

31 October 2022

Dear Shareholder

The Annual General Meeting (**Meeting**) of shareholders of Sandfire Resources Limited (ABN 55 105 154 185) (**Company**) will be held at the Dexus Place Perth, Level 16, 240 St Georges Terrace, Perth WA 6000 on Wednesday, 30 November 2022 at 12:30pm (AWST) and online at <https://web.lumiagm.com/345096311>.

In accordance with section 110D(1) of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Company's notice of the Meeting (**Notice**) to shareholders unless a shareholder has made a valid election to receive such documents in hard copy. The Notice can be viewed and downloaded from the Company's website at [www.sandfire.com.au/investor/agm/](http://www.sandfire.com.au/investor/agm/) or ASX at [www2.asx.com.au](http://www2.asx.com.au).

You may vote by attending the Meeting in person (or by attorney), by proxy or by appointing a corporate representative. The Company strongly encourages shareholders to submit their proxy appointment and voting instructions prior to the meeting in person, by post, electronically via the internet or by facsimile.

Your proxy form must be received by 12:30pm (AWST) on 28 November 2022, being not less than 48 hours before the commencement of the Meeting. Any proxy forms received after that time will not be valid for the Meeting. Instructions for how to lodge the proxy form are set out in the Notice.

If the Company needs to make alternative arrangements to the way in which the Meeting is held, we will notify you of any changes by way of announcement on ASX and the details will also be made available on our website at [www.sandfire.com.au/investor/agm/](http://www.sandfire.com.au/investor/agm/).

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

If you have any difficulties obtaining a copy of the Notice, please contact the Company Secretary via telephone +61 8 6430 3800 or email on [admin@sandfire.com.au](mailto:admin@sandfire.com.au).

The Company encourages shareholders to provide an email address so we can communicate with you electronically for items such as notices of meeting and annual reports. Shareholders can still elect to receive some or all of their communications in physical or electronic form, or elect not to receive certain documents such as annual reports. To review or update your communication preferences, please visit the Company's share registry website at [www.automicgroup.com.au](http://www.automicgroup.com.au), or call 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

Yours sincerely,



**John Richards**  
**Non-Executive Chair**



ABN 55 105 154 185

# **NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS**

## **Sandfire Resources Limited**

### **Date of Meeting**

30 November 2022

### **Time of Meeting**

12:30pm AWST

### **Place of Meeting**

Dexus Place Perth, Level 16, 240 St Georges Terrace, Perth WA 6000 and online at <https://web.lumiagm.com/345096311>

### **A Proxy Form is enclosed or has otherwise been provided to you**

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting please complete and return the Proxy Form in accordance with the specified directions.

# Sandfire Resources Limited

## ABN 55 105 154 185

### NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Sandfire Resources Limited ABN 55 105 154 185 will be held at Dexus Place Perth, Level 16, 240 St Georges Terrace, Perth WA 6000 and virtually via the Lumi platform on 30 November 2022 at 12:30pm AWST for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

The Meeting will be held as a hybrid meeting. Subject to any changes, all Shareholders will be permitted to attend the Meeting at the time, date and place set out above and vote in person.

The Company is also pleased to provide Shareholders with the opportunity to attend and participate in the Meeting through the Lumi platform. Pursuant to this platform, Shareholders will be able to watch, listen, ask questions and vote online. If you are a Shareholder and wish to attend and vote at the Meeting online, please follow the instructions set out in this Notice.

The Company will update Shareholders if changing circumstances will impact the planning or arrangements for the Meeting by way of announcement on ASX and the details will also be made available on our website at <https://www.sandfire.com.au/>.

### AGENDA

#### Financial Reports

To receive and consider the financial report of the Company for the year ended 30 June 2022, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

#### 1 Resolution 1 – Non Binding Resolution to adopt Remuneration Report

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

*"That the Remuneration Report for the year ended 30 June 2022 as set out in the 2022 Annual Report be adopted."*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

**Voting exclusion statement:** The Company will disregard any votes cast on the Resolution by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution **or** the proxy is the Chair of the Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
- (b) it is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

*If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.*

## **2 Resolution 2 – Election of Mr Robert Edwards as a Director**

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

*“That Mr Robert Edwards, who ceases to hold office in accordance with clause 6.1(e) of the Company’s Constitution and, being eligible, offers himself for election, be elected a Director of the Company.”*

## **3 Resolution 3 – Election of Ms Sally Martin as a Director**

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

*“That Ms Sally Martin, who ceases to hold office in accordance with clause 6.1(e) of the Company’s Constitution and, being eligible, offers herself for election, be elected a Director of the Company.”*

## **4 Resolution 4 – Re-election of Dr Roric Smith as a Director**

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

*“That Dr Roric Smith, who retires in accordance with clause 6.1(f)(i) of the Constitution and, being eligible for re-election, be re-elected as a Director.”*

## **5 Resolution 5 – Grant of STI Shares to Mr Karl Simich (or his nominee(s)) for FY2021**

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

*“That, for the purposes of Listing Rule 10.14 and for all other purposes, the Directors are authorised to issue 43,729 STI Shares for FY2021 for no consideration, with each STI Share having a deemed issue price of A\$6.8390 per STI Share, to Mr Karl Simich (or his nominee(s)), on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or
- (b) an Associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair 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 the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or

- (b) *the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.*

*Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.*

*If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.*

## **6 Resolution 6 – Approval of potential termination benefit in relation to payment of STI Cash Payment to Mr Karl Simich (or his nominee(s)) for FY2021**

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

*“Subject to Resolution 5 not being passed, for the purposes of Listing Rule 10.19 and sections 200B and 200E of the Corporations Act, and for all other purposes, the potential termination benefit of \$299,062.50 in relation to the proposed STI Cash Payment for FY2021 described in the Explanatory Memorandum which may become payable to Mr Karl Simich (or his nominee(s)), be approved.”*

**Voting exclusion statement:** *The Company will disregard any votes cast in favour of the Resolution by or on behalf of:*

- (a) *Mr Karl Simich or his nominee(s);*
- (b) *an Associate of Mr Karl Simich or his nominee(s);*
- (c) *an officer of the Company or any of its child entities who is entitled to participate in a termination benefit; or*
- (d) *an Associate of an officer of the Company or any of its child entities who is entitled to participate in a termination benefit.*

*However, this does not apply to a vote cast in favour of the Resolution by:*

- (a) *a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or*
- (b) *the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair 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 the Resolution; and*
  - (ii) *the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

*Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:*

- (a) *the appointment specifies the way the proxy is to vote on the Resolution; or*
- (b) *the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.*

*Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.*

*If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.*

## 7 Resolution 7 – Grant of STI Shares to Mr Karl Simich (or his nominee(s)) for FY2022

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

*“That, for the purposes of Listing Rule 10.14 and for all other purposes, the Directors are authorised to issue 55,044 STI Shares for FY2022 for no consideration, with each STI Share having a deemed issue price of A\$4.6034 per STI Share, to Mr Karl Simich (or his nominee(s)), on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or
- (b) an Associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair 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 the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

## 8 Resolution 8 - Approval of potential termination benefit in relation to payment of STI Cash Payment to Mr Karl Simich (or his nominee(s)) for FY2022

