

LINDSAY AUSTRALIA LIMITED

ABN 81 061 642 733

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

Date of Meeting:	28 October 2016
Time of Meeting:	10:00am (AEST)
Place of Meeting:	McCullough Robertson Lawyers Auditorium Level 11, 66 Eagle Street, Brisbane Qld 4000

LINDSAY AUSTRALIA LIMITED

ABN 81 061 642 733

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an annual general meeting (**AGM**) of the shareholders of Lindsay Australia Limited (**Company**) will be held at 10.00am (AEST) on 28 October 2016 at the McCullough Robertson Lawyers Auditorium, Level 11, 66 Eagle Street, Brisbane Qld 4000.

AGENDA

ORDINARY BUSINESS

Financial statements and reports

To receive and consider the financial statements and reports of the directors and the auditors for the year ended 30 June 2016.

Resolution 1 – Re-election of director – Mr John Frederick Pressler

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

'That Mr John Frederick Pressler who retires by rotation in accordance with Listing Rule 14.4 and rule 16.1 of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a director of the Company.'

Resolution 2 – Adoption of Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution in accordance with s250R(2) of the Corporations Act:

*'That the section of the report of the Directors in the 2016 Annual Report dealing with the remuneration of the Company's Directors and Senior Executives (**Remuneration Report**) be adopted.'*

Resolution 3 – Approval of Long Term Incentive (Option) Plan

To consider and, if thought fit, pass the following resolution as an ordinary resolution in accordance with s250R(2) of the Corporations Act:

'That, for the purposes of Listing Rule 7.2, exception 9(b) and for all other purposes, the Company approve the issue of securities under the Long Term Incentive (Option) Plan of the Company, the terms and conditions of which are set out in the Explanatory Memorandum.'

Resolution 4 – Approval to issue options to a related party: Mr Michael Kim Lindsay

To consider and, if thought fit, pass the following resolution as an ordinary resolution in accordance with s250R(2) of the Corporations Act:

'That for the purposes of sections 200B, 200E and 208(1)(a) of the Corporations Act 2001 (Cth), ASX Listing Rule 10.14, and all other purposes, approval is given for the Company to issue 400,000 options at an exercise price of \$nil to Mr Michael Kim Lindsay (or his nominee), who is a Director of the Company, as set out in the Explanatory Memorandum.'

Other Business

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act.

Dated 29 August 2016

By order of the Board

Broderick Jones
Company Secretary

NOTES

VOTING ENTITLEMENT AND ADMISSION TO MEETING

For the purpose of determining entitlement to attend and vote and voting rights at the AGM, shares shall be taken to be held by persons who are registered as shareholders as at 7.00pm (AEST) on 26 October 2016. Transactions registered after that time will be disregarded in determining entitlements to attend and vote.

VOTING RESTRICTIONS

Resolution 2- In accordance with section 250R(4) Corporations Act, the Company will disregard votes cast by any key management personnel (as defined in section 9 Corporations Act) (**Key Management Personnel**) whose remuneration is included in the remuneration report, and will also disregard votes cast by their closely related parties (as defined in section 9 Corporations Act). Restrictions also apply to votes cast by proxy unless exceptions apply.

Resolution 3- The Company will disregard votes cast by Key Management Personnel or their closely related parties in contravention of section 250BD of the Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply. In accordance with Listing Rule 14.11, the Company will also disregard votes cast by each director of the Company and their associates, except a director who is not eligible to participate in any employee incentive scheme in relation to the entity.

Resolution 4- The Company will disregard votes cast by Key Management Personnel or their closely related parties in contravention of section 250BD of the Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply. The Company will also disregard votes cast by a related party of the Company to whom the resolution would permit a financial benefit to be given or an associated party of such a related party in contravention of section 224 of the Corporations Act. The Company will also disregard votes cast by Mr Michael Lindsay or an associate of Mr Michael Lindsay in contravention of section 200E(2A) Corporations Act. In accordance with Listing Rule 14.11, the Company will also disregard votes cast by each director of the Company and their associates, except a director who is not eligible to participate in any employee incentive scheme in relation to the entity.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

No other restrictions on voting apply to the items of business in this Notice of Meeting.

