

# NOTICE OF MEETING FOR 2021 ANNUAL GENERAL MEETING





# CHAIRMAN'S LETTER

Dear shareholder

I have pleasure in inviting you to attend the Annual General Meeting (**AGM** or **meeting**) of Shiro Holdings Limited (**Shiro** or **the Company**) to be held as a virtual (online) meeting on Wednesday, 15 December 2021 at 11.00am (Sydney time).

To protect the health and safety of AGM attendees, the Board has decided to hold the 2021 AGM as a virtual (online) meeting and there will not be a physical meeting. Shareholders can attend and participate in the virtual meeting through the online platform available at <https://meetings.linkgroup.com/SHM21>. We recommend logging onto the online platform at least 15 minutes prior to the scheduled start time.

The online platform will allow shareholders to participate in the meeting by:

- joining the online meeting in real time;
- asking questions in relation to the business of the meeting through the online platform during the meeting; and
- voting on the resolutions by direct voting during the online meeting.

An Online Meeting Guide containing further information regarding virtual meeting attendance is available on Shiro's website at [www.shiro.com.au](http://www.shiro.com.au).

## Items of Business

I encourage you to read the attached Notice of Meeting and Explanatory Notes detailing the business to be dealt with at the meeting.

Shiro's Managing Director and CEO, Tim Hargreaves, and I will each provide an address to the meeting to update shareholders on the performance of Shiro over the six months ended 30 June 2021 and a brief view on the potential business and market outlook. Copies of these addresses and all presentations will be lodged via the ASX announcements platform prior to the commencement of the meeting.

While you will have the opportunity to ask questions through the online platform and by telephone at the AGM, you can also submit questions (including those of the auditor) beforehand by completing and submitting a question online in accordance with the instructions set out in the following pages. I would strongly encourage you to submit any questions you may have prior to the meeting.

## Voting

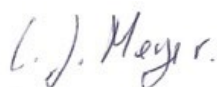
Details on the resolutions being put to shareholders, and how to attend and vote at the AGM are set out in the Notice of Meeting. All resolutions will be decided by a poll.

Shareholders who are unable to join the meeting are encouraged to cast a direct vote prior to the meeting or, alternatively, to appoint a proxy to attend and vote on their behalf. If you direct your proxy how to vote, your votes will be cast at the meeting in accordance with your directions.

Shareholders can cast their direct vote or appoint a proxy online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) or by completing and lodging a voting form before the meeting in accordance with the instructions provided in the Notice of Meeting and voting form.

Your directors encourage all shareholders to participate via the virtual AGM platform. We look forward to engaging with shareholders in this new way and we thank you for your continued investment and support.

Yours sincerely,



**CORNELIA MEYER**

Chairman

# NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2021 Annual General Meeting of Shriro Holdings Limited (Shriro or the Company) will be held as a virtual meeting online at <https://meetings.linkgroup.com/SHM21>, on Wednesday, 15 December 2021 at 11.00am (Sydney time).

This notice of annual general meeting (**Notice**) should be read in conjunction with the accompanying notes (including in relation to how to participate in the AGM, the required voting majorities, how to vote, direct voting – before the meeting and live voting online – during the meeting, proxies, questions and comments by shareholders, body corporate representatives, technical difficulties, and communication with shareholders, the explanatory notes accompanying the resolutions to be put to shareholders and the accompanying voting form, all of which are incorporated in and comprise part of this Notice.

Further details on how to participate in the AGM are set out in the attached Notice and in the Online Meeting Guide.

The Online Meeting Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step by step guide to successfully logging in and navigating the site. The Online Meeting Guide will be released to the ASX and is also available on our website at [www.shriro.com.au](http://www.shriro.com.au)

It is recommended that shareholders log in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting on a supported web browser on their computer or online device. To log in to the Meeting, shareholders will need their Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**), which is printed at the top of their Voting Form, along with their postcode.

Proxyholders will need a proxy code to log in. This will be provided by the share registry via email within 24 hours prior to the Meeting.

Shareholders and proxyholders will need to contact Link Market Services on +61 1800 990 363 prior to the Meeting to obtain a personalised PIN number in order to ask a question via telephone during the Meeting.

# AGENDA ITEMS

## 1. Financial Reporting

To receive and consider the financial statements and reports of the directors and of the auditors for the six month financial period ended June 2021 (reporting period).

Note: No resolution is required for this item of business

## 2. Remuneration Report

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

*The Remuneration Report for the reporting period ended 30 June 2021 is adopted.*

Note: In accordance with the Corporations Act, the vote on this resolution is advisory only and will not bind the directors or the Company.

### Voting exclusion statement:

The Company will disregard any votes cast on Item 2:

- a) By or on behalf of a member of the key management personnel (**KMP**), whose remuneration details are included in the Remuneration Report, or their closely related parties (such as close family members and controlled companies), regardless of the capacity in which the vote is cast.
- b) By a proxy for a person who is a member of the KMP as at the date of this Annual General Meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Item 2:

- a) in accordance with a direction as to how to vote on the Voting Form; or
- b) by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy even though Item 2 relates to the remuneration of the Company's KMP.