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

*“Subject to Resolution 7 not being passed, for the purposes of Listing Rule 10.19 and sections 200B and 200E of the Corporations Act, and for all other purposes, the potential termination benefit of \$253,385 in relation to the proposed STI Cash Payment for FY2022 described in the Explanatory Memorandum which may become payable to Mr Karl Simich (or his nominee(s)), be approved.”*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) Mr Karl Simich or his nominee(s);
- (b) an Associate of Mr Karl Simich or his nominee(s);
- (c) an officer of the Company or any of its child entities who is entitled to participate in a termination benefit; or
- (d) an Associate of an officer of the Company or any of its child entities who is entitled to participate in a termination benefit.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair 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 the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

## **9 Resolution 9 – Approval of potential termination benefit in relation to proposed Deed Payments to Mr Karl Simich (or his nominee(s))**

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

*“For the purposes of Listing Rule 10.19 and sections 200B and 200E of the Corporations Act, and for all other purposes, the potential termination benefit of up to \$365,471 in relation to the proposed Deed Payments described in the Explanatory Memorandum which may become payable to Mr Karl Simich (or his nominee(s)), be approved.”*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) Mr Karl Simich or his nominee(s); or
- (b) an Associate of Mr Karl Simich or his nominee(s);
- (c) an officer of the Company or any of its child entities who is entitled to participate in a termination benefit; or
- (d) an Associate of an officer of the Company or any of its child entities who is entitled to participate in a termination benefit.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair 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 the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

## 10 Resolution 10 – Approval of potential termination benefit in relation to retention of Discretionary ZEPOs (including the right to be paid any Dividend Equivalent) held by Mr Karl Simich

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

*“For the purposes of Listing Rule 10.19 and sections 200B and 200E of the Corporations Act, and for all other purposes, the potential termination benefit in relation to the retention of 203,331 Discretionary ZEPOs (including the right to be paid any Dividend Equivalent) described in the Explanatory Memorandum held by Mr Karl Simich, be approved.”*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) Mr Karl Simich;
- (b) an Associate of Mr Karl Simich;
- (c) an officer of the Company or any of its child entities who is entitled to participate in a termination benefit; or
- (d) an Associate of an officer of the Company or any of its child entities who is entitled to participate in a termination benefit.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair 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 the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.



## **OTHER BUSINESS**

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

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Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

**By order of the Board**

A handwritten signature in black ink, appearing to read 'Matthew Fitzgerald', written in a cursive style.

**Mr Matthew Fitzgerald**  
Company Secretary

Dated: 31 October 2022

## How to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, electronically via the internet or by facsimile.

### Attending and voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. To be effective, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

### Attending and voting online

Shareholders or their attorneys who wish to participate online may do so at <https://web.lumiagm.com/345096311>.

If you choose to participate in the Meeting online, registration will be open at 12:00pm (AWST). You can log into the Meeting by navigating to <https://web.lumiagm.com/345096311> then entering the SRN/HIN and postcode of the holding you are representing.

Attending the Meeting online enables Shareholders to view the Meeting live and also to ask text-based questions and cast votes in real time, at the appropriate time. Please note that if you vote at the Meeting online as a Shareholder, any proxy vote previously lodged will be withdrawn.

### Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

### Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided

equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).

- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolutions 1, 5, 6, 7, 8, 9 and 10 in accordance with a direction on how the proxy is to vote or, if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- By appointing the Chair as a proxy (or where the Chair becomes proxy by default) the relevant Shareholder gives the Chair express authority to exercise the proxy to vote in favour of Resolutions 1, 5, 6, 7, 8, 9 and 10 (except where the Shareholder has indicated a different voting intention on the Proxy Form) even though those Resolutions are connected directly or indirectly with the remuneration of members of the Key Management Personnel, which includes the Chair.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair 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 Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice.
- To be effective, proxies must be received by 12:30pm (AWST) on 28 November 2022. Proxies received after this time will be invalid.

- Proxies may be lodged using any of the following methods:

- **online at:**

<http://investor.automic.com.au/#/longinsah>

Use the holding details as shown on the Proxy Form. Click on 'Meetings' – 'Vote'. Shareholders will need their HIN or SRN as shown on the front of the Proxy Form

- by email to:**

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

or

- by returning a completed Proxy Form in person or by post using the pre-addressed envelope provided with this Notice to:

- by hand to:**

Automic Group  
Level 5, 126 Philip Street  
Sydney NSW 2000; or

- by post to:**

Automic Group  
GPO Box 5193  
Sydney NSW 2001.

- The Proxy Form must be signed by the Shareholder or the Shareholder'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 Company at the above address, or by facsimile, and by 12:30pm (AWST) on 28 November 2022. If facsimile transmission is used, the Power of Attorney must be certified.

#### **Shareholders who are entitled to vote**

In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 4.00pm (AWST) on 28 November 2022.

# Sandfire Resources Limited

## ABN 55 105 154 185

### EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

#### Financial Reports

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2022, together with the Directors' declaration and report in relation to that financial year and the Auditor's Report on the financial report. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the management of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask the Auditor or the Auditor's representative questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the independent audit report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor by the Company in relation to the conduct of the audit.

The Chair will also allow a reasonable opportunity for the Auditor or their representative to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

#### 1 Resolution 1 – Non Binding Resolution to adopt Remuneration Report

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's 2022 Annual Report be adopted. The Remuneration Report is set out in the Company's 2022 Annual Report and is also available on the Company's website (<https://www.sandfire.com.au>).

The vote on this Resolution is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second Annual General Meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

The remuneration report for the financial year ended 30 June 2021 did not receive a vote of more than 25% against its adoption at the Company's last general meeting held on 26 November 2021. Accordingly, if at least 25% of the votes cast on this Resolution are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity based compensation.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

## **Voting**

Note that a voting exclusion applies to this Resolution in the terms set out in the Notice.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

## **2 Resolution 2 – Election of Mr Robert Edwards as a Director**

Resolution 2 seeks approval for the election of Mr Robert Edwards as a Director with effect from the end of the Meeting.

Clause 6.3(d) of the Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy, or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Robert Edwards having been appointed by the Board on 8 July 2022, retires from office in accordance with the requirements of clause 6.1(e) of the Constitution and submits himself for election in accordance with clause 6.1(i) of the Constitution.

## **Qualifications**

Mr Robert Edwards brings 30 years of experience in the natural resource sector from production mining, new business development, equity research, investment banking and board level experience. After graduating from the Camborne School of Mines, he started his career in South Africa working in production mining and new business roles before joining HSBC as a precious metals equities analyst as part of the award winning HSBC Global Mining team. Thereafter, Mr Robert Edwards moved to Russia and was instrumental in transforming Renaissance Capital from a niche single country investment bank into a successful boutique resource focused investment bank operating across the Commonwealth of Independent States, Africa and Asia. His final role at Renaissance Capital was serving as Chairman, Mining and Metals providing oversight over investment banking and principal investment activity in the mining, metals and fertiliser sectors. After leaving Renaissance Capital, Mr Robert Edwards has worked as a Senior Advisor to the Royal Bank of Canada (Europe) Investment Banking Division working on mergers and acquisitions and senior client coverage.