PROXIES

- A Proxy Form accompanies this Notice of Meeting.
- A member entitled to attend the AGM and vote has a right to appoint a proxy.
- The proxy need not be a member of the Company.
- Any instrument appointing a proxy in which the name of the appointee is not completed is regarded as given in favour of the Chair of the meeting.
- The appointment of one or more duly appointed proxies will not preclude a member from attending the AGM and voting personally.
- Shareholders are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each on the accompanied proxy form.
- Proxy Forms must be signed by a member or the member's attorney or, if the member is a corporation, in accordance with section 127 of the Corporations Act or under hand of its attorney or duly authorised officer. If the Proxy Form is signed by a person who is not the registered holder of Shares (e.g. an attorney), then the relevant authority (e.g. in the case of Proxy Forms signed by an attorney, the power of attorney or a certified copy of the power of attorney) must either have been exhibited previously to Lindsay Australia or be enclosed with the Proxy Form.

To be effective, Proxy Forms must be received by the Company's Share Registry at:

Post Computershare Investor Services Pty Limited
 GPO Box 242
 Melbourne Victoria 3001
 Australia

Fax (Within Australia) 1800 783 447
 (outside Australia) + 61 3 9473 2555

Online www.investorvote.com.au, and quoting 6 digit control number which can be located on the front of the accompanied proxy form.

Intermediary Online Subscribers (Custodians) may lodge their proxy instruction online by visiting www.intermediaryonline.com.

no later than 48 hours prior to the meeting.

If a body corporate is appointed as proxy, please write the full name of that body corporate (eg, Company X Pty Ltd). Do not use abbreviations. The body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act.
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the AGM.
- If no such evidence is received before the AGM, then the body corporate (through its representative) will not be permitted to act as your proxy.

Body corporate representatives

- A corporation, by resolution of its directors, may authorise a person to act as its representative to vote at the AGM.
- A representative appointed by a corporation may be entitled to execute the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of Lindsay Australia.
- To evidence the authorisation, either a certificate of corporate body representative executed under the common seal of the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required. The certificate or equivalent document must be produced prior to the AGM.

Questions and comments by shareholders at the meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to shareholders as a whole to ask questions about or make comments on the management of the Company at the AGM.

EXPLANATORY MEMORANDUM

Lindsay Australia Limited ABN 81 061 642 733

The notice of the 2016 annual general meeting of the Company contains 4 items of ordinary business. This memorandum explains the items of business by the notice of meeting.

ORDINARY BUSINESS

Financial statements and reports

Shareholders will receive and consider the financial statements and reports of the directors and the auditors for the year ended 30 June 2016.

In accordance with the Corporations Act, shareholders will be given a reasonable opportunity as a whole at the Meeting to ask questions and make comments on these reports, and on the business, operations and management of Lindsay Australia Limited.

In addition to asking questions at the meeting, shareholders may address written questions to the Chairman about the management of the Company, or to the Company's Auditor which are relevant to:

- the content of the Auditor's Report to be considered at the meeting; or
- the conduct of the audit of the annual financial report to be considered at the Meeting.

Any written questions must be submitted to the Company Secretary before 5.00pm (AEST) on 21 October 2016 by:

Post	The Company Secretary Lindsay Australia Limited Locked Bag 2004 ARCHERFIELD QLD 4108	Fax	(07) 3054 0240
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Apart from matters involving remuneration which are required to be voted on, there is no requirement either in the Corporations Act or in the Company's Constitution for shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report and therefore no resolution is required for this item of ordinary business. A resolution to approve the Remuneration Report is considered as a separate agenda item.

The Company's Annual Report is available on the Company's website at www.lindsayaustralia.com.au

Resolution 1 – Re-election of director - Mr John Frederick Pressler

Resolution 1 relates to the re-election of a director. Rule 16.1 of the Company's Constitution, and in accordance with Listing Rule 14.4, requires that one third of the directors (other than the managing director) retire from office at the annual general meeting.

Mr John Frederick Pressler was appointed as a director of the Company on 8 January 1997. Mr Pressler submits himself for re-election as a director. Details of Mr Pressler's qualifications and experience are set out in the Company's Annual Report.