## 3. Election of Director – Cornelia Meyer

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

*That Cornelia Meyer, being a director of the Company who was appointed by the directors on 13 September 2021, who retires under rule 8.1(c) of the Company's Constitution, and being eligible, is elected as a director of the Company.*

## 4. Election of Director – Kim Slater

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

*That Kim Slater, being a director of the Company who was appointed by the directors on 1 October 2021, who retires under rule 8.1(c) of the Company's Constitution, and being eligible, is elected as a director of the Company.*

## 5. Grant of Performance Rights to Mr Tim Hargreaves, CEO

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

*That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given to grant 208,423 Performance Rights to the Managing Director and Chief Executive Officer, Tim Hargreaves, in respect of FY22, in accordance with the Shriro Holdings Limited Equity Incentive Plan, for the reasons and on the terms and conditions described in the explanatory notes accompanying this Notice.*

### Voting exclusion statement:

The Company will disregard any votes cast on Item 5 by or on behalf of:

- a) Mr Hargreaves or any of his associates; or
- b) a member of the KMP or their closely related parties, regardless of the capacity in which the vote is cast.

However, votes will not be disregarded on Item 5 by:

- a) a person as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with the directions given to the proxy or attorney to vote on this resolution in that way; or
- b) the Chairman as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction given to the Chairman to vote on this resolution as the Chairman decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, on this resolution;
  - ii) the holder votes on this resolution in accordance with directions given by the beneficiary to the holder to vote in that way;
  - iii) in accordance with a direction as to how to vote on the Voting Form; or
  - iv) by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy even though Item 2 relates to the remuneration of the Company's KMP.

**The items of business should be read in conjunction with the explanatory notes which form part of this Notice.**

By Order of the Board



**LISA JONES**  
Company Secretary  
3 November 2021

# VOTING AND PARTICIPATION

## 1. Required voting majorities

All the resolutions require a simple majority of the eligible votes cast by shareholders present and voting at the meeting, whether in person (via the virtual AGM platform), by valid direct vote, proxy or attorney, or in the case of corporate shareholders or proxies, by a natural person representative, to be case in favour of the relevant resolution.

## 2. How to vote

Shareholders can vote on the resolutions by:

- a) submitting a direct vote before the meeting (online or using the Voting Form) (preferred method);
- b) casting a live vote during the meeting (through the virtual AGM platform); or
- c) appointing a proxy (online or using the Voting Form).

**All shareholders are strongly encouraged to lodge a direct vote or proxy voting instructions online by lodging a direct vote before the AGM no later than 11.00am (Sydney time) on Monday, 13 December 2021 in accordance with the instructions below.**

### Members entitled to attend and vote at meeting

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares in the Company as at 7.00pm (Sydney time) on Monday, 13 December 2021 will be entitled to attend and vote at the AGM as a shareholder. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

### All Resolutions will be by poll

All voting will be conducted on a poll. Shareholders have one vote for every fully paid ordinary share held.

### Direct voting before the meeting (*preferred method*)

Direct voting allows you to lodge your vote directly with Shriro before the meeting and the flexibility to vote without needing to either attend the meeting or appoint a proxy to attend the meeting in your place.

For a vote to be counted you must complete the voting directions for each item by marking 'For', 'Against' or 'Abstain'. Votes will only be valid for items marked and no vote will be counted for items left blank. However, if the voting form is left blank for all items, the Chairman of the AGM will be deemed to be your appointed proxy for all items.

Voting forms can be submitted in the following ways:

- a) **Online** – at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au). Follow the prompts and have your Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) available. You may also scan the QR code on the front of the voting form with an appropriate device. You will need your SRN or HIN and the postcode for your shareholding.
- b) **By post** – completed voting forms may be posted to Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235.
- c) **By facsimile** – completed voting forms may be sent by facsimile to (02) 9287 0309 (within Australia) or +612 9287 0309 (outside Australia).

All voting forms must be received (either online, by post or fax, or in person) by Shriro no later than 11.00am (Sydney time) on Monday, 13 December 2021. Any voting form received after this time will not be valid.

Given changes to Australia Post's services which may see mail take longer to arrive as a result of the COVID-19 pandemic, the Company suggests you allow additional time if you decide to send your completed voting form by post.

Further instructions on direct voting are available on the front of the voting form.

## Live voting online – during the meeting

Shareholders participating in the AGM via the virtual AGM platform will be able to vote directly at any time between the start of the AGM at 11.00am (Sydney time) and the closure of voting as announced by the Chairman during the meeting. For further information see the Online Meeting Guide which has been uploaded to Shriro's ASX announcements platform and is available on Shriro's website at [www.shriro.com.au](http://www.shriro.com.au).

## Proxies

All shareholders who are entitled to attend and vote have the right to appoint a proxy to attend the meeting and vote in their place. A proxy need not be a shareholder and can be an individual or a body corporate.

If you wish to appoint a proxy you must complete the proxy appointment section of the voting form and return it to Shriro in accordance with the instructions on the form.

You can direct your proxy how to vote (i.e. to vote 'for', 'against', or to 'abstain' from voting on each Resolution) by following the instructions on the voting form. A proxy may decide whether to vote on an item of business, except where the proxy is required by law or the constitution to vote, or abstain from voting, in his or her capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may only vote on the item of business as directed. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

For your proxy appointment to be effective, it must be received by Shriro not less than 48 hours before the time for holding the meeting (that is, by 11.00am (Sydney time) on Monday, 13 December 2021).

