



**NOTICE OF ANNUAL GENERAL MEETING**  
OF  
ARDENT LEISURE GROUP LIMITED  
(ABN 51 628 881 603)

13 NOVEMBER 2019  
AT  
10:00 AM (SYDNEY TIME)

Gilbert + Tobin  
Level 35, Tower 2, International Towers Sydney  
200 Barangaroo Avenue  
BARANGAROO NSW 2000

**IMPORTANT**

All eligible holders of shares should consider voting on the proposed resolutions. Your vote is important and we thank you for your support.

**If you are unable to attend the meeting in person, please complete and return the enclosed proxy form before 10:00am (Sydney time) on 11 November 2019. Proxy forms can be lodged by post, online, facsimile transmission or hand delivery.**

## Notice of Annual General Meeting

This notice of general meeting is issued by Ardent Leisure Group Limited (ABN 51 628 881 603) (“Company”)

Notice is hereby given that the annual general meeting of the Company will be held on:

<b>Date</b>	<b>Wednesday, 13 November 2019</b>
<b>Registration</b>	9:00am
<b>Commencement</b>	10:00am
<b>Venue</b>	Gilbert & Tobin Level 35, Tower 2, International Towers Sydney 200 Barangaroo Avenue BARANGAROO NSW 2000
<b>Proxy Form Deadline</b>	10:00am on <b>Monday, 11 November 2019</b>

### Chairman

Dr Gary Weiss AM as Chair of the Board of Directors of the Company will preside as Chair of the meeting of the Company.

### Quorum

The quorum for the meeting of the Company is at least two members present in person or by representative holding ordinary shares.

If a quorum is not present within 30 minutes or a longer period allowed by the Chair, the meeting will be adjourned to a time and place determined by the Directors.

### Ordinary Business

#### **Receive and consider Financial Report, Directors’ Report and Independent Auditor’s Report**

To receive and consider the Financial Report, Directors’ Report and Independent Auditor’s Report for the Company for the year ended 25 June 2019.

#### **Remuneration Report**

To consider and if thought fit to pass, the following resolution as a non-binding ordinary resolution of the Company in accordance with Section 250R(2) of the Corporations Act 2001 (Cth) (Corporations Act).

#### **Resolution 1 - Remuneration Report**

*That, the Company’s Remuneration Report for the financial year ended 25 June 2019, as set out in the Directors’ Report, be received, considered and adopted.*

#### **Voting**

Resolution 1 will be put to the meeting by way of a poll. Please note that, in accordance with Section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Company or its Directors.

## **Recommendation**

The Directors recommend you vote in favour of Resolution 1.

## **Ordinary Resolutions**

To consider, and if thought fit to pass with or without modification, the following resolutions as ordinary resolutions of the Company.

### **Resolution 2 - Re-elect David Haslingden as a Director**

*That, David Haslingden who retires by rotation in accordance with Clause 6.1(f) of the Company's Constitution and being eligible for re-election, be re-elected as a Director.*

### **Voting**

Resolution 2 will be decided on a poll and can only be passed if more than 50% of votes cast by persons eligible to vote are in favour.

## **Recommendation**

The Directors, other than David Haslingden, recommend you vote in favour of Resolution 2.

### **Resolution 3 – Appointment of Auditor**

*That, for the purposes of section 327A of the Corporations Act and for all other purposes, Ernst & Young, being qualified to act and having been nominated by a shareholder and consented in writing to act in the capacity of auditor, be appointed as the auditor of the Company with effect from the close of the Meeting.*

### **Voting**

Resolution 3 will be decided on a poll and can only be passed if more than 50% of votes cast by persons eligible to vote are in favour.

## **Recommendation**

The Directors recommend you vote in favour of Resolution 3.

## Background Information

To assist you to make an informed decision about voting on the proposed resolutions, attached is an Explanatory Statement which forms part of the notice of meeting.

### How do I exercise my right to vote?

The Directors of the Company have determined pursuant to regulation 7.11.37 of the Corporations Regulations that shareholders appearing on the register at 10:00am on Monday, 11 November 2019 are entitled to attend and subject to any voting restrictions, vote at the meeting. Accordingly, transfers registered after this time will be disregarded in determining the entitlement to vote at the meeting.

If your shares are jointly held, only the vote of the person named first in the register will be counted. You need not exercise all of your votes in the same way, nor vote all of your shares. Voting on ordinary and special resolutions will be by way of a poll. On a poll, you have one vote for each fully paid share you hold in the Company.

### Corporations

In order to vote at the meeting, a corporate holder may either appoint a proxy or appoint an individual as its corporate representative to exercise its powers. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The appointed representative should either lodge with the registry before the meeting, or bring to the meeting, evidence of appointment including any signed authority.

