



**AJ LUCAS GROUP LIMITED**  
(ABN 12 060 309 104)  
(Company)

**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Annual General Meeting (**AGM or Meeting**) of the Company is to be held as set out below

**DETAILS OF MEETING**

**Date:** 26 November 2020  
**Time:** 9:00 am (Sydney time)

**Location:** Virtually at [web.lumiagm.com](http://web.lumiagm.com) with Meeting ID 363-060-608

The Board recognises the importance of the AGM as an opportunity for shareholders to meet and engage with the Directors, however, due to extraordinary circumstances presented by the COVID-19 pandemic and to ensure the health and safety of our shareholders, directors and staff, the meeting will be held virtually. There will be no physical attendance at the meeting. We encourage you to participate in the meeting in one of two ways described below.

1. Members can participate in the meeting by watching our live webcast, asking questions and voting live via the online platform at [web.lumiagm.com/363060608](http://web.lumiagm.com/363060608) in the manner described in the Explanatory Notes and Instructions.
2. Members unable to attend the AGM virtually are invited to appoint a proxy and record their proxy voting instructions on the resolutions to be considered at the meeting

The explanatory notes and instructions for part of this notice of meeting and should be read in conjunction with this notice. They provide additional information on the matters to be considered at the annual general meeting, as well as instructions on how to participate and vote (including how to vote by proxy) at the meeting.

**ORDINARY BUSINESS**

**1. Financial statements and reports**

To receive and consider Financial Report of the Company and its controlled entities, and the reports of the directors and the auditor for the year ended 30 June 2020.

Shareholders can access a copy of the reports from the Company's website [www.lucas.com.au](http://www.lucas.com.au). Please note that there is no vote on this item.

**2. Remuneration report**

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

**Resolution 1:** *"That the Remuneration Report, which forms part of the Directors' Report of the Company for the financial year ended 30 June 2020, be adopted."*

The vote on **Resolution 1** is advisory only and does not bind the directors or the Company.

**3. Election of director**

To consider and, if thought fit, pass separate **ordinary resolutions** to:

(a) **Resolution 2:** *Mr Purcell be re-elected as a Director of the Company.*

(b) **Resolution 3:** *Mr Tredinnick be re-elected as a Director of the Company.*

(c) **Resolution 4:** *Mr Perrin be re-elected as a Director of the Company.*

(d) **Resolution 5:** *Mr Egan be re-elected as a Director of the Company.*

### **Voting exclusion on Resolution 1**

As required by the *Corporations Act 2001* (**Corporations Act**), no member of the Company's key management personnel (**KMP**), details of whose remuneration are included in the Remuneration Report, or a closely related party of any KMP, may vote in any capacity (e.g. as a shareholder, proxy or corporate representative) on Resolution 1 unless:

- the person votes as a proxy appointed by writing that specifies how the person is to vote on the proposed resolution, and the vote is not cast on behalf of any such member or closely related party of any such member.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of KMP include the Company's Directors and certain senior executives.

The prohibition in the Corporations Act on members of KMP or a closely related party of any KMP voting does not apply to the Chairman of the Meeting as proxy for a member entitled to vote where the proxy appointment expressly authorises the Chairman of the Meeting to vote in that capacity on Resolution 1.

If a member of KMP or a closely related party of any KMP (or any person acting on behalf of any such person) purports to cast a vote that will be disregarded by the Company (as indicated above), that person may be liable for an offence for breach of voting restrictions that apply under the Corporations Act.

### **ACCOMPANYING DOCUMENTS - IMPORTANT**

The following documents accompany this notice:

- (a) Explanatory Notes and Instruction;
- (b) a Proxy Form;
- (c) the 2020 Annual Report (for those Shareholders who have specifically requested it);
- (d) Lost Holder letter (for holders who are flagged as return mail); and
- (e) Go Online election form. (for holders who have not elected to receive communications online)

By Order of the Board

**Marcin Swierkowski**  
**Company Secretary**

**Date:** 26 October 2020

# EXPLANATORY NOTES AND INSTRUCTIONS

## PARTICIPATING AND VOTING INSTRUCTIONS

**1. Members who wish to participate in the annual general meeting (“AGM”) online** may do so from their computer or mobile device by entering the URL in their browser: [web.lumiagm.com](http://web.lumiagm.com) and entering the meeting ID 363-060-608. If you choose to participate in the meeting online, registration will open at 8:45am (Sydney time). You are encouraged to log in prior to the meeting start date by entering:

- (a) Meeting ID 363-060-608
- (b) Your username, which is your SRN / HIN
- (c) Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide (link below) for their password details.