Mr Robert Edwards also served as an independent non-executive chairman of Sierra Rutile Limited until its sale to Iluka Resources Limited in 2016 as well as an independent non-executive director of Canadian mining company, GB Minerals, until its sale in 2017 to Itafos. Until early 2022, Mr Robert Edwards served as an independent non-executive director of MMC Norilsk Nickel, the world's biggest producer of nickel and palladium as well as a major producer of copper and platinum.

Mr Robert Edwards is an independent non-executive director of Chaarat Gold Limited, a specialist filtration and environmental technology company listed on the London Stock Exchange.

### **Other material directorships**

Currently, Mr Robert Edwards does not hold any material directorships other than Chaarat Gold Limited.

### **Independence**

The Board considers that Mr Robert Edwards, if elected, will continue to be classified as an independent director.

### **Board recommendation**

The Company confirms it has conducted appropriate checks into Mr Robert Edwards' background and experience and those checks have not revealed any information of concern.

Based on Mr Robert Edwards' relevant experience and qualifications, the members of the Board, in the absence of Mr Robert Edwards, support the election of Mr Robert Edwards as a Director of the Company.

## **3 Resolution 3 – Election of Ms Sally Martin as a Director**

Resolution 3 seeks approval for the election of Ms Sally Martin as a Director with effect from the end of the Meeting.

Clause 6.1(d) of the Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy, or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Ms Sally Martin having been appointed by the Board on 8 July 2022, retires from office in accordance with the requirements of clause 6.1(e) of the Constitution and submits herself for election in accordance with clause 6.1(i) of the Constitution.

### **Qualifications**

Ms Sally Martin is a former senior executive who has held various roles at Shell over the last 34 years. She has extensive operational and business team leadership experience in complex industrial environments including refining and trading. She also has deep working knowledge of stimulating and leading transformational change – most recently as General Manager, Trading and Supply Operations, Europe and Africa. Ms Sally Martin has strong ESG credentials, including in energy transition strategy development as Vice President Health, Safety, Security, Environment & Social Performance at Shell.

Ms Sally Martin is a non-executive director of Porvair Plc, a specialist filtration and environmental technology company listed on the London Stock Exchange. She has particular focus on safety management, project delivery and managing large and dispersed teams.

### **Other material directorships**

Currently, Ms Sally Martin does not hold any material directorships other than Porvair Plc.

### **Independence**

The Board considers that Ms Sally Martin, if elected, will continue to be classified as an independent Director.

## **Board recommendation**

The Company confirms it has conducted appropriate checks into Ms Sally Martin's background and experience and those checks have not revealed any information of concern.

Based on Ms Sally Martin's relevant experience and qualifications, the members of the Board, in the absence of Ms Sally Martin, support the election of Ms Sally Martin as a Director of the Company.

## **4 Resolution 4 – Re-election of Dr Roric Smith as a Director**

Pursuant to clause 6.1(f) of the Company's Constitution, Dr Roric Smith, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

### **Qualifications**

Dr Roric Smith is a highly experienced geologist with extensive Australian and international experience. Dr Roric Smith was previously Vice President, Discovery and Chief Geologist for Evolution Mining Limited, where he played a key role in leading that company's exploration efforts. Prior to joining Evolution Mining Limited, Dr Roric Smith held senior executive positions with the gold producer AngloGold Ashanti Limited, including as Senior Vice President, Global Greenfield Exploration; Country Manager and Chief Representative China; Exploration Manager – North Asia Region; and Chief Geologist Australia.

### **Other material directorships**

Currently, Dr Roric Smith does not hold any other material directorships.

### **Independence**

Dr Roric Smith was appointed to the Board on 31 December 2016. The Board considers that Dr Roric Smith, if re-elected, will continue to be classified as an independent director.

## **Board recommendation**

Based on Dr Roric Smith's relevant experience and qualifications, the members of the Board, in the absence of Dr Roric Smith, support the re-election of Dr Roric Smith as a Director of the Company.

## **5 Resolutions 5 and 7 – Grant of STI Shares for FY2021 and FY2022 to Mr Karl Simich (or his nominee(s))**

### **5.1 Background**

Mr Karl Simich founded the Company in 2003 and led the Company from its early days as a junior explorer, through the discovery, financing, development and successful 10-year operation of the highly profitable DeGrussa Copper Operations, establishing the Company as a successful ASX-200 mid-tier mining company.

He also oversaw the Company's international growth strategy, leveraging off the foundations at DeGrussa to expand into North America, Africa and Europe – culminating in the transformational acquisition of the MATSA Copper Operations in Spain (including a substantial debt and equity raise) and the development of the Motheo Copper Mine in Botswana. As a result, the Company is now a globally significant copper miner with operations and development projects on three continents, and a strong platform for long-term growth and value creation.

Resolutions 5 and 7 seek technical Shareholder approvals of remuneration which Mr Simich has already earned during his tenure with the Company.

On 27 November 2020, Shareholders approved the adoption of the Sandfire Resources Limited Equity Incentive Plan (**Plan**). As noted in the notice of annual general meeting in relation to the adoption of the Plan, announced to ASX on 23 October 2020 (**2020 Notice of Meeting**), the Plan is designed to provide incentives to certain eligible Participants of the Company and to recognise their contribution to the Company's success. Under the Company's current circumstances, the Directors consider that the incentives are a cost effective and efficient incentive for the Company as opposed to alternative forms of incentives such as cash bonuses or increased remuneration.

Under the Plan, the Board may approve:

- (a) short term incentives (**STI**), being annual STI awards, which may be separated into short term cash incentives and deferred short term equity incentives, based on a Participant's achievement of individual key performance indicators, and group-wide key performance indicators milestones related to the achievement of governance and health, safety and environment metrics as approved by the Board; and
- (b) long term incentives (**LTI**), being annual LTI awards, which may be Options and/or Performance Rights, with performance hurdle metrics as approved by the Board based on ore reserves, production scale, absolute total Shareholder return and relative total Shareholder return.

Under the Plan, the Company proposes to grant the following to Mr Karl Simich (or his nominee(s)):

- (a) 43,729 short term incentive Shares (**STI Shares**), each with a deemed issue price of A\$6.8390 for FY2021 (the subject of Resolution 5); and
- (b) 55,044 STI Shares, each with a deemed issue price of A\$4.6034 for FY2022 (the subject of Resolution 7).

Under the terms of the Plan, and pursuant to the determination of the Board made on 30 June 2021 (in the case of the STI Shares the subject of Resolution 5) and on 30 June 2022 (in the case of the STI Shares the subject of Resolution 7):

- (a) Mr Karl Simich's short term equity incentive for FY2021 was subject to a term which required Mr Karl Simich to remain engaged by the Company for 12 months after the STI Shares for FY2021 have vested. The STI Shares for FY2021 awarded to Mr Karl Simich under the Plan vested on 30 June 2021 and, as Mr Karl Simich met the condition of remaining engaged by the Company for 12 months after the vesting of those STI Shares, those STI Shares became due to be issued to Mr Karl Simich (or his nominee(s)) on 30 June 2022, subject to shareholder approval. Resolution 5 seeks approval to issue those STI Shares for FY2021.
- (b) Mr Karl Simich's short term equity incentive for FY2022 was not subject to such a term that required Mr Karl Simich to remain engaged by the Company for 12 months after the STI Shares for FY2022 vested. Therefore, once the Board determined on 30 June 2022 that the STI Shares for FY2022 awarded to Mr Karl Simich under the Plan vested, Mr Karl Simich (or his nominee(s)) became entitled to those STI Shares for FY2022, subject to shareholder approval. Resolution 7 seeks approval to issue those STI Shares for FY2022.