If you appoint the Chairman as your proxy, you can direct the Chairman how to vote by marking the boxes for the relevant resolution (i.e. if you wish to vote 'for', 'against' or to 'abstain' from voting). However, if you do not direct the Chairman on how to vote, you are expressly authorising the Chairman to vote in favour of each item of business, even when an item of business is directly or indirectly connected to the remuneration of a member of the KMP of Shriro. The Chairman intends to vote all available (including undirected) proxies in favour of all Resolutions, subject to the applicable voting exclusions.

If you are entitled to cast two or more votes, you may appoint two proxies and you may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of your votes.

You cannot lodge a direct vote and appoint a proxy for the same voting rights.

The appointment of one or more duly appointed proxies will not preclude the shareholder from attending the meeting and voting personally. If the shareholder votes on a resolution, the proxy must not vote as the shareholder's proxy on that resolution.

If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If:

- a shareholder has appointed a proxy (other than the Chairman of the meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- that shareholder's proxy is either not recorded as attending the meeting or does not vote on the resolution,

the Chairman of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the shareholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that shareholder.



## VOTING AND PARTICIPATION

### Joint holders

If more than one joint holder of shares is present at the meeting (whether personally, by proxy or by attorney or by representative), only one joint holder may vote. If more than one of the joint holders is present at the meeting, only the person whose name appears first in the register of members will be entitled to vote. If more than one joint holder tenders a vote, only the vote of the joint holder whose name appears first on the register of members will be counted.

### Corporate representatives

A body corporate that is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Annual General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative will need to bring to the meeting evidence of his or her appointment, including any authority under which it has been signed, unless it has previously been given to the Company.

### Voting by attorney

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

An attorney may not vote at the Annual General Meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company by 11.00am (Sydney time) on Monday, 13 December 2021.

### Technical difficulties

Technical difficulties may arise during the course of the meeting. This may include local technical difficulties experienced by shareholders, such as poor internet connection. The Chairman of the meeting has discretion as to whether and how the AGM should proceed if a technical difficulty arises. In exercising this discretion, the Chairman of the meeting will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected. Where the Chairman of the meeting considers it appropriate, she may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to vote in advance of the meeting even if they plan to attend the meeting online.

### Communications with shareholders

By signing up to receive e-communications you will be helping to reduce print, paper and postage costs and the associated environmental impact. To sign up for e-communications visit [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

In line with our commitment to the environment and sustainability, unless you elect otherwise we will provide our Annual Reports to you by making them available on our website, [www.shriro.com.au](http://www.shriro.com.au).



### 3. Questions from Shareholders

Shriro welcomes questions from shareholders and proxyholders both before and during the meeting. In the interests of all participants, please confine your questions to matters being considered at the meeting that are relevant to shareholders as a whole. To ensure that as many shareholders as possible have the opportunity to speak, shareholders are requested to observe the following:

- if a shareholder has more than one question on an item, all questions should be asked at the one time; and
- shareholders should not ask questions at the meeting regarding personal matters or those that are commercial in confidence.

It may not be possible to respond to all questions during the meeting and a number of similar questions may be grouped together and answered by the Chair or management.

Please note only shareholders and proxyholders will be permitted to submit questions.

#### Before the meeting

We encourage shareholders to submit written questions to the Company before the AGM by no later than 11.00am (Sydney time) on 13 December 2021. Questions may be submitted in the following ways:

- a) Online – at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au); or
- b) By email – to [companysecretary@shriro.com.au](mailto:companysecretary@shriro.com.au).

Shareholders may also submit written questions to the Company's auditor, Deloitte Touche Tohmatsu, if the question is relevant to the content of Deloitte Touche Tohmatsu's Audit Report for the reporting period ended 30 June 2021 or the conduct of its audit of the Company's Financial Report for the reporting period ended 30 June 2021. Questions for the auditor may be submitted by the methods specified immediately above.

Relevant written questions for the auditor must be received by the Company by no later than 11.00am (Sydney time) on 10 December 2021.

#### During the meeting

All shareholders will have a reasonable opportunity to ask questions during the AGM via the virtual AGM Platform, including the opportunity to ask questions of the Company's auditor, Deloitte Touche Tohmatsu.

Shareholders will also be able to ask questions during the meeting by telephone. A personalised PIN is needed to ask questions by telephone. In order to receive a personalised PIN please contact Link Market Services before the AGM. Dial-in details for the AGM and contact details for Link Market Services are included in the Online Meeting Guide. If you plan to ask questions by telephone, you will still need to log into the online platform if you wish to vote during the meeting.

Further details on how to ask questions during the virtual meeting are set out in the Online Meeting Guide which has been uploaded to Shriro's ASX announcements platform and is available on Shriro's website at [www.shriro.com.au](http://www.shriro.com.au).

# EXPLANATORY NOTES

## 1. Financial Statements and Reports

The Corporations Act requires the financial report, director's report and the auditor's report of the Company for the reporting period ended 30 June 2021 to be laid before the meeting. There is no requirement for a formal resolution on this item. Accordingly, there will be no formal resolution put to the meeting.

However, shareholders will be given an opportunity to raise questions or comments on the reports and the management of the Company. Shareholders will also be given an opportunity 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.

Shriro has changed its year end from 31 December to 30 June and the financial statements have been prepared for the transitional six month period 1 January 2021 to 30 June 2021.

## 2. Adoption of Remuneration Report

A copy of the Remuneration Report is set out on pages 19 to 27 of the Company's 2021 Annual Report, which is available at <http://www.shriro.com.au>.