Directors' recommendation

The directors, with Mr Pressler abstaining, recommend that shareholders vote in favour of the re-election of Mr Pressler.

Resolution 2 – Adoption of Remuneration Report

Section 250R (2) of the Corporations Act requires the Company to propose a resolution that the Remuneration Report be adopted. The vote on this resolution is advisory only and does not bind the Directors of the Company. In accordance with the Corporations Act, shareholders will be given a reasonable opportunity as a whole at the AGM to ask questions and make comments on the Remuneration Report.

The Remuneration Report may be found in the Annual Report.

Directors' recommendation

The Board abstains from making a recommendation in relation to this resolution.

Resolution 3 – Approval of Long Term Incentive (Option) Plan

Resolution 3 seeks shareholder approval for the potential future issue of securities under a new Long-term Incentive (Option) Plan (**LTI Plan**) implemented by the Company, as an exception to ASX Listing Rule 7.1 and 7.1A.

ASX Listing Rule 7.1 prohibits the Company from issuing equity securities which, in aggregate, exceed 15% of the fully paid ordinary share capital of the Company in any 12 month period. ASX Listing Rule 7.2 exception 9 provides that ASX Listing Rule 7.1 does not apply to the issue of securities by the Company under an employee incentive scheme if the scheme has been approved by shareholders within three years from the date of issue of the relevant securities.

This resolution proposes that shareholders consider and approve the LTI Plan in accordance with Listing Rule 7.2, exception 9, which will enable securities issued under the LTI Plan in the course of the next three years to be excluded from the Company's 15% limit for the purpose of Listing Rule 7.1.

The LTI Plan has been designed to align the interests of eligible employees with the interests of shareholders of the Company by enabling directors and employees to have involvement with, and share in the future and growth of, the Company and to assist the Company to attract, reward and retain high quality staff.

No issues of options to a director can be made under the LTI Plan without separate shareholder approval under the Listing Rules.

Summary of the LTI Plan rules

The following information is included in compliance with Listing Rule 7.2, exception 9.

Eligibility	The LTI Plan will be open to eligible employees (including directors, contractors and consultants) of the Company who the Board determines in its absolute discretion to issue options.
Grant of options	No amount is payable by eligible employees for the issue of options under the LTI Plan. The offer must be in writing and specify, amongst other things, the number of options being issued, the exercise period, any conditions to be satisfied before the options may be exercised and the exercise price of the options. The options may also be subject to specific terms established by the Board.
Exercise	The options may be exercised, subject to any exercise conditions, by the participant giving a signed notice to the Company and paying the exercise price in full. The Company will apply for official quotation of any Shares issued on exercise of any options.
Lapse	The options shall lapse in accordance with specific offer terms or events contained in the LTI Plan rules, including termination of employment or resignation, redundancy, death or disablement (subject to the Board's direction to extend the terms of exercise in restricted cases).
Right of participants	<p>Once shares are allotted upon exercise of the options the participant will hold the shares free of restrictions (unless the Board determines otherwise). The shares will rank for dividends declared on or after the date of issue but will carry no right to receive any dividend before the date of issue.</p> <p>Should the Company undergo any reorganisation of capital, the number of options or shares will be adjusted in accordance with the Listing Rules as applicable to options at the time of the reorganisation.</p> <p>In the event of a change of control, and subject to the Listing Rules and any applicable laws, the Board may determine that:</p> <ul style="list-style-type: none">(a) a participant's unvested options will vest notwithstanding some or all of the vesting conditions have not been satisfied;(b) that an eligible employee may transfer or otherwise dispose of their options; or(c) that a disposal restriction will be waived in respect of the options. <p>A holder of options is not entitled to participate in dividends, a new issue of shares or other securities made by the Company to shareholders merely because he or she holds options.</p>
Assignment	The options are not transferable or assignable without the prior written approval of the Board.
Administration	The LTI Plan will be administered by the Board which has an absolute discretion to determine appropriate procedures for its administration and, subject to the Listing Rules and applicable laws, all decisions of the Board as to the interpretation, effect or