For completeness, the Company notes that the proposed issue of the STI Shares for FY2021 and for FY2022 are for past services rendered by Mr Karl Simich to the Company and became due, subject to shareholder approval, prior to Mr Karl Simich's engagement ending. Therefore, the Company considers that these STI Shares for FY2021 and for FY2022 are not termination benefits for the purposes of the Corporations Act or the Listing Rules.

The Chairman intends to vote all available proxies in favour of Resolutions 5 and 7.



## **5.2 Related Party Transactions Generally**

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefits falls within one of the nominated exceptions to the provision; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, Mr Karl Simich is a related party of the Company.

In relation to Resolutions 5 and 7, the Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of STI Shares for FY2021 or for FY2022 as the issues, which formed part of the remuneration package for Mr Karl Simich, are considered reasonable remuneration for the purposes of section 211 of the Corporations Act.

The proposed grant of STI Shares for FY2021 and for FY2022 encouraged Mr Karl Simich to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through Share ownership. Under the Company's current circumstances, the Directors consider that the incentives intended for Mr Karl Simich represented by the grant of these STI Shares for FY2021 and for FY2022 to Mr Karl Simich (or his nominee(s)) were a cost effective and efficient means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

The number of STI Shares for FY2021 and for FY2022 to be granted to Mr Karl Simich (or his nominee(s)) has been determined based upon a consideration of:

- (a) the remuneration of the Directors (as Mr Karl Simich was a Director at the time of vesting);
- (b) the extensive experience and reputation of Mr Karl Simich within the mining industry;
- (c) the current price of Shares;
- (d) the Directors' wish to ensure that the remuneration offered was competitive with market standards or/and practice. The Directors have considered the proposed number of STI Shares for FY2021 and for FY2022 to be granted and want to ensure that Mr Karl Simich's overall remuneration for that period was in line with market practice;
- (e) attracting and retaining suitably qualified Directors; and
- (f) incentives to attract and ensure continuity of service of Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the STI Shares for FY2021 and for FY2022 upon the terms proposed.

## **5.3 Mr Karl Simich's total remuneration package**

Mr Karl Simich's fees (including superannuation) and the total financial benefit to be received by him for this current period, as a result of the grant of the STI Shares for FY2021 and for FY2022 the subject of Resolutions 5 and 7, are as follows:

Director	Fees p.a. (A\$)	Value of STI Shares for FY2021 (A\$)	Value of STI Shares for FY2022 (A\$)	Total Financial Benefit (A\$)
Mr Karl Simich	\$325,000 (on a pro rata basis for the period served)	\$299,062.50	\$253,385.00	\$877,447.50

The deemed issue price of A\$6.8390 per STI Share for FY2021 is based on the 5-day VWAP up to and including 30 June 2021.

The deemed issue price of A\$4.6034 per STI Share for FY2022 is based on the 5-day VWAP up to and including 30 June 2022.

#### 5.4 Directors' recommendation

All the Directors were available to make a recommendation.

The Directors (who have no interest in the outcome of Resolutions 5 and 7) **unanimously recommend that Shareholders vote in favour of Resolutions 5 and 7**. The Board is not aware of any other information that would reasonably be required by the Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 5 and 7.

#### 5.5 Information Requirements – Listing Rules 10.14 and 10.15

Listing Rule 10.14 provides that the Company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

- a director of the Company (Listing Rule 10.14.1);
- an Associate of a director of the Company (Listing Rule 10.14.2); or
- a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its Shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its Shareholders.

Mr Karl Simich accrued the entitlement to the STI Shares for FY2021 and FY2022 during the relevant financial year where he performed the role of Managing Director of the Company. Therefore, the proposed grant of STI Shares for FY2021 (the subject of Resolution 5) and STI Shares for FY2022 (the subject of Resolution 7) to Mr Karl Simich falls within Listing Rule 10.14.1 due to those STI Shares relating to his role as Managing Director at the time the entitlements were accrued, and therefore requires the approval of Shareholders under Listing Rule 10.14.

If Resolution 5 is passed, the Company will grant the STI Shares for FY2021 to Mr Karl Simich (or his nominee(s)) as noted above. If Resolution 7 is passed, the Company will grant the STI Shares for FY2022 to Mr Karl Simich (or his nominee(s)) as noted above.

If Resolutions 5 or 7 are not passed, the Company will not grant the STI Shares for FY2021 or the STI Shares for FY2022 (as applicable) to Mr Karl Simich (or his nominee(s)) and, subject to the passing of Resolutions 6 or 8 respectively, the Company will pay to Mr Karl Simich (or his nominee(s)) the cash equivalent of the relevant STI Shares (being \$299,062.50 for FY2021 if Resolution 5 is not passed and \$253,385 for FY2022 if Resolution 7 is not passed).

If both of Resolutions 5 and 6 are not passed, then Mr Karl Simich may have a claim against the Company for payment of the \$299,062.50.

If both of Resolutions 7 and 8 are not passed, then Mr Karl Simich may have a claim against the Company for payment of the \$253,385.

The following further information is provided to Shareholders for the purposes of Listing Rule 10.15:

- (a) the STI Shares for FY2021 (the subject of Resolution 5) and for FY2022 (the subject of Resolution 7) will be granted to Mr Karl Simich (or his nominee(s)), as noted above;
- (b) Mr Karl Simich was, at the time the entitlement to the STI Shares was accrued, Managing Director of the Company and is therefore considered a Listing Rule 10.14.1 party;
- (c) 43,729 STI Shares for FY2021 (the subject of Resolution 5) and 55,044 STI Shares for FY2022 (the subject of Resolution 7) will be granted to Mr Karl Simich (or his nominee(s));
- (d) Mr Karl Simich was, up until 30 September 2022, Managing Director of the Company and the issues the subject of Resolutions 5 and 7 were intended to remunerate or incentivise Mr Karl Simich, whose total remuneration package is set out above in section 5.3;
- (e) no securities were previously issued to Mr Karl Simich (or his nominee(s)) under the Plan, other than the 2020 ZEPOs (which were issued for nil cash consideration);
- (f) as noted above, the STI Shares for FY2021 (the subject of Resolution 5) have a deemed issue price of A\$6.8390 per STI Share and the STI Shares for FY2022 (the subject of Resolution 7) have a deemed issue price of A\$4.6034 per STI Share;
- (g) the STI Shares for FY2021 (the subject of Resolution 5) and for FY2022 (the subject of Resolution 7) will be granted within 7 days of this Meeting (assuming Resolutions 5 and 7 are passed), and in any event on a date which will be no later than 1 month after the date of this Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;
- (h) the STI Shares for FY2021 and for FY2022 will be granted for no consideration;
- (i) a summary of the material terms of the Plan, under which the STI Shares for FY2021 and for FY2022 will be granted, is set out in Annexure A;
- (j) details of any securities issued under the Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14;
- (k) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolutions 5 and 7 are approved and who were not named in this Notice will not participate until approval is obtained under that rule; and
- (l) a voting exclusion statement applies to Resolutions 5 and 7, as set out in the Notice of Meeting.