The objective of the Company's remuneration framework is to ensure reward for performance whilst maintaining competitiveness with the market and appropriateness for the results delivered. The framework aligns executive reward with achievement of strategic objectives and the creation of value for shareholders.

Shareholders are asked to adopt the Remuneration Report.

The Remuneration Report sets out:

- the remuneration policies of the Company and the link between the remuneration of key executives and the Company's performance;
- the remuneration arrangements in place for the Company's KMP during the period ended 30 June 2021; and
- remuneration decisions taken in respect of the financial period ended 30 June 2021.

Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote.

As prescribed by the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the directors or the Company. However, the Board will take the outcome of the vote and any discussion on this item at the meeting into account when considering the future remuneration policies and practices of the Company.

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

### Recommendation

Noting that each director has a personal interest in his or her own remuneration from the Company, the directors unanimously recommend that all shareholders vote in favour of Item 2, approving the adoption of the Company's 2021 Remuneration Report.

## 3. Election of Cornelia Meyer

Ms Cornelia Meyer was appointed by the Board as an independent non-executive director of Shriro on 13 September 2021 and subsequently appointed as Chairman on 2 November 2021. Ms Meyer retires at this meeting as required by ASX Listing Rule 14.1 and rule 8.1(c) of Shriro's constitution, which require a director appointed by the Board to retire from office at the next annual general meeting of the Company following his or her appointment. Being eligible, Ms Meyer offers herself for election as a director at the meeting.

### Skills and experience

Ms Meyer is an independent board director, business consultant, macro-economist and energy expert. She has extensive international experience including government advisory and senior executive roles in energy, development and investment banking covering Asia, Russia, Eastern Europe and the Middle East. Ms Meyer has particular expertise in emerging markets and is fluent in six European and Asian languages.

### Other current directorships

Ms Meyer is Chairman and CEO of MRL Corporation and Chairman and Chief Economist of LBV Asset Management.

### Directorships of listed entities (last three years)

Nil.

### Background checks

The Board arranged checks on Ms Meyer's character, experience and education ahead of her appointment. The Board confirms that those checks did not reveal any information of concern.

### Independence

Ms Meyer is not considered to have any interest, position or relationship that might influence or reasonably be perceived to influence in a material respect her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its shareholders. Accordingly, the Board considers that Ms Meyer is an independent director.

### Recommendation

The directors (with Cornelia Meyer abstaining) unanimously recommend that all shareholders vote in favour of Item 3, approving the election of Ms Cornelia Meyer as a director of the Company.

The directors consider Ms Meyer's vast international experience across many countries, sectors and cultures will add significant diversity of experience to, and complement the existing skills of, the Board.

The Chairman intends to vote all undirected proxies in favour of this resolution.

## 4. Election of Kim Slater

Mr Kim Slater was appointed by the Board as an independent non-executive director of Shiro on 1 October 2021. Mr Slater retires at this meeting as required by ASX Listing Rule 14.1 and rule 8.1(c) of Shiro's constitution, which require a director appointed by the Board to retire from office at the next annual general meeting of the Company following his or her appointment. Being eligible, Mr Slater offers himself for election as a director at the meeting.

### Skills and experience

Mr Slater had a successful career as a senior executive in banking and finance roles, including at Country Natwest, Deutsche Bank and Salomon Smith Barney. He has over 25 years experience providing specialist advice on structured products as well as hybrid and equity derivative products.

### Other current directorships

Mr Slater is not a director of any other public listed companies.

### Directorships of listed entities (last three years)

Nil.

### Background checks

The Board arranged checks on Mr Slater's character, experience, education, criminal record and bankruptcy history ahead of his appointment. The Board confirms that those checks did not reveal any information of concern.

### Independence

Mr Slater is not considered to have any interest, position or relationship that might influence or reasonably be perceived to influence in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its shareholders. Accordingly, the Board considers that Mr Slater is an independent director.

## EXPLANATORY NOTES

### Recommendation

The directors (with Kim Slater abstaining) unanimously recommend that all shareholders vote in favour of Item 4, approving the election of Mr Kim Slater as a director of the Company.

Mr Slater has a longstanding association with Shriro, has a passion for the business and the sectors it operates in and has a deep expertise in developing and executing strategic business growth. The directors consider that he will be a valuable addition to the Board.

The Chairman intends to vote all undirected proxies in favour of this resolution.

### 5. Grant of Performance Rights to Mr Tim Hargreaves

It is proposed that Mr Tim Hargreaves, the Managing Director and the Chief Executive Officer (**CEO**) of Shriro, be granted equity-based incentives in respect of FY22 in the form of performance rights (**Rights**) under Shriro's Equity Incentive Plan (**EIP**), which, if approved, will form the long-term incentive component of Mr Hargreaves' FY22 remuneration.

The Board believes that it is in the shareholders' interests to provide the CEO with equity-based incentives to ensure there is alignment between satisfactory returns for shareholders and earnings for Mr Hargreaves as CEO. Mr Hargreaves is a director of Shriro and, as a result, any issue of Rights which may be satisfied through the issue of securities is required to be approved by the shareholders.

The FY22 LTI award of Rights (**FY22 LTI Grant**) is proposed to be made under Shriro's EIP, the material terms of which are summarised below.

