolution; and
- (e) an Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.

5. GENERAL MEETING PROVISIONS APPLY

The rules in this Constitution relating to general meetings apply, modified as necessary, to any meeting convened under these rules, except that:

- (a) a meeting may be convened on less than 28 days notice and on at least 14 days notice if the Directors considers that should be done to ensure that the meeting is held before the Resolution Deadline; and
- (b) the holder of a security that carries no right to vote at a general meeting of the Company has one vote for each security held at a meeting convened under these rules.

6. NOTICE OF MEETING OUTCOME

If an Approving Resolution is voted on in accordance with these rules before the Resolution Deadline for the proportional takeover bid, the Company must, on or before the Resolution Deadline give a written notice stating that an Approving Resolution has been voted on and that the resolution has been passed or rejected to:

- (a) the bidder; and
- (b) ASX and any other relevant financial market.

7. FAILURE TO PROPOSE RESOLUTION

If, as at the end of the day before the Resolution Deadline for a proportional takeover bid, no Approving Resolution has been voted on in accordance with these rules, an Approving Resolution is taken to have been passed in accordance with these rules.

8. REJECTED RESOLUTION

If an Approving Resolution is voted on, in accordance with these rules, before the Resolution Deadline for the proportional takeover bid and is rejected:

- (a) despite section 652A of the Act, all offers under the bid that have not, as at the end of the Resolution Deadline, been accepted, and all Accepted Offers are taken to be withdrawn at the end of the Resolution Deadline;
- (b) as soon as practical after the Resolution Deadline, the bidder must return to each person who accepted an Accepted Offer any documents that were sent by the person to the bidder with the acceptance of the offer;
- (c) the bidder may rescind, and must rescind, as soon as practical after the Resolution Deadline, each contract resulting from the acceptance of an offer made under the bid; and
- (d) a person who has accepted an offer made under the bid may rescind the contract (if any) resulting from that acceptance.

SCHEDULE 2
ONLINE MEETING GUIDE



MACMAHON

Online Meeting Guide

Getting Started

To participate online and view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time and you will need to either:

- a) Visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge and Firefox. Please ensure your browser is compatible; or
- b) Download the Lumi AGM app from the Apple App or Google Play Stores by searching for Lumi AGM.

Meeting ID: 379-245-922

To log in, you must have the following information:

Australian Residents

Username (SRN or HIN) and Password (postcode of your registered address)

Overseas Residents

Username (SRN or HIN) and Password (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN. A full list is provided at the end of this guide.

Appointed Proxy

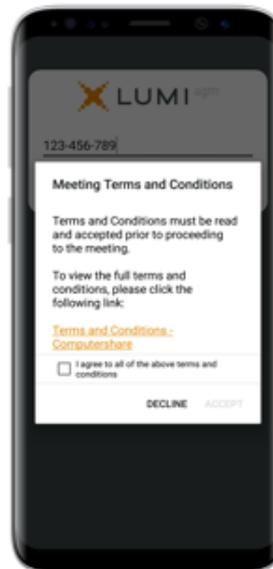
To receive your username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

Online registration will open 1 hour before the start of the meeting

1 To participate in the meeting, you will be required to enter the unique 9 digit Meeting ID provided above.



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



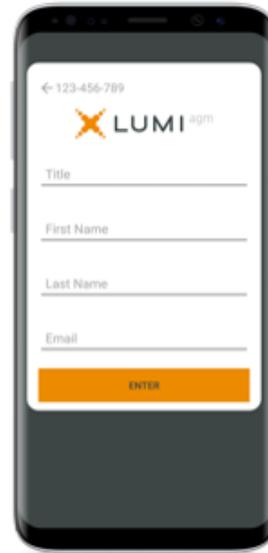
OR



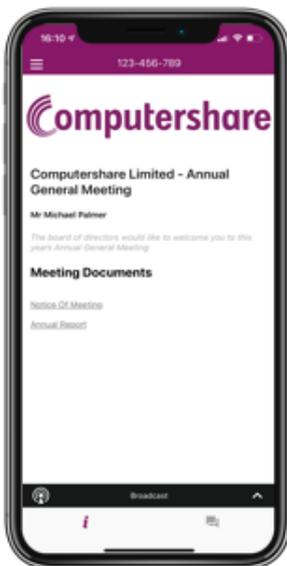
3 To register as a securityholder, select 'I have a login' and enter your username (SRN or HIN) and password (postcode or country code).



3a If you are a visitor, select 'I am a guest' and enter your name and email details. Please note, visitors will not be able to ask questions or vote at the meeting.



