

12 July 2023

## *ASX Announcement & Media Release*

### **Capital Return – Notice of General Meeting**

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As announced on 19 June 2023, FAR Limited (ASX:FAR) intends to return approximately A\$37 million to shareholders by way of a cash capital return of 40 cents per share ("Capital Return"). Shareholder approval is required for this Capital Return, and a meeting of shareholders will be held on 18 August 2023 for this purpose.

Attached to this announcement is the Notice of General Meeting and Explanatory Statement, example proxy form and a direct credit form. Computershare will commence distribution of meeting materials by mail and email on 14 July, and proxy lodgments will open at this time.

The timetable for the Capital Return, instructions for providing bank details and other important information can be found in the Notice of Meeting, Explanatory Statement and accompanying materials.

*This ASX announcement was approved for release by FAR's Board of Directors.*

**For further information please contact:**

Patrick O'Connor  
Chairman  
[p.oconnor@far.com.au](mailto:p.oconnor@far.com.au)  
P: +61 412 026 812

# *Notice of General Meeting and Explanatory Statement*

**For a meeting of FAR Limited Shareholders to be held at 11am on 18 August 2023.**

**This is an important document. Please read it carefully.**

**If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.**

**The meeting will be conducted via virtual webinar and physically at the offices of Baker McKenzie, Level 19, 181 William Street, Melbourne. Please do not attend the meeting in person if you are feeling unwell.**

**Shareholders attending virtually will be taken for all purposes to be in attendance as if they were physically there.**

**If you are unable to participate at the meeting please vote online or complete the form of proxy enclosed and return it in accordance with the instructions set out on that form.**

*Following recent modifications brought to the Corporations Act regarding the use of electronic communications to send meeting materials, no hard copy of the Notice of General Meeting and Explanatory Memorandum will be circulated. The Notice of Meeting has been given to those entitled to receive it by use of one or more technologies. The Notice of Meeting is also available on the Australian Stock Exchange Announcement platform and on the Company's website (<https://www.far.com.au/>).*

*This Notice of General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.*

## TIME AND PLACE OF MEETING AND HOW TO VOTE

### Participation at the Meeting

The General Meeting of the shareholders of the Company will be held at **11am on 18 August 2023** at the offices of Baker McKenzie at Level 19, 181 William Street, Melbourne and virtually at <https://meetnow.global/MTYK2AJ> (on your smartphone, tablet or computer, you will need the latest versions of Chrome, Safari, Edge or Firefox.)

Shareholders can watch, listen, vote, make comments and ask questions during the meeting in real time via the online Computershare Meeting Platform.

Shareholders are encouraged to submit their questions prior to the meeting at [info@far.com.au](mailto:info@far.com.au).

Please note, only shareholders or their proxyholders, who have been verified before the meeting, may ask questions at the meeting.

COVID-19 rules regarding social distancing are subject to constant change, and limitations may apply to the number of people who may attend physically. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, FAR Limited will make further information available through the ASX website at [asx.com.au](http://asx.com.au) (ASX: FAR) and on its website.

### Important information

To participate and vote online you will need your shareholder number and postcode. Shareholders should register at least 15 minutes before the commencement of the General Meeting. Further information including the Online Meeting Guide is available on our website: [www.far.com.au](http://www.far.com.au).

### How to Vote

You may vote online or in person during the meeting, by proxy or authorized representative. You are encouraged to submit your proxy before the meeting as indicated below or vote online during the meeting.

### Voting by Proxy

- send the completed and signed Proxy Form by post to Computershare, GPO Box 242, Melbourne, Victoria 3001; or by facsimile to Computershare on facsimile number outside Australia +61 (3) 9473 2555 or within Australia 1800 783 447

Or

- for online voting, visit [www.investorvote.com.au](http://www.investorvote.com.au); or
- for intermediary online subscribers only (custodians), visit [www.intermediaryonline.com](http://www.intermediaryonline.com)

so that it is received not later than 11am on 16 August 2023.