It is proposed that Mr Hargreaves be granted 208,423 Rights under the EIP. If certain conditions (including performance hurdles) (**Vesting Conditions**) are met over the three year performance period, the Rights will vest as set out in the Plan rules and the conditions of the grant letter provided to Mr Hargreaves, (the terms of which are outlined below). Testing for achievement of the performance hurdle will occur shortly after the end of the Performance Period and preceding the release of the Company's full year audited results. Determination of achievement against the vesting conditions will be made by the Board or the Remuneration and Nomination Committee in its absolute discretion, having regard to any matters that it considers relevant. Any Rights which do not vest will lapse immediately.

The performance hurdle relating to 50% of the rights issued to Tim Hargreaves is for the average of the Company's earnings per share (**EPS**) over the Performance Period to be no less than 13.36 cents for the three years for 50% of the rights to vest (threshold performance) and no less than 16.03 cents for 100% of the rights to vest (maximum performance).

The remaining 50% of the rights are subject to a relative total shareholder return (**rTSR**) performance hurdle relative to the constituents of the ASX Small Ordinaries Index at the commencement of the Performance Period. The constituents of the index will be adjusted to exclude companies delisted over the Performance Period. rTSR will be calculated by an external specialist remuneration provider. Shriro's rTSR percentile rank must be in at least the 50th percentile for 50% of the rights to vest (threshold performance) and at least the 75th percentile for 100% of the rights to vest (maximum performance).

#### a) Reasons for requesting Shareholder approval

Listing Rule 10.14 requires shareholder approval for the issue of securities to a director under an employee incentive scheme, unless certain exceptions apply. Mr Hargreaves is a director and, therefore, a Listing Rule 10.14.1 party. Approval is sought under Listing Rule 10.14 to grant Mr Hargreaves the Rights under the EIP.

An issue of securities made with shareholder approval under Listing Rule 10.14 is excluded from the calculation of a company's placement capacity for the purposes of Listing Rule 7.1 (Listing Rule 7.2 Exception 14). Therefore, if approval is obtained for resolution 5, the issue of the Rights, and any issue of shares upon vesting of those Rights, will not be included in the calculation of the company's 15% placement capacity under Listing Rule 7.1.

This resolution is not seeking approval for the total remuneration of Mr Hargreaves. Rather it relates to the issue of Rights to Mr Hargreaves under the EIP, which is the long term incentive component of Mr Hargreaves' total remuneration, set to align with shareholder value creation.

If shareholder approval is obtained, Shiro will proceed with the offer of the FY22 LTI Grant to Mr Hargreaves and, if accepted, proceed to issue the Rights. If approval is not obtained, the Board will consider alternative approaches to rewarding Mr Hargreaves. This may include purchasing shares on-market or paying him a cash equivalent, each subject to the same performance conditions as the Rights would have been subject to, as described below.

#### **b) Proposed FY22 LTI Grant**

The proposed FY22 LTI Grant to Mr Hargreaves is 208,423 Rights. This is the maximum number of Rights that will be granted to Mr Hargreaves and represents the long-term equity-based incentive component of his FY22 remuneration package.

Based on the Volume Weighted Average Price of Shiro shares over the consecutive 20 trading day period immediately prior to 1 July 2021 (being \$1.1515), the face value of the maximum number of Rights represents \$240,000, being 40% of Mr Hargreaves' total fixed remuneration as at 1 July 2021. Mr Hargreaves' remuneration package for FY22 also includes:

- total fixed remuneration of AUD\$600,000 and ancillary benefits of approximately AUD\$43,000 (incl FBT); and
- short-term incentives equal to up to a stretch achievement of 120% of Mr Hargreaves' total fixed remuneration, subject to the achievement of financial, strategic and operational performance targets. Short-term incentives are payable based on the performance of the Company and Mr Hargreaves against Board approved performance measures, subject to Board discretion.

The actual value (if any) that Mr Hargreaves will receive from the proposed FY22 LTI Grant cannot be determined until the end of the three-year performance period, and will depend on the extent to which Vesting Conditions for the FY22 LTI Grant are achieved and the number of Rights that vest in accordance with the Vesting Conditions.

#### **c) Key terms**

The key terms of the FY22 awards under the EIP are summarised in the table below:

<b>Term</b>	<b>Details</b>
<b>Eligibility</b>	The Board determines the employees who are eligible to participate. Currently the EIP is open to executive KMP including Tim Hargreaves and the CFO and a few other senior executives.
<b>Entitlement</b>	For the MD and CEO, 208,423 Rights, each being a Right to receive, subject to Vesting Conditions and upon exercise the market value of one share, which may be settled in shares or cash. If the Board elects to settle the Rights in shares, they may do so through the issue of new Shares or purchase of shares on-market. The Rights do not carry voting or dividend rights unless and until settled in shares.
<b>Grant date</b>	If shareholder approval is obtained, the Rights will be granted as soon as practicable after the AGM, but in any event, within 12 months of the AGM and will have an effective grant date of 1 July 2021.
<b>Opportunity</b>	The number of Rights proposed to be granted to Mr Hargreaves for FY22 was determined by dividing the dollar value of Mr Hargreaves' long-term incentive ( <b>LTI</b> ) opportunity (being 40% of Mr Hargreaves' total fixed remuneration as at 1 July 2021 by the Volume Weighted Average Price ( <b>VWAP</b> ) of shares over the consecutive 20 day trading period immediately preceding 1 July 2021.
<b>Performance period</b>	The FY22 LTI performance period is 3 years, commencing 1 July 2021 and ending 30 June 2024.