Participating in the meeting online enables members to view the AGM live and to also ask questions and cast votes at the appropriate times whilst the meeting is in progress.

More information regarding participating in the meeting online, including browser requirements, will be detailed in the AGM user Guide available on the AJ Lucas Group Limited website [www.lucas.com.au/AGM](http://www.lucas.com.au/AGM)

**2. Members can appoint a proxy to attend the AGM and vote on their behalf by:**

- (a) Using the proxy form enclosed with this Notice of AGM; or
- (b) Recording their proxy voting instructions on the internet at [www.investorvote.com.au](http://www.investorvote.com.au). To access this facility, members will need their holder identification number (HIN) or security holder reference number (SRN) and postcode which are printed on the proxy form enclosed with this Notice of AGM.

### Voting by Proxy

- A member entitled to attend and vote is entitled to appoint a proxy or, if the member is entitled to cast two or more votes at the meeting, appoint not more than two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Each proxy will have the right to vote and to speak at the AGM.
- Where a member appoints two proxies or attorneys to vote at the AGM and the authority of one is not conditional on the other failing to attend or vote, the following rules apply:
  - the appointment is of no effect and the proxy or attorney may not vote unless each proxy or attorney, as the case may be, is appointed to represent a specified proportion of the member's voting rights;
  - on a poll, each proxy or attorney may only exercise the voting rights the proxy or attorney represents.
- A proxy, attorney or representative may be a member of the Company but does not have to be a member.
- A proxy form appointing a proxy or a document appointing an attorney may direct the manner in which the proxy or attorney is to vote in respect of a particular resolution and, where the form or document so provides, the proxy or attorney is not entitled to vote on the proposed resolution except as directed in the form or document.

- Members who complete and return their proxy form but do not nominate the identity of the proxy will be taken to have appointed the Chairman of the Meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the virtual AGM, the Chairman of the Meeting will act in place of the nominated proxy. In each case, the Chairman of the Meeting will vote in accordance with any voting directions specified by the member in the proxy form or, where the member does not specify any voting instruction in the proxy form for an item of business, in accordance with the voting intentions of the Chairman of the Meeting in respect of undirected proxies set out below.
- If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on each resolution by marking either “For”, “Against” or “Abstain” on the proxy form for each of those items of business.

### Undirected Proxies

- If a member entitled to vote appoints the Chairman of the Meeting as its proxy and the member does not direct the Chairman of the Meeting how to vote on Resolution 1, the member may authorise the Chairman of the meeting in respect of that item to exercise the proxy notwithstanding that resolution is connected directly or indirectly with the remuneration of a member of the Company’s key management personnel. Further details are contained on the proxy form.
- Where the Chairman of the Meeting is appointed as proxy for a member entitled to vote, the Chairman of the meeting will (where authorised) vote all undirected proxies IN FAVOUR of all the proposed resolutions to be considered at the virtual AGM. Accordingly, if you appoint the Chairman of the Meeting as your proxy and wish to vote differently to how the Chairman of the Meeting intends to vote on any of the resolutions, you must mark “For”, “Against” or “Abstain” on the proxy form in relation to the relevant item of business.

### Lodgement of Proxy Forms

The proxy’s appointment and, if applicable, the authority appointing an attorney, must be sent by post or fax to the Company’s registered office or to the address or fax number of the Company’s Registry, set out below:

- (a) **By mail** to: Share Registry – Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne, VIC 3001 Australia;
- (b) **By facsimile** to: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);
- (c) **By mail** to: The Company’s office at PO Box 538, North Sydney NSW 2059;
- (d) **Vote online:** Shareholders can also cast their votes online at [www.investorvote.com.au](http://www.investorvote.com.au) and follow the prompts. To use this facility, you will need your holder number (SRN or HIN), postcode and control number as shown on the Proxy Form. You will have been taken to have signed the Proxy Form if you lodge it in accordance with the instructions on the website; and
- (e) **Custodian voting:** for Intermediary Online subscribers only (custodians), please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions,

so that they are received by **no later than 9.00 am (Sydney time) on Tuesday, 24 November 2020**.