Proxy Forms received later than this time will be invalid.

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**FAR LIMITED ABN 41 009 117 293**  
**NOTICE OF GENERAL MEETING**

Notice is given that the General Meeting of shareholders of FAR Limited (Company) will be held at 11am on 18 August 2023 virtually and at the offices of Baker McKenzie at Level 19, 181 William Street, Melbourne.

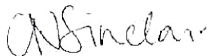
**AGENDA**

**1. Capital Return**

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

*That approval is given for the ordinary share capital of the Company to be reduced by approximately A\$37 million, to be effected by the Company paying each shareholder on the record date of 24 August 2023 the amount of 40 cents for each ordinary share held at that time, on the terms described in the Explanatory Statement.*

**Dated 12 July 2023**



**Claire Newstead-Sinclair**  
**Company Secretary**

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## NOTES

1. A shareholder of the Company entitled to vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes.
2. A proxy need not be a shareholder of the Company.
3. For the purposes of the Corporations Act, securities will be taken to be held for the purposes of voting at the meeting by persons who are registered holders as at 7 pm (Melbourne time) on 16 August 2023.
4. If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that resolution if they think fit.
5. If a proxy is instructed to abstain from voting on an item of business, the proxy is directed not to vote on the shareholder's behalf on the poll and the shares that are subject of the proxy appointment will not be counted in calculating the required majority.
6. Shareholders who return their proxy forms with a direction on how to vote but do not

nominate the identity of their proxy will be taken to have appointed the chairman of the meeting as their proxy to vote on their behalf.

7. If a proxy form is returned but the nominated proxy does not attend the meeting or does not vote on the resolution, the chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions.
8. Proxy appointments in favour of the chairman that do not contain a direction on how to vote will be used where possible to support the resolution proposed in this notice of meeting.
9. The proxy form must be signed by the member or his/her attorney duly authorised in writing or if the shareholder is a corporation in a matter permitted by the Corporations Act or in accordance with the laws of that corporation's place of incorporation.
10. Proxies need to be returned as instructed on the proxy form to be received no later than 48 hours before the commencement of the meeting.

## ENQUIRIES

Shareholders are invited to contact the Company Secretary on +61 3 9692 7222 if they have any queries in respect of the matters set out in these documents.

# Explanatory Statement

The overview set out below relates to the resolution the subject of this Notice of Meeting.

## Background and summary

In 2021, the FAR group completed the sale of its interest in the RSSD Project to a member of the Woodside group and received US\$126 million in cash. As a result, the directors consider that FAR has surplus capital which they consider should be returned to shareholders.

In 2021 shareholder approval was obtained to return approximately A\$80 million to shareholders by way of a cash capital return of 80 cents per share.

As announced by FAR to ASX on 19 June 2023, shareholder approval is now being sought for the return to shareholders of approximately A\$37 million by way of an additional **40 cents per share (Capital Return)**. Shareholder approval is required for the Capital Return by way of ordinary resolution, and approval is being sought at the meeting.

The Capital Return will, if approved, be effected to each person holding shares in FAR as at the record date as an equal capital reduction under sections 256B and 256C of the Corporations Act.

## Payment of the Capital Return

All shareholders will be treated in the same manner and the Capital Return will constitute an equal reduction of FAR's share capital for all purposes.

For example, a shareholder with 1,000 shares on the record date would receive A\$400 through the Capital Return.

Accompanying this Notice of Meeting is a Direct Credit Form to complete bank account details for payment purposes. If shareholders register these details then payment of the Capital Return will be made to the shareholder's nominated bank account. Alternatively please provide your payment details by visiting **[www.investorcentre.com/contact](http://www.investorcentre.com/contact)**. If you have any questions please contact the share registry on 1300 850 505.

If the share registry does not receive bank account details, payment of the Capital Return will occur by way of cheque.

## Timetable

The following timetable has been approved by ASX for Listing Rules consistency purposes. If there should happen to be any changes to this timetable then those changes will be announced to ASX on the ASX Market Announcements Platform.