## EXPLANATORY NOTES

Term	Details																				
<b>Vesting Conditions</b>	<p>Vesting of Rights under the EIP will be subject to the satisfaction of specified vesting conditions. The vesting conditions applicable to the proposed FY22 LTI Grant are a combination of:</p> <ul style="list-style-type: none"> <li>Earnings per share (<b>EPS</b>) (applicable to 50% of the FY22 LTI Grant), defined as the earnings (net profit after tax (<b>NPAT</b>)) generated by the Company attributable to each share on issue. An average of the three financial years' EPS outcomes will be calculated to determine whether the EPS over the three-year Performance Period meets or exceeds the EPS Hurdle as set out below; and</li> <li>Relative Total Shareholder Return (<b>rTSR</b>) (applicable to 50% of the FY22 LTI Grant), defined as difference between the 45 trading day VWAP preceding the measurement dates at the start and end of the Performance Period (adjusted for capital movements). Total Shareholder Return (<b>TSR</b>) means the percentage change in the Company's share price together with the value of dividends and distributions (assuming that all of those dividends and distributions are re-invested into new shares as determined by the Board from time to time). Dividends relate to dividends with an ex-dividend date during the Performance Period.</li> </ul>																				
<b>Vesting schedules</b>	<p>The proportion of Rights that may vest based on EPS performance is to be determined by the following vesting schedule, subject to any adjustments for abnormal or unusual profit items that the Board in its discretion considers appropriate:</p> <table> <tr> <th>Average EPS over the Performance Period</th><th>% of Rights that Vest</th></tr> <tr> <td>Below 13.36 cents</td><td>Nil</td></tr> <tr> <td>13.36 cents (threshold performance)</td><td>50%</td></tr> <tr> <td>16.03 cents (maximum performance)</td><td>100%</td></tr> <tr> <td colspan="2">Straight line vesting between threshold and maximum</td></tr> </table> <p>The proportion of Rights that may vest on a rTSR performance is to be determined by the following vesting schedule.</p> <table> <tr> <th>Shriro rTSR Percentile Rank against constituents of the ASX Small Ordinaries Index at the end of the Performance Period</th><th>% of Rights that Vest</th></tr> <tr> <td>Below 50th Percentile</td><td>0%</td></tr> <tr> <td>50th Percentile (threshold performance)</td><td>50%</td></tr> <tr> <td>75th Percentile (maximum performance)</td><td>100%</td></tr> <tr> <td colspan="2">Straight line vesting between threshold and maximum</td></tr> </table>	Average EPS over the Performance Period	% of Rights that Vest	Below 13.36 cents	Nil	13.36 cents (threshold performance)	50%	16.03 cents (maximum performance)	100%	Straight line vesting between threshold and maximum		Shriro rTSR Percentile Rank against constituents of the ASX Small Ordinaries Index at the end of the Performance Period	% of Rights that Vest	Below 50th Percentile	0%	50th Percentile (threshold performance)	50%	75th Percentile (maximum performance)	100%	Straight line vesting between threshold and maximum	
Average EPS over the Performance Period	% of Rights that Vest																				
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75th Percentile (maximum performance)	100%																				
Straight line vesting between threshold and maximum																					
<b>Vesting</b>	Based on the applicable Vesting Conditions, the relevant number of Rights will vest, and the Board will determine whether Mr Hargreaves will receive a share in respect of each vested Right or a cash payment.																				
<b>Restrictions on dealing</b>	<p>Mr Hargreaves must not sell, transfer, encumber, hedge or otherwise deal with the Rights.</p> <p>Shares allocated on vesting may be dealt with subject to the requirements of the Company's Policy for Dealing in Securities.</p>																				

Term	Details
<b>Cessation of employment</b>	<p>The Board will determine, subject to compliance with applicable law, the treatment of Rights if a participant ceases to be employed by Shriro prior to the vesting of a Right.</p> <p>Generally, if a participant ceases to be an employee of the Group due to termination for cause or resignation and the notice period will not be served, Rights which are not yet vested will be forfeited.</p> <p>If Mr Hargreaves ceases to be an employee of the Shriro Group due to resignation and the notice period will be served or due to redundancy, Rights which are not vested will be forfeited on a pro-rata basis (calculated by reference to the portion of the Performance Period that has elapsed) subject always to the Board's discretion to determine otherwise.</p>
<b>Change of control</b>	<p>In the event of a change of control event as defined in the EIP rules, all unvested Rights which were granted in the first year of the Performance Period will lapse based on the proportion that the remainder of the first year of the Performance Period bears to a full year from that event. Other Rights may lapse or vest at the Board's discretion.</p>
<b>Other details</b>	<p>Further information in accordance with ASX Listing Rule 10.15:</p> <ul style="list-style-type: none"> <li>• no director other than Mr Hargreaves is currently eligible to participate in the EIP;</li> <li>• no directors other than Mr Hargreaves have received a grant of any equity securities under the EIP;</li> <li>• Mr Hargreaves has previously been granted the following performance rights under the Company's EIP – no consideration was payable for the performance rights: <ul style="list-style-type: none"> <li>• 110,449 performance rights prior to his appointment as a director in his role as General Manager Casio Australia;</li> <li>• 150,000 performance rights issued 19 July 2018*;</li> <li>• 415,225 performance rights issued 16 September 2019*; and</li> <li>• 359,281 performance rights issued in 2020 as approved by shareholders at the annual general meeting held on 28 May 2020.</li> </ul> </li> <li>• * (these rights can only be settled through cash or purchase of shares on-market)</li> <li>• no loan will be provided by the Company in relation to the grant or exercise of the performance rights proposed to be provided to Mr Hargreaves.</li> </ul> <p>Details of any securities issued under the EIP will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the EIP after this resolution is approved and who are not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.</p> <p>A voting exclusion statement applies to this resolution, as set out in the Notice.</p>

## Recommendation

The directors (with Mr Hargreaves abstaining) unanimously recommend that all shareholders vote in favour of Item 5, approving the grant of Rights to Mr Hargreaves.