Proxy forms or proxy voting instructions received after this time will be invalid.

The proxy form must be signed by the member or the member’s attorney. Proxies given by corporations must be executed in accordance with the Corporations Act.

Where the appointment of a proxy is signed by the appointer’s attorney, a certified copy of the power of attorney or the power itself must be received by the Share Registry at either the postal addresses listed above or by fax before 9.00 am (Sydney time) on Tuesday, 24 November 2020. If faxed, the power of attorney must be certified.

## Entitlement to Vote

The Board has determined that, for the purposes of the AGM (including voting at the AGM), members are those persons who are registered holders of fully paid ordinary shares (**Shares**) in the Company (**Shareholders**) at 7:00pm (AEDT) on Tuesday, 24 November 2020. Members entitled to vote are referred to the '**Voting exclusion**' note in relation to Resolution 1 for the adoption of the Remuneration Report.

## EXPLANATORY NOTES

### Financial Statements and Reports

The Corporations Act requires the Financial Report (which includes the Financial Statements and Directors' Declaration), the Directors' Report and the Auditor's Report to be laid before the AGM.

There is no requirement either in the Corporations Act or in the Company's Constitution for members to approve the Financial Report, the Directors' Report or the Auditor's Report.

Members will have a reasonable opportunity at the meeting to ask questions and make comments on these Reports and on the business and operations of the Company. Members will also be given a reasonable opportunity to ask the auditor questions about the Auditor's Report and the conduct of the audit of the Financial Report.

### Resolution 1: Adoption of the Remuneration Report

The Directors' Report for the year ended 30 June 2020 contains a Remuneration Report which sets out the policy for the remuneration of the directors and specified executives of the Company and its consolidated group. The Remuneration Report is set out on pages 25 to 28 of the Company's 2020 Annual Report.

In accordance with section 250R(2) of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to vote at the Company's AGM. The vote on Resolution 1 is advisory only and does not bind the directors or the Company.

Members attending the meeting will be given a reasonable opportunity to ask questions about, and make comments on, the Remuneration Report. The 2020 Annual Report is available on the Company's website, [www.lucas.com.au](http://www.lucas.com.au).

The Board recommend that Shareholders vote in favour of the resolution.

### Resolution 2: Re-election of Andrew Purcell as a Director

Mr Purcell has been a director of the Company since June 2014. He has previously served on the Company's Audit and Risk Committee up to 1 January 2020 when he was appointed the Chairman of the Human Resources and Nomination Committee following the resignation of Mr Meares as Director, and held that position until 1 September 2020 when Mr Purcell was appointed the Chairman of the Board.

Under the Company's constitution, Directors may not hold office for a period in excess of 3 years, or until the third AGM following his appointment, whichever is the longer, without submitting themselves for re-election. Having last been elected a Director at the Company's 2017 AGM Mr Purcell now retires from the Board and offers himself for re-election.

Mr Purcell is an engineer by background and has had a distinguished career in investment banking working with Macquarie Bank and Credit Suisse, the latter both in Australia and Hong Kong. In 2005 he founded Teknix Capital in Hong Kong, a company specialising in the development and management of projects in emerging markets across the heavy engineering, petrochemical, resources and infrastructure sectors. Mr Purcell also has considerable experience as a public company director, both in Australia and in a number of other countries in the region, currently being the Chairman of Melbana Energy Limited.

Mr Purcell holds a Bachelor of Engineering and a Master of Business Administration.

The Board recommend that Shareholders vote in favour of the re-election of Andrew Purcell as a director.

### **Resolution 3: Re-election of Brett Tredinnick as a Director**

Mr Tredinnick was appointed Director of the Company on 1 January 2020. Under the Company's Constitution, a director appointed as an additional Director or to fill a casual vacancy holds office only until the next AGM. In accordance with this requirement, Mr Tredinnick now retires from the Board and offers himself for re-election.