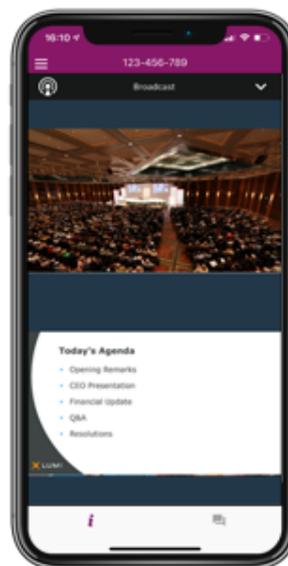
4 Once logged in, you will see the home page, which displays the meeting documents and information on the meeting. Icons will be displayed in different areas, depending on the device you are using.



5 View the webcast

To view proceedings you must tap the broadcast arrow  on your screen. Video and/or slides of the meeting will appear after approx. 30 seconds*. Toggle between the up or down arrow  to view another screen.

(*Dependant on the speed of your internet)



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



Home page icon, displays meeting information



Questions icon, used to ask questions or make comments



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

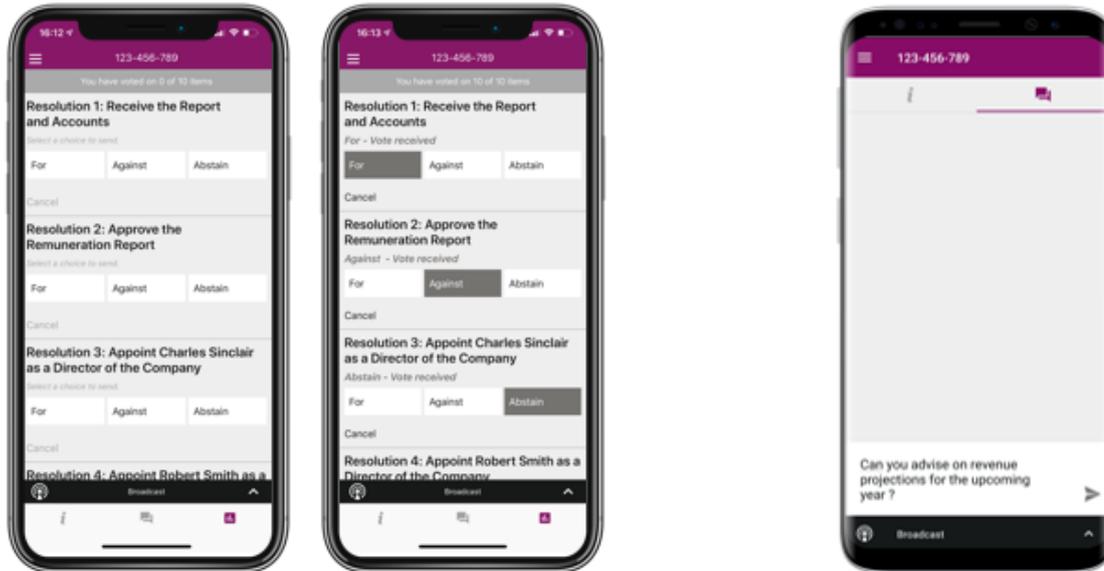
6 To Vote

When the Chairman declares the poll open:

- A voting icon  will appear on your device and the Meeting Resolutions will be displayed.
- To vote tap one of the voting options. Your response will be highlighted.
- To change your vote, simply press a different option to override.

The number of items you have voted or yet to vote on, is displayed at the top of the screen.

Votes may be changed up to the time the chairman closes the poll.



On some devices, to vote, you may need to minimise the webcast by selecting the arrow in the broadcast bar, audio will still be available. To return to the webcast after voting, select the arrow again.

For Assistance

If you require assistance prior to or during the Meeting, please call +61 3 9415 4024



<https://web.lumiagm.com>

7 To Ask Questions or make comments

Tap on the Questions icon  to submit a question or comment, type your question or comment in the chat box at the bottom of the screen and then select the send icon .

Confirmation that your message has been received will appear.

COUNTRY CODES

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

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



MACMAHON

ABN: 93 007 634 406

MAH

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Need assistance?



Phone:

1300 787 930 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AWST) Monday, 19 October 2020.**

Proxy Form - Virtual AGM 2020

Important Notice Regarding Attendance, COVID-19 and the virtual meeting

In light of the global COVID-19 pandemic, the Company has taken steps to ensure all shareholders can participate in the meeting while maintaining their health and safety. As a result, the Company has arranged for the meeting to be held virtually this year through the Lumi platform.

Shareholders will not be able to attend the meeting in person. Please refer to the Notice of Meeting for further details.

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

Corporate Representative

If a corporate shareholder wishes to appoint a person to act as its representative at the meeting, that shareholder will need to provide the appropriate "Appointment of Corporate Representative" form prior to commencement of the meeting. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

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



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

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Macmahon Holdings Limited hereby appoint

the Chair of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Macmahon Holdings Limited to be held virtually on Wednesday, 21 October 2020 at 11:00am (AWST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Ms Eva Skira as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Alexander Ramlie as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Mr Arief Sidarto as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Renewal of Proportional Takeover Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

MAH

2 6 7 5 5 5 A



Computershare