## **5.6 Voting**

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on the Resolutions.

## **6 Summary of potential cash payments under the Deed**

As announced on 30 September 2022, Mr Karl Simich stepped down as the Company's Managing Director and Chief Executive Officer after 15 years at the helm of the Company. In connection with that purpose, on 29 September 2022, the Company, Mr Karl Simich, and two entities controlled by Mr Karl Simich (being Resource Development Company Pty Ltd (**Contractor**) and Tongaat Pty Ltd (**Supplier**)), entered into a Deed to facilitate the orderly winding up of the arrangements between the

Company, Mr Karl Simich, the Contractor and the Supplier in respect of their engagement with the Company and the Company's Associates (**Deed**).

Pursuant to the terms of engagement between the Company and the Contractor dated 20 September 2011 for the provision of executive services rendered by Mr Karl Simich on behalf of the Contractor to the Company (**Agreement**), the Contractor was entitled to be paid a termination payment (**Termination Payment**), comprising the following components (plus GST):

- (a) an amount equal to the part of the Termination Payment that the Company considers it was permitted to make under the Corporations Act without Shareholder approval; and
- (b) \$169,471 (**Residual Agreement Termination Payment**), being the amount calculated by deducting the amount under (a) from the Termination Payment.

Among other things, the Deed contemplates that the Company will pay the following amounts to Mr Karl Simich (or his nominee(s)), in each case subject to Shareholder approval (collectively, the **Deed Payments**):

- (a) the Residual Agreement Termination Payment;
- (b) \$10,000 (**Additional Payment**), being the cash equivalent to an annual allowance relating to insurance of certain motor vehicles owned by Mr Karl Simich, his related parties and the Contractor;
- (c) up to \$50,000 (**Deed Costs Payment**), being the aggregate amount of the Contractor's, Mr Karl Simich's and the Supplier's costs of and incidental to the Deed; and
- (d) up to \$136,000 (**GST Amount**), being the grossed up amount payable by the Company in respect of the taxable supply relating to the Termination Payment (including the Residual Agreement Termination Payment), the Additional Payment and the Deed Costs Payment.

Shareholder approval for the potential termination benefits resulting from the proposed payment of the Deed Payments by the Company to Mr Karl Simich (or his nominee(s)) is sought pursuant to Resolution 9.

Additionally, the Company agreed under the Deed to seek Shareholder approval for:

- (a) the issue of the STI Shares for FY2021 and FY2022 to Mr Karl Simich (or his nominee(s)) (which is the subject of Resolutions 5 and 7, as set out above); and
- (b) the payment of the STI Cash Payment (which is the cash equivalent to the STI Shares, being \$299,062.50 for FY2021 and \$253,385 for FY2022) to Mr Karl Simich (or his nominee(s)), which is conditional on Shareholder approval for the issue of the relevant STI Shares not being obtained.

The payment of the STI Cash Payment is a potential termination benefit for which Shareholder approval is sought under Resolutions 6 and 8 (which are subject to Resolution 5 and 7 respectively not being passed at the Meeting).

## **7 Resolutions 6 and 8 – Approval of potential termination benefit in relation to proposed payment of STI Cash Payment to Mr Karl Simich (or his nominee(s))**

Resolution 6 relates to the proposed payment of the portion of the STI Cash Payment for FY2021 to Mr Karl Simich (or his nominee(s)). Given the payment of that portion of the STI Cash Payment is a cash equivalent for the STI Shares for FY2021, Resolution 6 is subject to Resolution 5 **not** being passed at the Meeting. Therefore, if Shareholder approval is obtained for the issue of STI Shares for FY2021 under Resolution 5, then Resolution 6 will be of no effect.

Similarly, Resolution 8 relates to the proposed payment of the portion of the STI Cash Payment for FY2022 to Mr Karl Simich (or his nominee(s)). Given the payment of that portion of the STI Cash Payment is a cash equivalent for the STI Shares for FY2022, Resolution 8 is subject to Resolution 7 **not** being passed at the Meeting. Therefore, if Shareholder approval is obtained for the issue of STI Shares for FY2022 under Resolution 7, then Resolution 8 will be of no effect.

### **Related Party Transactions Generally**

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefits falls within one of the nominated exceptions to the provision; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, Mr Karl Simich is a related party of the Company.

In relation to Resolutions 6 and 8, the Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the potential payment of the STI Cash Payment. The STI Cash Payment represents the cash equivalent to the STI Shares, which formed part of the remuneration package for Mr Karl Simich, and is therefore considered by the Board to be reasonable remuneration for the purposes of section 211 of the Corporations Act for the reasons noted above at section 5.2.

### **Sections 200B and 200E of the Corporations Act**

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if it is approved by shareholders under section 200E of the Corporations Act or an exemption applies.

Section 200B of the Corporations Act applies to managerial or executive officers of the Company or any of its subsidiaries, which included Mr Karl Simich.

The term "benefit" has a wide operation and includes a payment or other valuable consideration, given in connection with a person's retirement from an office or position.

Accordingly, Shareholder approval is sought for the purposes of section 200E of the Corporations Act to allow the Company to pay the STI Cash Payment to Mr Karl Simich (or his nominee(s)), in accordance with the terms of the Deed, where to do so would involve giving a "benefit" to Mr Karl Simich or an associate in connection with him ceasing to hold a managerial or executive office.

The amount of, and value of any benefit relating to the proposed payment of, the STI Cash Payment to be given in connection with Mr Karl Simich ceasing to hold managerial or executive office is set out above.

### **Listing Rule 10.19**

Shareholder approval of the benefits that may be given to Mr Karl Simich (or his nominee(s)), by virtue of the proposed payment of the STI Cash Payment post-termination or cessation of Mr Karl Simich's engagement is also sought under Listing Rule 10.19.

Listing Rule 10.19 provides that without shareholder approval, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that are or may become payable to all officers together

exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the Listing Rules (**5% Threshold**).

Depending upon the value of the termination benefits (see above), and the equity interests of the Company at the time such benefits may crystallise, it is uncertain if such payments, aggregated with future relevant payments, may exceed the 5% Threshold. In the event of such termination benefits crystallising, the Company will comply with Listing Rule 10.19.

If Resolutions 6 and 8 are passed (and Resolutions 5 and 7 are not passed respectively), the Company will be able to give termination benefits to Mr Karl Simich (or his nominee(s)) by virtue of payment of the STI Cash Payment in connection with Mr Karl Simich ceasing to hold his managerial or executive office.

If Resolutions 6 or 8 are not passed, the Company will not be able to pay the relevant portion of the STI Cash Payment under the Deed and Mr Karl Simich may have a claim against the Company for payment of the \$299,062.50 in respect of Resolution 6 and the \$253,385 in respect of Resolution 8.