	application of the plan rules and all calculations and determinations made by the Board under the plan rules are final, conclusive and binding in the absence of manifest error.
Termination and amendment	<p>The LTI Plan may be terminated or suspended at any time by the Board, or if an order is made or an effective resolution is passed for the winding up of the Company other than for the purpose of amalgamation or reconstruction.</p> <p>The LTI Plan may be amended at any time by the Board provided that any amendment does not materially alter the rights of any participant in respect of the issue of options under the plan prior to the date of the amendments unless:</p> <ul style="list-style-type: none"> (a) the amendment is introduced primarily for the purposes of complying with or conforming to present or future applicable legislation; (b) to correct any manifest error or mistake; or (c) to enable the plan or Company to comply with any applicable laws or any required policy.

Directors' recommendation

The directors abstain, in the interests of good corporate governance, from making a recommendation in relation to this resolution.

Resolution 4 - Approval to issue options to a related party: Mr Michael Kim Lindsay

Mr Michael Lindsay is an Executive Director and Chief Executive Officer of the Company. Mr Lindsay is a related party of the Company by virtue of him being a director. Prior shareholder approval is therefore required for the issue of options to him or his related entities. Accordingly, the Company seeks Shareholder approval pursuant to Listing Rule 10.14 to grant 400,000 options to Mr Michael Kim Lindsay (or his nominee).

The options shall be issued under and subject to the terms of the Company's LTI Plan.

The Board has decided to grant these options as part of Mr Lindsay's remuneration package, and in recognition of his contribution to the Company. The Board considers the grant of options to be a cost effective long term incentive method and to further align the interests of directors with shareholders by linking long term incentives as a portion of total rewards to the share price of the Company.

Once approval is obtained pursuant to Listing Rule 10.14, the Company is entitled to rely on Listing Rule 10.12 as an exception to any requirement that may otherwise apply requiring shareholder approval under Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1.

Key terms of the options

The options will be subject to the following terms and conditions:

- each option is to acquire one ordinary share in the Company;
- the options will be issued to Mr Lindsay for nil consideration;
- subject to Mr Lindsay remaining an employee of the Company:
 - the exercise price to acquire a share is \$nil;
 - the options will vest if the Company:
 - firstly achieves its Net Profit After Tax Target of \$9.1million for the financial year 2016-17 (NPAT Hurdle); and
 - secondly achieve its Earnings Per Share Target of 4.42c over the next 3 years – (EPS Hurdle), with a further retest at 4 years against a 4 year target (to be determined by the Board) if the hurdle is not met at the 3 year mark;
- notwithstanding the vesting conditions outlined above, in accordance with the LTI Plan rules, the Board may, in its absolute discretion, waive some or all of the vesting conditions such that the options may vest despite a vesting condition not being satisfied;
- the options will not be transferrable other than with the written consent of the Board;
- the options will expire on the date which is seven years after the issue date; and
- in the event Mr Lindsay ceases to be an employee of the Company, the Board will determine his status as a Good Leaver or Bad leaver and determine the treatment of any equity instruments in accordance with the Plan rules.

Other general terms of the options

It is intended that the options will be issued within five days after the annual general meeting, but in any event will be issued no later than twelve months after the meeting.

Mr Michael Lindsay, as the Company's only current executive director, is the only director potentially eligible to participate in the LTI Plan. As at today's date, neither he nor his associates have acquired securities under the LTI Plan.

There are no loan arrangements with Mr Lindsay in relation to the acquisition of the options.

The other general terms for the options are:

- should the Company undergo any reorganisation of capital, the number of options or shares will be adjusted in accordance with the Listing Rules as applicable to options at the time of the reorganisation;
- all shares issued pursuant to the exercise of options will, subject to the Constitution of the Company, rank in all respects (other than in respect of dividends, rights issues or bonus issues declared prior to allotment) *pari passu* with the existing shares at the date of issue and allotment;
- the options do not entitle the holder to participate in any new issues by the Company without exercising the options; and
- the options will not be quoted on ASX. The Company intends to apply to ASX for quotation of any shares acquired on exercise of the options.