### Voting by Proxy

If you cannot attend and vote at the meeting, you have the right to appoint a person or body corporate to attend as your proxy. Your proxy does not need to be a shareholder. If you appoint a body corporate as your proxy, the body corporate will need to appoint an individual as its corporate representative to exercise its powers at the meeting and provide satisfactory evidence of the appointment prior to the commencement of the meeting.

You may complete the proxy form in favour of the Chairman or appoint up to two proxies to attend and vote on your behalf. If you wish to appoint two proxies, a second proxy form can be obtained from Link Market Services Limited by telephoning 1300 720 560. Both forms should be completed with the nominated number of voting rights. If you appoint two proxies and the appointment does not specify the number of votes the proxies may exercise, each proxy may exercise one half.

To ensure that all shareholders are able to exercise their right to vote on the proposed resolutions, a proxy form is enclosed together with a reply-paid envelope. Completed proxy forms must be received no later than 48 hours prior to the commencement of the meeting by:

- **Post** to Ardent Leisure Group Limited, c/o Link Market Services, Locked Bag A14, Sydney South NSW 1235;
- **Online** at <http://www.linkmarketservices.com.au/>;
- **Facsimile** transmission on +61 2 9287 0309; or
- **By hand** delivery to Ardent Leisure Group Limited, c/o Link Market Services Limited, 1A Homebush Bay Drive, Rhodes, NSW 2138.

### **Submission of written questions to the Company or Auditor**

A Shareholder who is entitled to vote at the meeting may submit written questions to the Company via the Chairman or the Auditor in advance of the meeting. The questions should relate to:

- (a) the business of the Company; or
- (b) the Group's Annual Report;

If the question is directed to the Auditor, the questions should relate to:

- (i) the preparation and content of the Auditor's report to be considered at the meeting;
- (ii) the conduct of the audit or the Auditor's independence; or
- (iii) the accounting policies adopted by the Group in relation to the preparation of the financial statements.

The questions must be received by the Group's registrar, Link Market Services Limited, before 5:00pm on Wednesday, 6 November 2019. Questions may be submitted by post, facsimile, online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) by selecting 'AGM Questions' from the home page and following the prompts.

### **Registration**

If you plan to attend the meeting, please ensure that you arrive at least 30 minutes prior to the commencement of the meeting to allow enough time to confirm the number of shares you hold and to note your attendance. Registration will be open 1 hour prior to the commencement of the meeting.

### **Webcast**

An archived webcast of the meeting will be available online at [www.ardentleisure.com](http://www.ardentleisure.com) the business day following the meeting.

By order of the Board of Directors of Ardent Leisure Group Limited.

*Bronwyn Weir*

Bronwyn Weir  
Company Secretary

24 September 2019

## **Explanatory Statement**

### **Resolution 1 - Remuneration Report**

A copy of the Remuneration Report which sets out remuneration arrangements for the Group can be found on pages 12 to 23 of the 2019 Annual Report, a copy of which will be available at [www.ardentleisure.com](http://www.ardentleisure.com). To request a copy of the Annual Report please send an email to [investor.relations@ardentleisure.com](mailto:investor.relations@ardentleisure.com) or contact Link Market Services Limited on 1300 720 560.

Shareholders are asked to adopt the Group's Remuneration Report. The Remuneration Report:

- details the policies behind, and the structure of, the remuneration arrangements of the Group and the link between the remuneration of Key Management Personnel (KMP) and the Group's performance;
- sets out the remuneration arrangements for each KMP and Director; and
- details the remuneration decisions taken during the financial year ended 25 June 2019.

Shareholders will have a reasonable opportunity 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.

The vote on this resolution is advisory only and does not bind the Directors or the Group. However, the Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Group.

### **Voting Exclusion Statement**

For the purposes of Section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of:

- a member of the KMP of the Group, details of whose remuneration are included in the Remuneration Report; or
- a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 1 if the vote is not cast on behalf of a person described above and either:

- the person votes as a proxy appointed by writing that specifies the way the proxy is to vote on the resolution; or
- the vote is cast by the Chairman of the meeting acting as proxy for a person entitled to vote on Resolution 1 because the proxy appointment expressly authorises the Chairman of the meeting to exercise undirected proxies even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

### **Recommendation**

It is proposed that shareholders receive, consider and adopt the Remuneration Report.

## **Resolution 2 – Re-elect David Haslingden as a Director**

### **Background**

In accordance with clause 6.1(f) of the Company's Constitution, one third of the Directors must retire from office at each annual general meeting. Accordingly, David Haslingden retires by rotation and offers himself for re-election.

David brings to the Board considerable international business experience, particularly in North America and Europe.