The Chairman intends to vote all available proxies in favour of Resolutions 6 and 8.

### **Directors' recommendation**

All the Directors were available to make a recommendation.

The Directors (who have no interest in the outcome of Resolutions 6 or 8) **unanimously recommend that Shareholders vote in favour of Resolutions 6 and 8**. The Board is not aware of any other information that would reasonably be required by the Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 6 and 8.

### **8 Resolution 9 – Approval of potential termination benefit in relation to proposed Deed Payments to Mr Karl Simich (or his nominee(s))**

#### **Related Party Transactions**

In relation to Resolution 9, the Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed Deed Payments to Mr Karl Simich (or his nominee(s)). Although Mr Karl Simich is a related party for the purposes of Chapter 2E of the Corporations Act, the Board considers the proposed Deed Payments are on arm's length terms given the circumstances of their negotiation. Therefore, the exception in section 210 of the Corporations Act applies and Shareholder approval under section 208 is not required.

#### **Sections 200B and 200E of the Corporations Act**

As noted above, under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if it is approved by shareholders under section 200E of the Corporations Act or an exemption applies.

Section 200B of the Corporations Act applies to managerial or executive officers of the Company or any of its subsidiaries, which included Mr Karl Simich.

The term "benefit" has a wide operation and includes a payment or other valuable consideration, given in connection with a person's retirement from an office or position.

Accordingly, Shareholder approval is sought for the purposes of section 200E of the Corporations Act to allow the Company to make the Deed Payments to Mr Karl Simich (or his nominee(s)), in accordance with the terms of the Deed, where to do so would involve giving a "benefit" to Mr Karl Simich or an associate in connection with him ceasing to hold a managerial or executive office.

The amount of, and value of any benefit relating to the proposed payment of, the Deed Payments to be given in connection with Mr Karl Simich ceasing to hold managerial or executive office is set out above. However, matters, events and circumstances that will, or are likely to, affect the values of the Deed Payments are the parties' actual costs of the Deed and that, in respect of the Residual Agreement Termination Payment, the Additional Payment, and the Deed Costs Payment, the Company is entitled to withhold any parts of those payments in order to comply with the Company's taxation obligations.

### **Listing Rule 10.19**

Shareholder approval of the benefits that may be given to Mr Karl Simich (or his nominee(s)), by virtue of the proposed payment of the Deed Payments post-termination or cessation of Mr Karl Simich's engagement is also sought under Listing Rule 10.19, which provides that without shareholder approval, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits exceeding the 5% Threshold.

Depending upon the value of the termination benefits (see above), and the equity interests of the Company at the time such benefits may crystallise, it is uncertain if such payments, aggregated with future relevant payments, may exceed the 5% Threshold. In the event of such termination benefits crystallising, the Company will comply with Listing Rule 10.19.

If this Resolution is passed, the Company will be able to give termination benefits above to Mr Karl Simich (or his nominee(s)) in connection with Mr Karl Simich ceasing to hold that managerial or executive office.

If this Resolution is not passed, the Company will not be able to pay the relevant termination benefits under Resolution 9 and Mr Karl Simich may have a claim against the Company for payment of amounts under Resolution 9.

The Chairman intends to vote all available proxies in favour of Resolution 9.

### **Directors' recommendation**

All the Directors were available to make a recommendation.

The Directors (who have no interest in the outcome of Resolution 9) **unanimously recommend that Shareholders vote in favour of Resolution 9**. The Board is not aware of any other information that would reasonably be required by the Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 9.

### **9 Resolution 10 – Approval of potential termination benefit in relation to retention of Discretionary ZEPOs (including the right to be paid any Dividend Equivalent) held by Mr Karl Simich**

At the Company's annual general meeting on 27 November 2020, Shareholders approved the issue of 927,703 zero exercise price options (**ZEPOs**) to Mr Karl Simich under the Plan (**2020 ZEPOs**), with vesting to be determined shortly after the end of the financial year ended 30 June 2024, in accordance with the vesting conditions set out in the 2020 Notice of Meeting. Those ZEPOs were issued subject to four performance conditions, with each measure carrying an equal weight (25%), including the Production Scale performance condition and the Ore Reserves performance condition.

The terms of the 2020 ZEPOs, as described in the 2020 Notice of Meeting, include a note that:

'Where Mr [Karl] Simich's engagement ceases for any other reason [other than due to resignation, fraudulent or dishonest conduct or termination for cause] prior to the end of the applicable performance period, a pro-rata number of the unvested ZEPOs (based on the proportion of the performance period that has elapsed at the time of cessation) in that tranche will continue "on-foot" and will be tested at the end of the applicable performance period vesting

only to the extent that the relevant performance condition has been satisfied (ignoring any service related conditions)’.

The terms of issue of 2020 ZEPOs, as described in the 2020 Notice of Meeting, further note that for any ZEPOs that ultimately vest, a cash payment will be made to Mr Karl Simich equivalent to the dividends paid by the Company during:

- (a) the period between grant and vesting; and
- (b) additionally (for ZEPOs linked to the relative total shareholder return (**RTSR**) and absolute total shareholder return (**ATSR**) performance conditions), the period they cannot be exercised,

as if the relevant ZEPOs had been Shares at the time of the relevant dividend record date (collectively, a **Dividend Equivalent**).

The Board notes that, with the Company’s completion of the acquisition of the MATSA operations in February 2022, the Board is of the view that it has become **near-certain** that the ZEPOs relating to the Production Scale and the Ore Reserves performance conditions will vest in full without further exertion by executives after that time, including Mr Karl Simich.

The Board has determined, having regard to the performance of the Company since 2020, and its expected future performance through to the end of the financial year ending 30 June 2024, that it is appropriate and fair for it to exercise its discretion under the Plan to allow full retention by Mr Karl Simich of the ZEPOs relating to the Production Scale and Ore Reserves performance conditions (being the Discretionary ZEPOs, as defined below), despite the cessation of Mr Karl Simich’s engagement, as follows:

Performance Condition	Number of ZEPOs issued	Non-Discretionary ZEPOs (pro rata retention as at 29 September 2022 cessation)	Discretionary ZEPOs	Retained (remaining on foot)	Lapsed
<b>RTSR</b>	(25% of total)	130,260	0	130,260	101,666
<b>ATSR</b>	(25% of total)	130,260	0	130,260	101,666
<b>Ore Reserves</b>	(25% of total)	130,260	101,666	231,926	0
<b>Production Scale</b>	(25% of total)	130,260	101,666	231,926	0
<b>Total</b>	<b>927,703</b>	<b>521,040</b>	<b>203,331</b>	<b>724,371</b>	<b>203,332</b>

In recognition of the above, the Deed:

- (a) acknowledges that 521,040 of the 2020 ZEPOs (already issued to Mr Karl Simich in 2020 with Shareholder approval) automatically remain ‘on foot’ without any requirement for exercise of a Board discretion or Shareholder approval (**Non-Discretionary ZEPOs**), in accordance with the Plan and the terms approved by Shareholders at the annual general meeting on 27 November



2020 (as set out in 2020 Notice of Meeting), including in respect of any right to be paid a Dividend Equivalent (**ZEPO Entitlement**); and

- (b) states that the Company will provide to Mr Karl Simich the Company's confirmation of, and agreement to, his retention of, subject to the Shareholder approval being sought by Resolution 10, a further 203,331 of the 2020 ZEPOs relating to the Production Scale and Ore Reserves performance conditions (already issued to Mr Karl Simich in 2020 with Shareholder approval) (**Discretionary ZEPOs**), such that the Discretionary ZEPOs will remain 'on foot' in accordance with the Plan and the terms approved by Shareholders at the annual general meeting on 27 November 2020 (as set out in the 2020 Notice of Meeting), including in respect of any right to be paid a relevant Dividend Equivalent (**ZEPO Benefit**).