Mr Tredinnick was appointed as the Group CEO in January 2020 having previously being the CEO of the Drilling Division and COO for the group. He has presided over the significant growth, restructuring and strategic initiatives for the Australian operations part of the business in recent years. Mr Tredinnick has been with the Group for over 20 years and during this time has seen multiple mining cycles. He has lead and implemented initiatives that have kept AJL's Australian business safe, profitable, innovative and a leader in its field of execution while highly regarded by its peers and customers in Coal, Oil and Gas. Prior to joining AJL, Mr Tredinnick held various operational and project management roles with Rio Tinto Coal and BHP.

Mr Tredinnick holds qualifications in Metallurgy, an MBA from the University of Queensland and is a member of the Australian Institute of Company Directors.

The Board recommend that Shareholders vote in favour of the re-election of Brett Tredinnick as a director.

### **Resolution 4: Re-election of Austen Perrin as a Director**

Mr Perrin was appointed Director of the Company on 1 January 2020. Under the Company's Constitution, a director appointed as an additional Director or to fill a casual vacancy holds office only until the next AGM. In accordance with this requirement, Mr Perrin now retires from the Board and offers himself for re-election.

Mr Perrin was the Group's Chief Financial Officer ("CFO") from December 2014 until 31 August 2020. Prior to joining AJL, he was the Chief Financial Officer for Whitehaven Coal Limited for nearly 6 years. He also previously held the group CFO roles with Asciano Limited and Pacific National Limited and was an executive director and divisional CFO of the listed Toll NZ Limited as well as holding various senior finance roles within the Toll Holdings group and TNT. He has considerable knowledge of transport, infrastructure, coal mining and oil and gas industries and has in depth experience across commercial, accounting and the finance spectrums. Prior to that he started his career with KPMG.

Mr Perrin holds a Bachelor of Economics and is a Chartered Accountant in Australia and New Zealand.

The Board recommend that Shareholders vote in favour of the re-election of Austen Perrin as a director.

### **Resolution 5: Re-election of Francis Egan as a Director**

Mr Egan was appointed Director of the Company on 13 May 2020. Under the Company's Constitution, a director appointed as an additional Director or to fill a casual vacancy holds office only until the next AGM. In accordance with this requirement, Mr Egan now retires from the Board and offers himself for re-election.

Mr Egan has over 36 years of diverse international experience in the upstream oil and gas industry, working in engineering and senior management roles. Prior to joining Cuadrilla as CEO in July 2012, he worked in Houston, Texas as President of Production for BHP Billiton Petroleum. He also held senior management roles at BHP in Algeria, Pakistan, UK and Australia over the course of a 20-year career. Prior to joining BHP Billiton, He spent eight years with Marathon Oil in a variety of engineering and commercial roles.

Mr Egan was educated in Ireland, obtaining a Bachelor of Engineering (Civil) with First Class Honours and a Master of Engineering Science Degree. He spent time as a PhD student and research assistant at the California Institute of Technology (Caltech) in Los Angeles and also holds an MBA from the University of Warwick.

The Board recommend that Shareholders vote in favour of the re-election of Francis Egan as a director.



**AJ Lucas Group Limited**

ABN 12 060 309 104

## Need assistance?



**Phone:**

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



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9.00am (Sydney time)** Tuesday 24 November 2020

# Proxy Form

## 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

The Board recognises the importance of the AGM as an opportunity for shareholders to meet and engage with the Directors, however, due to extraordinary circumstances presented by the COVID-19 pandemic and to ensure the health and safety of our shareholders, directors and staff, the meeting will be held virtually. There will be no physical attendance at the meeting. We encourage you to participate in the meeting in one of two ways described in the Notice of Meeting.

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 184776**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

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



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

☐ **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.

# 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 AJ Lucas Group 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 AJ Lucas Group Limited to be held virtually on Thursday 26 November 2020 at 9.00am (Sydney 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 Item 1 (except where I/we have indicated a different voting intention in step 2) even though Item 1 is 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 Item 1 by marking the appropriate box in step 2.

## Step 2 Items of Business

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

### ORDINARY BUSINESS

	For	Against	Abstain
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Andrew Purcell as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Brett Tredinnick as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Austen Perrin as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Francis Egan as a director	<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 voting intention on any resolution, in which case an ASX announcement will be made.

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

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