General Information

Consistent with the accounting standards, the Company discloses the following information concerning the value of the options to be issued. Following the classifications under accounting standard AASB 2 *Share Based Payments* the options have nil exercise price, a three year vesting period where they do not participate in dividends, and two performance criteria (year 1 NPAT and year three EPS). There are no direct market criteria incorporated in valuing the option. Under this criteria both the Black Scholes and a discounted cash model produce a similar result, and are permitted methodologies under ASIC Regulatory Guide 76. The Board believes this valuation model to be appropriate to the circumstances and has not used any other valuation or other models in proposing the terms of the options.

Under these valuation methods one option is \$0.4084 at 1st July 2016 based on a number of assumptions, set out below, with an adjustment to the expected life of the options to take account of limitations on transferability. This valuation imputes a total value of \$163,369 after tax for the proposed options over the three year vesting period.

The models used the following assumptions:

- risk free rate set at 1.96% which is based on the Australian Government bond 10-year bond rate as at 1st July 2016, the valuation date;
- the date of valuation for the purposes of setting the current market value of a share and the exercise price of an option is 1st July 2016;
- a share price of A\$0.47 being the most recent traded price on ASX on 1st July 2016 before the valuation was completed;
- The option exercise price on 30 June 2019 is zero;
- volatility of 30% is based on the standard deviation of the monthly Company's share price movement over the last 4 years; and
- no discount has been applied to reflect the fact the options will be unlisted and non-transferrable.

The Board draws shareholders' attention to the fact the stated valuation does not constitute and should not be taken as audited financial information. The reportable value of the employee benefit expense in subsequent financial periods may vary due to a range of timing and other factors. The calculation of the options value is summarised further in the table below:

Exercise (strike) price	Zero
Life of the option (vesting period)	3 years
Underlying share price at the Grant date	\$0.47
Volatility	30% (disclosed but NA for zero strike price)
Dividend yield (estimate)	4.68%
Risk free rate	1.97%
Option value – per option	\$0.4084
Number of options to be granted	400,000
Employee benefit expense per year	\$54,456.48*

*Employee benefit expense will vary each year based on the probability reaching the EPS target. The expense above is the maximum possible employee expense.

Remuneration

Excluding the value of the proposed options, Mr Michael Lindsay currently receives the following emoluments for his position as Executive Director and Chief Executive Officer. The amount stated is per annum comprising salary, superannuation contributions and known short and long-term incentive payments for the 2016/2017 financial year:

- Executive Director's fees of \$NIL
- Fixed remuneration of \$856,788 (made up of salary plus super plus car); and
- Short-term incentive at target of 30% of Fixed remuneration based on the achievement of set KPI's
- Long Term Incentive - Nil.

Termination Benefits

Sections 200B and 200E of the Corporations Act prohibit the Company from giving a benefit to a person who holds (or has held in the previous 3 years) a managerial or executive office with the Company or its subsidiaries, if that benefit is given in connection with that person's retirement from office and is in excess of that person's average annual base salary over the relevant period, unless the benefit is approved by shareholders.

Early vesting of Mr Lindsay's options may amount to the giving of a termination benefit requiring shareholder approval in accordance with the Corporations Act. Approval is therefore sought under sections 200B and 200E of the Corporations Act that the grant of the options to Mr Lindsay does not count towards the maximum termination amounts payable without Shareholder approval to the extent that the benefits are deliverable on the cessation of Mr Lindsay's employment. Details of Mr Lindsay's remuneration are set out above and in the Company's remuneration report.

Subject to shareholders approving this Resolution 4, the maximum number of options that may vest and be exercised upon cessation of Mr Lindsay's employment is up to 400,000. However, the actual number of options that may vest upon cessation of Mr Lindsay's employment will depend on a range of factors. Accordingly, the value of any termination benefit that may be received as a result of the early vesting of the options upon cessation of employment cannot be ascertained at the present time. Apart from the future share price being unknown, the following are matters which will or are likely to affect the value of the benefit:

- the number of unvested options held by Mr Lindsay prior to cessation of employment;
- the reasons for cessation of employment; and
- the exercise of the Directors' discretion at the relevant time.