**LODGE YOUR VOTE**



**ONLINE**

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



**BY MAIL**

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



**BY FAX**

+61 2 9287 0309



**BY HAND**

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



**ALL ENQUIRIES TO**

Telephone: 1300 554 474

Overseas: +61 1300 554 474



**X99999999999**

**VOTING/PROXY FORM**

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

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

**A**

**VOTE DIRECTLY**



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



in relation to the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Wednesday, 15 December 2021**, and at any adjournment or postponement of the Meeting.

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

**OR**

**B**

**APPOINT A PROXY**



the Chairman  
of the Meeting  
(mark box)

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

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Wednesday, 15 December 2021 (the Meeting)** and at any postponement or adjournment of the Meeting.

The meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/SMH21> (refer to details in the Virtual Annual General Meeting Online Guide and Notice of Meeting).

**Important for Resolutions 2 and 5:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2 and 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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

**VOTING DIRECTIONS**

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

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

**Items**

**For Against Abstain\***

**For Against Abstain\***

2 Adoption of Remuneration Report

5 Grant of Performance Rights to  
Mr Tim Hargreaves, CEO

3 Election of a Director,  
Cornelia Meyer

4 Election of Director –  
Kim Slater



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

**STEP 2**

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

**STEP 3**

**SHM PRX2101N**



## HOW TO COMPLETE THIS SHAREHOLDER VOTING/PROXY FORM

### YOUR NAME AND ADDRESS

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

### VOTING UNDER BOX A

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

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

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

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

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

### VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

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

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### LODGEMENT OF A VOTING/PROXY FORM

This Voting/Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Monday, 13 December 2021**, being not later than 48 hours before the commencement of the Meeting. Any Voting/Proxy Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

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

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



#### BY MOBILE DEVICE

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

#### QR Code



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



#### BY MAIL

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



#### BY FAX

+61 2 9287 0309



#### BY HAND

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

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

# Virtual Meeting Online Guide

## Before you begin

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

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Supported browsers are:

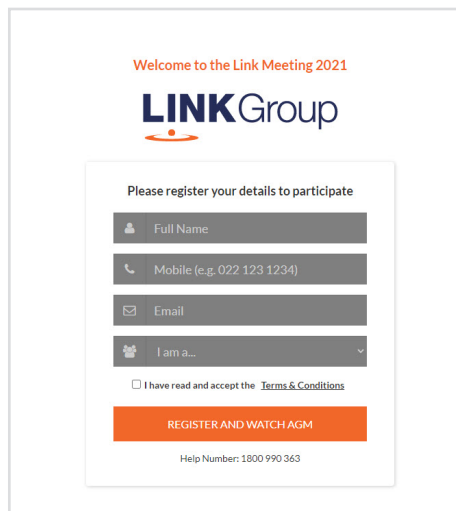
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up
- Microsoft Edge - 92.0 and after

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

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

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

# Virtual Meeting Online Guide



Welcome to the Link Meeting 2021

**LINK**Group

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

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

**REGISTER AND WATCH AGM**

Help Number: 1800 990 363

## Step 1

Open your web browser and go to <https://agmlive.link/SHM21>

## Step 2

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

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

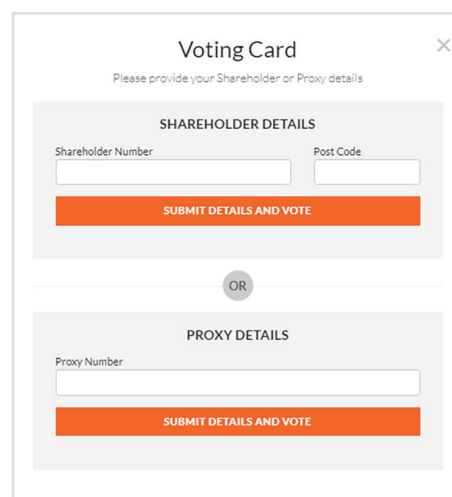
- On the left – a live audio webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

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

## 1. Get a Voting Card

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

This will bring up a box which looks like this.