Event	Date
Shareholder meeting to consider the Capital Return	18 August 2023
Last date for trading of shares to be entitled to the Capital Return	22 August 2023
Record date	24 August 2023
Payment date	31 August 2023

## FAR's financial position

As at 31 May 2023, FAR has cash of approximately US\$30 million. The proposed Capital Return is expected to use up approximately US\$25 million being the majority of these cash resources.

The remaining funds are intended to be used for ongoing administrative purposes and to facilitate FAR's interest in and possible sale of the Gambian Blocks. FAR also has rights to a Woodside Contingent Payment of up to US\$55 million.

## **Tax**

FAR is in the process of applying for an ATO Class Ruling to confirm that:

- no part of the Capital Return will constitute, or be treated as, a dividend for Australian income tax purposes; and
- instead,
  - a shareholder's cost base in each FAR share will be reduced by the amount of capital returned in connection with that share;<sup>1</sup>
  - where the cost base of a FAR share is less than the amount of capital returned in connection with that share, a capital gain will arise;
  - qualifying shareholders will be entitled to treat any resulting capital gain as a 'discount capital gain';<sup>2</sup> and
  - qualifying foreign resident shareholders will be entitled to disregard any resulting gain.<sup>3</sup>

Based on the historical FAR share price and the quantum of the Capital Return, no capital gain is expected to arise for any shareholder. Notwithstanding, for completeness, FAR will request that the ATO confirm the capital gains tax consequences of the Capital Return under cover of the Class Ruling.

The Class Ruling, if issued in accordance with FAR's application, will apply:

- to the income years spanning 1 July 2023 to 30 June 2024 and, separately, 1 January 2023 to 31 December 2023 (to accommodate substituted accounting periods); and
- to both Australian and foreign tax resident shareholders who hold their FAR shares on capital account.

The Class Ruling will be made available (if received) in due course on the FAR website, but this is not expected until after the date of the shareholders meeting.

The tax implications of the Capital Return for shareholders will depend on their particular circumstances. All shareholders should consider seeking their own tax advice, in particular,

- shareholders who do not hold their shares on capital account, being shareholders to whom the Class Ruling will not apply. For completeness, a revenue gain may arise for shareholders who hold their shares on revenue account or as trading stock that does not qualify for the discount capital gains concessions referred to above; and
- shareholders who are not residents of Australia for tax purposes, noting there may be taxation consequences arising from the Capital Return in their country of residence.

No adverse tax consequences are expected to arise for FAR in relation to the Capital Return.

## **ASIC notifications**

This Notice of Meeting is being lodged prior to the date of its distribution with the Australian Securities and Investments Commission in accordance with legislative requirements for the Capital Return. Further

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<sup>1</sup> Relevant for calculating capital gains and losses on future CGT events concerning FAR shares.

<sup>2</sup> Availability of the CGT discount is limited to individual, trusts and complying superannuation entities that hold the shares on capital account.

<sup>3</sup> Assuming FAR shares have not been used in carrying on business at or through an Australian permanent establishment and, for shareholders that hold the share on revenue account or as trading stock, tax treaty relief is available between Australia and the shareholder's country of residence.

notifications will be lodged with ASIC in due course if shareholder approval is obtained.

#### **Other information**

As at the date of this Notice of Meeting, there are approximately 94 million fully paid ordinary FAR shares on issue. There are no other FAR securities on issue.

If the Capital Return is implemented, FAR shares are expected to trade at a lower share price than they would have done had the return of capital not occurred. This is due to the outflow of funds to shareholders. Whilst this reduction in share price might approximate the amount of the Capital Return, the exact future trading price of FAR shares is subject to market factors.

The way in which the proposed Capital Return will occur will be the same for all shareholders.

No voting exclusions apply to the resolution. Each share is capable of being voted on the resolution.

The directors have reviewed FAR's assets and liabilities and cash flow forecasts and have satisfied themselves as to FAR's solvency and ability to pay its creditors following the proposed Capital Return.