The Company will calculate the value of the benefit as being equal to the value of the number of options that vest early, where that value is determined on the basis of the prevailing share price of the Company at the time.

Financial Benefit – Details and reasons

Approval has been sought for the giving of a financial benefit to related party, under section 208 of the Corporations Act. Section 229(3)(e) of the Corporations Act provides that the 'issuing of securities or granting of an option to a related party' (which includes a director of an entity) is an example of the giving of a financial benefit.

Under Resolution 4 as noted above, options will be issued to a director of the Company. The amount, terms and value (subject to the stated assumptions) of those options are set out above.

The giving of this financial benefit is designed to incentivise Mr Lindsay to maximise the Company's development and growth and to retain his services within the Company. The Company also considers that equity based incentives, such as options, assist the alignment of shareholders and director's interests.

On this basis the Company believes the giving of the financial benefits, as constituted by the issue of the options to Mr Lindsay, is in the best interests of the Company and its shareholders.

Existing interests and the dilutionary effect on other shareholders' interests

The effect that the exercise of the options will have on the interests of Mr Lindsay relative to other shareholders' interests is set out in the following table. The table assumes no further issues of shares in, or reconstruction of the capital of the Company, during the time between issue and exercise of the options.

Details as at the date of this Notice of Meeting	
The total number of shares on issue in the capital of the Company	289,934,944
Shares currently held by Director (including indirect interests)	10,441,872
% of shares currently held by Director	3.6%
Options held by Director prior to the AGM (including indirect interests)	Nil
Options to be issued under Resolution 4 to Director following the AGM	400,000
The total number of shares on issue in the capital of the Company following the exercise of all options held by Director (assuming no other options were exercised)	289,934,944
Shares that will be held following the exercise of all options held by Director	290,334,944
% of Shares that would be held by Director assuming no other options held by other	3.73%

parties were exercised

Directors' recommendation

The directors abstain, in the interests of good corporate governance, from making a recommendation in relation to this resolution.



LINDSAY AUSTRALIA
LIMITED

ABN 81 061 642 733

Lodge your vote:



Online:
www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

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

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: 19999999999

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



For your vote to be effective it must be received by 10:00am (Brisbane time) Wednesday 26 October 2016

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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

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

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

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

GO ONLINE TO VOTE,
or turn over to complete the form ➔

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 Lindsay Australia Limited hereby appoint

☐ the Chairman
of the Meeting OR



PLEASE NOTE: Leave this box blank if you have selected the Chairman 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 Chairman 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 Lindsay Australia Limited to be held at McCullough Robertson Auditorium, Level 11, 66 Eagle Street, Brisbane, QLD 4000 on Friday, 28 October 2016 at 10:00am (Brisbane time) and at any adjournment or postponement of that Meeting.

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

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 2, 3 & 4** by marking the appropriate box in step 2 below.

STEP 2

Items of Business



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

	For	Against	Abstain
1 Re-election of director – Mr John Frederick Pressler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Long Term Incentive (Option) Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to issue options to a related party: Mr Michael Kim Lindsay	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

LAU

213157A

Computershare +



LINDSAY AUSTRALIA
LIMITED

ABN 81 061 642 733



LAURM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

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

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

PIN: 99999

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



For your vote to be effective it must be received by 10:00am (Brisbane time) Wednesday 26 October 2016

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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

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

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

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN 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.



IND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Lindsay Australia Limited hereby appoint

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the Chairman
of the Meeting OR



PLEASE NOTE: Leave this box blank if you have selected the Chairman 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 Chairman 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 Lindsay Australia Limited to be held at McCullough Robertson Auditorium, Level 11, 66 Eagle Street, Brisbane, QLD 4000 on Friday, 28 October 2016 at 10:00am (Brisbane time) and at any adjournment or postponement of that Meeting.

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

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 2, 3 & 4** by marking the appropriate box in step 2 below.

STEP 2 Items of Business



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

	For	Against	Abstain
1 Re-election of director – Mr John Frederick Pressler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Long Term Incentive (Option) Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to issue options to a related party: Mr Michael Kim Lindsay	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

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