David is a director and major shareholder of Blue Ant Media Inc, a Canadian company that owns and operates production companies and cable networks in Canada and around the world. He is also Chairman of the Australian Geographic Society.

Previously, David was Chairman and a non-executive director of Nine Entertainment Co. Holdings Limited, President and Chief Operating Officer of Fox Networks Group and Chief Executive of Fox International Channels. David holds a Bachelor of Arts and Bachelor of Laws from The University of Sydney and a Master of Law from the University of Cambridge.

David is Chair of the Remuneration & Nomination Committee and is a member of the Safety & Risk Review Committee and the Dreamworld Committee. He is also Chair of the Dreamworld Wildlife Foundation. David was appointed Lead Independent Director in May 2018.

While the Company is a new entity, the remaining Directors of the Company will continue to retire by rotation on the same schedule that applied to the boards of the stapled structure comprising Ardent Leisure Limited and Ardent Leisure Management Limited (as Responsible Entity of the Ardent Leisure Trust) (**Stapled Group**) prior to the corporate restructure.

### **Recommendation**

The Directors, other than David Haslingden, recommend you vote in favour of Resolution 2.

## **Resolution 3 – Appointment of Auditors**

### **Background**

The Board appointed Ernst & Young as the auditor of the Company in 2018. Ernst & Young were previously the auditors of the Stapled Group since 30 November 2017.

In accordance with section 327A of the Corporations Act, Ernst & Young holds that office in relation to Ardent Leisure Group Limited until the close of its first annual general meeting. The Board is seeking shareholder approval for the appointment of Ernst & Young as the auditor of Ardent Leisure Group Limited with effect from the close of this meeting.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a shareholder for Ernst & Young to be appointed as the Company's auditor. A copy of the nomination of Ernst & Young as auditor is attached at the end of this notice.

Ernst & Young has given its written consent to act as the Company's auditor subject to shareholder approval of this resolution.

### **Recommendation**

The Directors recommend you vote in favour of Resolution 3.

### **Meeting Location**

Gilbert + Tobin  
Level 35, Tower 2, International Towers Sydney  
200 Barangaroo Avenue  
BARANGAROO NSW 2000

### **Public transport and parking information**

**Train and Bus** – the closest train station is Wynyard. For information about train and bus timetables, please call 131 500 or go to <https://transportnsw.info/>

**Parking** – the closest carpark is Wilson Parking at 201-207 Kent Street, with access to the carpark from 8-20 Napoleon Street, Barangaroo.

### **Electronic Shareholder Communications**

You can now receive this document and communication issued by the Group by email notification, please visit the 'Investors' page at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) or contact Link Market Services on 1300 720 560 to change your communication preference.

**Notice of Nomination of Auditor of Ardent Leisure Group Limited**

18 September 2019

Ardent Leisure Group Limited  
Level 8  
60 Miller Street  
NORTH SYDNEY NSW 2060

Dear Sir/Madam,

**NOMINATION OF ERNST & YOUNG AS AUDITOR OF ARDENT LEISURE GROUP LIMITED**

I, Bronwyn Weir, being a shareholder of Ardent Leisure Group Limited, nominate Ernst & Young for the appointment as auditor of Ardent Leisure Group Limited at its 2019 Annual General Meeting.

I consent to the distribution of a copy of this notice of nomination as an attachment to the Notice of Meeting and Explanatory Memorandum for the 2019 Annual General Meeting of Ardent Leisure Group Limited as required by section 328B(3) of the *Corporations Act 2001* (Cth).

Yours faithfully,



**Bronwyn Weir**



**ARDENT**

LEISURE

Ardent Leisure Group Limited  
ABN 51 628 881 603

**LODGE YOUR VOTE**

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

**BY MAIL**  
Ardent Leisure Group 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  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000

**ALL ENQUIRIES TO**  
Telephone: 1300 720 560      Overseas: +61 1300 720 560



**X99999999999**

**PROXY FORM**

I/We being a member(s) of Ardent Leisure Group Limited and entitled to attend and vote hereby appoint:

**APPOINT A PROXY**

**the Chairman of the Meeting (mark box)**      **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Wednesday, 13 November 2019 at Gilbert + Tobin, Level 35, Tower 2, International Towers Sydney, 200 Barangaroo Avenue, Barangaroo NSW 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolution 1:** 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 Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

**VOTING DIRECTIONS**

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

**Resolutions**

	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-elect David Haslingden as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

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

Securityholder 1 (Individual)	Joint Securityholder 2 (Individual)	Joint Securityholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

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



## HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

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

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is 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 securities 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 securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Monday, 11 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

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

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



#### BY MAIL

Ardent Leisure Group 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\*  
1A Homebush Bay Drive  
Rhodes NSW 2138  
or  
Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**