The approach to the calculation of the ZEPO Entitlement and ZEPO Benefit is set out in the table above at page 23.

### **Related Party Transactions**

In relation to Resolution 10, the Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the retention of the Discretionary ZEPOs given they constitute reasonable remuneration to Mr Karl Simich.

As noted above, the Board is of the view that given it has become near-certain that the ZEPOs relating to the Production Scale and Ore Reserves performance conditions will vest in full without further exertion by Mr Karl Simich, it is therefore appropriate and fair for it to exercise its discretion under the Plan to allow full retention of those ZEPOs. The Board considers that the retention of the Discretionary ZEPOs constitutes reasonable remuneration for previous services provided by Mr Karl Simich and therefore, the exception in section 211 of the Corporations Act applies and Shareholder approval under section 208 is not required.

### **Termination benefits payable to Mr Karl Simich**

The Company is seeking Shareholder approval to allow Mr Karl Simich to retain the Discretionary ZEPOs, including in respect of any right to be paid any relevant Dividend Equivalent (the ZEPO Benefit).

### **Sections 200B and 200E of the Corporations Act**

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if it is approved by shareholders under section 200E of the Corporations Act or an exemption applies.

Section 200B of the Corporations Act applies to managerial or executive officers of the Company or any of its subsidiaries, which included Mr Karl Simich.

The term "benefit" has a wide operation and would include any automatic or accelerated vesting of the 2020 ZEPOs upon termination or cessation of employment in accordance with their terms or the Plan under which they were granted in 2020, including as a result of a determination by the Board that:

- (a) all or a portion of the Discretionary ZEPOs will vest; or
- (b) some or all vesting conditions in relation to the Discretionary ZEPOs are reduced or waived.

Accordingly, Shareholder approval is sought for the purposes of section 200E of the Corporations Act to allow Mr Karl Simich to retain the Discretionary ZEPOs in accordance with the Plan and the terms approved by Shareholders at the annual general meeting on 27 November 2020 (as set out in the 2020 Notice of Meeting), upon and following termination or cessation of Mr Karl Simich's engagement, including in respect of any right to be paid any relevant Dividend Equivalent, (the ZEPO

Benefit) and to allow the Company to deal with the Discretionary ZEPOs in accordance with the rules of the Plan, where to do so would involve giving a “benefit” to Mr Karl Simich in connection with him ceasing to hold a managerial or executive office.

The amount or value of any benefit relating to the Discretionary ZEPOs and any Dividend Equivalent (the ZEPO Benefit) proposed to be given in connection with Mr Karl Simich ceasing to hold managerial or executive office cannot presently be ascertained. As noted above, the approach to the calculation of the ZEPO Benefit is set out in the table at page 23 above and the value of any ZEPO Benefit (and the manner in which it is to be calculated) is linked to the market value of the Shares issuable upon vesting of the Discretionary ZEPOs and the gross value of any dividends paid during the calculation period. Other matters, events and circumstances that will, or are likely to, affect the calculation of that value are:

- (a) financial position;
- (b) capital requirements;
- (c) production, operating costs, earnings and cash flows;
- (d) dividend policy;
- (e) the market price of Shares on ASX at the relevant time when the amount or value of the ZEPO Benefit is determined, and the terms of the Discretionary ZEPOs; and
- (f) the risk free rate of return in Australia and the estimated volatility of Shares on ASX at the relevant time.

#### **Listing Rule 10.19**

Shareholder approval of the benefits that may be given to Mr Karl Simich by virtue of him remaining entitled to retain the Discretionary ZEPOs post-termination or cessation of Mr Karl Simich’s engagement, including in respect of any right to be paid any Dividend Equivalent (the ZEPO Benefit), is sought under Listing Rule 10.19.

Listing Rule 10.19 provides that without shareholder approval, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed the 5% Threshold.

Depending upon the value of the termination benefits (see above), and the equity interests of the Company at the time such benefits may crystallise, it is uncertain if the retention of the Discretionary ZEPOs and the right to be paid any Dividend Equivalent (the ZEPO Benefit) when aggregated with any other relevant benefits would exceed the 5% Threshold. In the event of such termination benefits crystallising, the Company will comply with Listing Rule 10.19.

If Resolution 10 is passed, the Company will be able to give termination benefits (being that Mr Karl Simich will retain the Discretionary ZEPOs and the right to be paid any Dividend Equivalent (the ZEPO Benefit)) which may exceed the 5% Threshold to Mr Karl Simich in connection with Mr Karl Simich ceasing to hold managerial or executive office in accordance with the rules of the Plan.

If Resolution 10 is not passed, the Company will not be able to allow Mr Karl Simich (or his nominee(s)) to retain the Discretionary ZEPOs (nor receive any Dividend Equivalent in respect of them).

The Chairman intends to vote all available proxies in favour of Resolution 10.

### **Directors' recommendation**

All the Directors were available to make a recommendation.

The Directors (who have no interest in the outcome of Resolution 10) **unanimously recommend that Shareholders vote in favour of Resolution 10**. The Board is not aware of any other information that would reasonably be required by the Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 10.

## GLOSSARY

**\$** means Australian dollars.

**5% Threshold** has the meaning set out on page 21.

**2020 Notice of Meeting** has the meaning set out on page 15.

**2020 ZEPOs** has the meaning set out on page 22.

**Accounting Standards** has the meaning given to that term in the Corporations Act.

**Additional Payment** has the meaning set out on page 19.

**Agreement** has the meaning set out on page 19.

**Annual Report** means the annual report of the Company for the year ended 30 June 2022.

**Associate** has the meaning given to that term in the Listing Rules.

**ASX** means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

**ATSR** has the meaning set out on page 23.

**Auditor** means the Company's auditor from time to time (if any).

**Auditor's Report** means the report of the Auditor contained in the Annual Report for the year ended 30 June 2022.

**AWST** or **WST** means western standard time as recognised in Perth, Western Australia.

**Board** means the Directors of the Company.

**Chair or Chairman** means the individual elected to chair any meeting of the Company from time to time.

**Closely Related Party** has the meaning given to that term in the Corporations Act.

**Company** means Sandfire Resources Limited ABN 55 105 154 185.

**Constitution** means the Company's constitution, as amended from time to time.

**Contractor** has the meaning set out on page 18.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Corporations Regulations** means the *Corporations Regulations 2001* (Cth).