**Voting Card**

Please provide your Shareholder or Proxy details

**SHAREHOLDER DETAILS**

Shareholder Number  Post Code

**SUBMIT DETAILS AND VOTE**

OR

**PROXY DETAILS**

Proxy Number

**SUBMIT DETAILS AND VOTE**

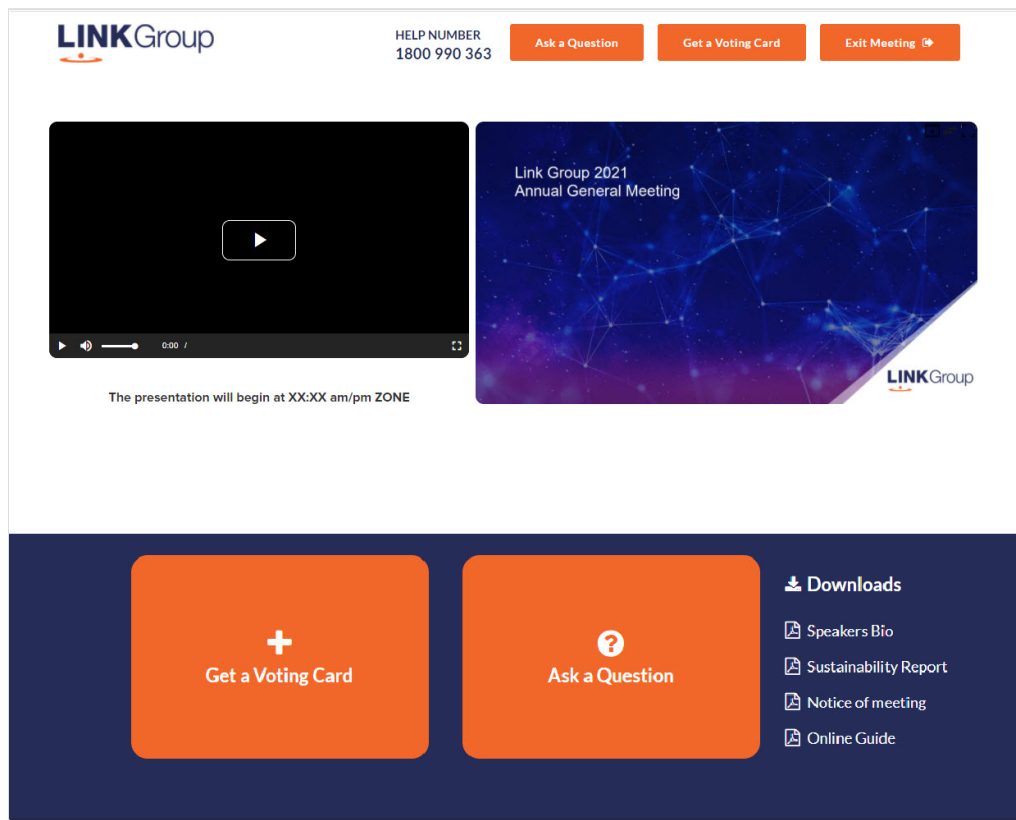
If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

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

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

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





ABC COMPANY PTY LTD
X123456789

### Voting Card

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

Full Vote
Partial Vote

Resolution 2B
For
Against
Abstain

RE-ELECTION OF MRL ABC AS A DIRECTOR

Resolution 2C
For
Against
Abstain

RE-ELECTION OF MS XYZ AS A DIRECTOR

Resolution 3
For
Against
Abstain

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4
For
Against
Abstain

ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

## Full Votes

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

## Partial Votes

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

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

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

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

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

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

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

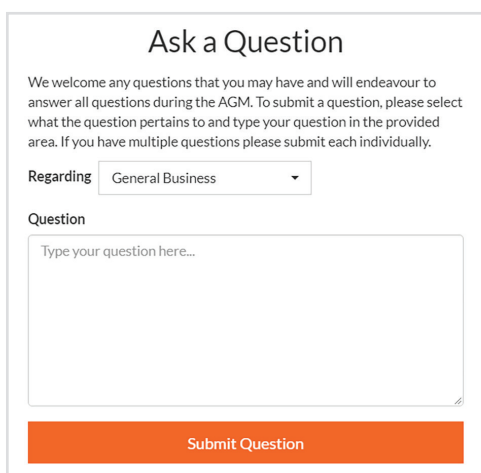
# Virtual Meeting Online Guide *continued*

## 2. How to ask a question

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

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

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



The 'Ask a Question' form is titled 'Ask a Question' and includes a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the AGM. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' Below this, there is a 'Regarding' section with a dropdown menu currently set to 'General Business'. Underneath is a 'Question' section with a text input field containing the placeholder 'Type your question here...'. At the bottom of the form is an orange button labeled 'Submit Question'.

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

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

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

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

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



The 'View Questions' box is titled 'View Questions' and includes a message: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM.' Below this, there is a question card for 'When will the next AGM be held?'. The card indicates it was 'Asked regarding General Business', 'Asked at: 7:18AM', and 'Updated: 7:18AM'. There is a small icon with a plus sign in the top right corner of the card. Below the card is a grey button labeled 'OPEN COMMENTS'. At the bottom of the box is an orange button labeled 'SUBMIT ANOTHER QUESTION'.

## 3. Downloads

View relevant documentation in the Downloads section.

## 4. Voting closing

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

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

## 5. Phone Participation

### What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363 by hh:mm on DD Month YYYY.

### Joining the Meeting via Phone

#### Step 1

From your land line or mobile device,  
call: +61 2 9819 1102 or 1800 798 136

#### Step 2

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

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

#### Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

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

#### Step 4

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

## Asking a Question

#### Step 1

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

#### Step 2

Please advise if your question relates to an item of business or General Business. The moderator will make a note and ask if you have any additional questions.

#### Step 3

When it is time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking.

Note: If at any time you no longer wish to ask your question, you can lower your hand by **pressing \*2** on your key pad. If you have also joined the Meeting Online, we ask that you mute your laptop, desktop, tablet or mobile device while you ask your question.

#### Step 4

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

## Contact us

### Australia

T +61 1800 990 363

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