In the directors' view having regard to the requirements of section 256B(1) of the Corporations Act, the Capital Return is fair and reasonable to shareholders as a whole and will not materially prejudice FAR's ability to pay its creditors.

The Capital Return is occurring on a proportionate basis across all shareholders and will not have any effect on the shareholding control or ownership of FAR.

The FAR directors who are also shareholders will be treated the same as other shareholders in relation to the Capital Return. As at the date of this Notice of Meeting, the directors have an interest as shareholders of FAR as follows:

<b>Director</b>	<b>Shares</b>
Patrick O'Connor	100,000
Robert Kaye	26,845
Garth Campbell Cowan	Nil

Other than as set out in this Notice of Meeting including the Explanatory Statement and any other information previously disclosed by FAR to ASX or shareholders, there is no other information that is known to the directors which may reasonably be expected to be material regarding a decision on how to vote on the resolution.

The directors unanimously recommend that shareholders vote in favour of the resolution.





ABN 41 009 117 293

FAR

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

## 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 **11:00am (AEST) on Wednesday, 16 August 2023.**

# 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.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

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### 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: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

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



I 9999999999

I ND

# Proxy Form

Please mark ☒ to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of FAR 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 General Meeting of FAR Limited to be held at Baker McKenzie, Level 19, 181 William Street, Melbourne, VIC 3000 and virtually on Friday, 18 August 2023 at 11:00am (AEST) and at any adjournment or postponement of that meeting.

## Step 2 Item of Business

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

	For	Against	Abstain
Resolution 1 Capital Return	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on the 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





**Online:**

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



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 2975 Melbourne  
Victoria 3001 Australia

FAR

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

## Enquiries:

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

Securityholder Reference Number (SRN)



I 9999999999

I ND

For your security keep your SRN/HIN confidential. ....

## Direct Credit

Use a black pen.  
Print in **CAPITAL** letters  
inside the grey areas.

A B C

1 2 3

**A**

### Request for Direct Crediting of Payments

BSB number (eg. 063000)

Account number

Name in which account is held (eg. JOHN SMITH)

Name of Australian bank or financial institution

Name of branch or suburb or town

Type of account (eg. cheque, savings, etc.)



**DO NOT USE YOUR CREDIT CARD NUMBER**

If you are unsure of your BSB number or account number, please check with your bank, building society or credit union.

**B**

### Sign Here - This section must be signed for your instructions to be executed.

I/We authorise you to act in accordance with my/our instructions set out above. I/We acknowledge that these instructions supersede and have priority over all previous instructions relating to payments to which I/we am/are entitled to be paid in cash.

Individual or Securityholder 1

Director

Securityholder 2

Director/Company Secretary

Securityholder 3

Sole Director and Sole Company Secretary

Date - Day

Month

Year

*Note: When signed under Power of Attorney, the attorney states that they have not received a notice of revocation. Computershare Investor Services Pty Limited needs to sight a certified copy of the Power of Attorney.*

## How to complete this form

### A

#### Request for Direct Crediting of Payments

Complete this section if you want your cash payments paid directly into your nominated Australian bank, credit union or building society account. Until you advise otherwise, all future cash payments will be paid into the nominated account.

**IMPORTANT: DO NOT USE THE NUMBER QUOTED ON YOUR CREDIT CARD**

If you do not complete this section or this form is incomplete, unsigned or invalid in any other way, you will continue to receive your payments by cheque.

Neither the company nor the registry will be responsible for any delays in crediting payments to your nominated account as a result of transaction procedures or errors by any financial institution.

This instruction only applies to the specific holding identified by the SRN/HIN and the name appearing on the front of this form.

### B

#### Signature(s)

If you have chosen to have your cash payments paid directly into your nominated Australian bank, credit union or building society account and you have completed Section A, you must sign this form as follows in the spaces provided:-

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

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document 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.

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FAR

**Please return the completed form to:**

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne VIC 3001  
Australia