**Deed** has the meaning set out on page 19.

**Deed Costs Payment** has the meaning set out on page 19.

**Deed Payments** has the meaning set out on page 19.

**Directors** means the directors of the Company.

**Discretionary ZEPOs** has the meaning set out on page 24.

**Dividend Equivalent** has the meaning set out on page 23.

**Equity Securities** has the meaning given to that term in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum accompanying this Notice.

**FY2021** means the financial year ended 30 June 2021.

**FY2022** means the financial year ended 30 June 2022.

**FY2023** means the financial year ending 30 June 2023.

**GST** means goods and services tax.

**GST Amount** has the meaning set out on page 19.

**Key Management Personnel** has the meaning given to that term in the Accounting Standards.

**Listing Rules** means the ASX Listing Rules.

**LTI** has the meaning set out on page 15.

**Meeting** means the Annual General Meeting convened by the Notice.

**Non-Discretionary ZEPOs** has the meaning set out on page 24.

**Notice** or **Notice of Meeting** means this Notice of Annual General Meeting.

**Option** means an option to acquire a Share.

**Participant** has the meaning set out in Annexure A.

**Performance Rights** means the performance rights granted under the Plan.

**Plan** has the meaning set out on page 15.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Annual Report for the year ended 30 June 2022.

**Residual Agreement Termination Payment** has the meaning set out on page 19.

**Resolution** means a resolution contained in the Notice.

**Restricted Voter** means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

**RTSR** has the meaning set out on page 23.

**Shareholder** means a member of the Company from time to time.

**Shares** means fully paid ordinary shares in the capital of the Company.

**Spill Meeting** has the meaning set out on page 11.

**Spill Resolution** has the meaning set out on page 11.

**STI** has the meaning set out on page 15.

**STI Cash Payment** means the cash equivalent of the STI Shares, being \$299,062.50 for the STI Shares for FY2021 and \$253,385 for the STI Shares for FY2022.

**STI Shares** has the meaning set out on page 15.

**Supplier** has the meaning set out on page 18.

**Termination Payment** has the meaning set out on page 19.

**VWAP** means volume weighted average price.

**ZEPO Benefit** has the meaning set out on page 24.

**ZEPO Entitlement** has the meaning set out on page 24.

**ZEPOs** has the meaning set out on page 22.

## Annexure A – Key terms of the Plan

Term	Detail
<b>Awards</b>	The Board may, in its absolute discretion, operate the Plan and invite any employee or eligible casual employee, contractor or other person ( <b>Participant</b> ) of the Company to apply for a grant of, or grant, Options or Performance Rights ( <b>Awards</b> ) upon the terms of the Plan. Invitations made under the Plan will contain specific terms and conditions in addition to those under the Plan, as determined by the Board and terms may vary for different Participants. Unless otherwise stated in the invitation to a Participant, a Participant is not required to pay for a grant of Awards. Awards are not quoted on ASX. However, application will be made to ASX for official quotation of any shares issued for the purposes of the Plan.
<b>Limits</b>	<p>Where an offer is made under the Plan in reliance on ASIC Class Order 14/1000 (or any amendment or replacement of it) the Board must, at the time of making the offer, have reasonable grounds to believe that the total number of Shares (or the total number of Shares which would be issued if the Awards were exercised) will not exceed 5% of the total number of Shares on issue when aggregated with the number of Shares issued or that may be issued as a result of offers made at any time during the previous 3 year period under the Plan or any other employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind.</p> <p>No offer will be made under the Plan that results in a Participant or its associates' voting power exceeding 10%.</p>
<b>Entitlements</b>	No shareholder rights, including to vote, receive dividends or any other rights of a shareholder attach to Awards until the Awards have vested, exercised and shares have been allocated.
<b>Dealing</b>	A Participant cannot deal with an Award except with the consent of the Board or by force of law (e.g. death or bankruptcy, etc).
<b>Vesting and exercise</b>	<p>The Board will determine the period (<b>Performance Period</b>) and applicable conditions (<b>Performance Conditions</b>) for the vesting of Awards and whether the Performance Condition has been met. Awards will generally vest to the extent that (subject to the circumstances described in <i>Cessation of employment</i> below):</p> <ul style="list-style-type: none"> <li>(a) the Board determines at the end of the Performance Period that the applicable Performance Conditions that apply to the Awards are satisfied; and</li> <li>(b) the Participant remains employed by the Company until the Board determines the Awards have vested.</li> </ul> <p>Testing of the Performance Conditions will occur and based on the results the Board will determine the number of Awards that vest (if any). Once an Award has vested a Participant will have a period (as determined by the Board) to exercise the Award. Once exercised, a Participant will be issued shares in the Company, subject to the circumstances described in <i>Cessation of employment</i> below.</p>

<b>Cessation of employment</b>	<p>If the Participant ceases employment with the Company before the end of the Performance Period, the treatment of their Awards will depend on the circumstances of cessation of employment.</p> <p>Where the Participant's employment ceases before the end of the Performance Period for cause or resignation (other than special circumstances) their unvested Awards will lapse at cessation, subject to the Board's overriding discretion to determine an alternate treatment in accordance with the Plan.</p> <p>Where the Participant ceases employment before the end of the Performance Period in other circumstances, subject to Board discretion, all or such other number of the Participant's unvested Awards (based on the proportion of the Performance Period that has elapsed at the time of cessation) continue 'on-foot' and will be tested at the end of the Performance Period, vesting only to the extent that the Performance Conditions have been satisfied (ignoring any service related conditions).</p> <p>Alternatively, the Board can modify the Performance Conditions or Performance Period or determine that unvested Awards lapse. Where employment ceases other than for cause any Awards that have vested must be exercised within 90 days of cessation of employment or will lapse, subject to Board discretion.</p> <p>If the Participant is terminated for cause all vested but unexercised Awards lapse (or will be subject to clawback), subject to the Board's overriding discretion.</p>
<b>Clawback</b>	<p>Where it is the Board's opinion that a Participant has or will obtain an unfair benefit as a result of certain actions or circumstances, the Board has the discretion to alter the applicable Performance Period or Performance Conditions, deem Awards not vested lapse and/or where shares have been issued, clawback the shares, or if sold, require the Participant to repay the proceeds of sale.</p>
<b>Control and other events</b>	<p>Within 14 days of a relevant event, the Board has the discretion to determine that unvested Awards vest, lapse or continue 'on-foot' subject to other conditions or periods. Where the Board determines that Awards vest, such Awards must be exercised within 30 days from the event, subject to Board discretion. Where the Board does not exercise its discretion upon a change of control, a pro-rata number of a Participant's unvested Awards vest based on the proportion of the Performance Period that has passed and the applicable Performance Conditions that have been satisfied.</p> <p>Where there is a capital reorganisation, bonus issue or rights issue the Board intends to exercise its discretion to ensure that the number of Awards a Participant would receive is adjusted accordingly.</p> <p>Where the Company divests a material asset the Board may make special rules that apply to Awards to take into account the divestment or to deem the Participant remains considered a Participant for a specific period.</p>

If you are attending the meeting  
in person, please bring this with you  
for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **12:30 pm (AWST) on Monday, 28 November 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

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Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

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#### BY FACSIMILE:

+61 2 8583 3040

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