

LEGEND

C O R P O R A T I O N

Notice of Annual General Meeting

2018

Legend Corporation Limited
ACN 102 631 087

26 October 2018 @ 2.00pm
Adelaide Pavilion Restaurant Veale Gardens
Cnr. South Terrace and Peacock Road Adelaide SA



NOTICE IS GIVEN that the Annual General Meeting of the shareholders of Legend Corporation Limited ACN 102 631 087 (**'Legend'** or **'the Company'**) will be held at the Adelaide Pavilion Restaurant, Veale Gardens, Cnr. South Terrace and Peacock Road Adelaide SA 5000 on **26 October 2018 at 2.00pm.**

The Explanatory Statement that accompanies and forms part of this Notice of Annual General Meeting describes in more detail the matters to be considered at the Meeting. Please ensure that you read the Explanatory Statement in full.

Please read this Notice of Annual General Meeting carefully and consider directing your proxy on how to vote on each resolution by marking the appropriate box on the proxy form included with this Notice of Annual General Meeting.

Terms used in this Notice of Annual General Meeting will, unless the context otherwise requires, have the same meaning given to them in the glossary contained in the Explanatory Statement.

1. Financial Report

To receive the financial report and reports of the Directors and the auditor for the financial year ended 30 June 2018.

2. Resolution 1 - Adoption of Remuneration Report

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

"That the Remuneration Report for the period ended 30 June 2018 be adopted."

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

[see the accompanying Explanatory Statement]

Voting Exclusion Statement - Resolution 1

In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast in favour of Resolution 1 by:

- a member of KMP, details of whose remuneration are included in the Remuneration Report; and
- an Associate of such a member.'

However, the Company need not disregard a vote cast in respect of Resolution 1 if:

- it is cast by a person as proxy who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Please read the information under the heading 'Undirected Proxies' which (among other things) deals with the Chairman's voting of proxies on the resolution to adopt the Remuneration Report.

3. Resolution 2 - Re-election of Mr Ian Fraser as a Director

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

"That Ian Fraser, a Director who retires by rotation in accordance with the Company's Constitution and is eligible for re-election, be re-elected as a Director of the Company."

[see the accompanying Explanatory Statement]

By order of the Board

Graham Seppelt

Company Secretary

Dated: 24 September 2018

Resolutions

Ordinary resolutions require the approval of a simple majority of the votes cast by Shareholders present at the Meeting (in person or by proxy, attorney or representative) and entitled to vote on the resolution. Special resolutions require the approval of at least 75% of the votes cast by Shareholders (in person or by proxy, attorney or representative) and entitled to vote on the resolution.

Voting Entitlements

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the Shareholders eligible to attend and vote at the Annual General Meeting are those persons registered as Shareholders at 7.00pm on 24 October 2018. Only those persons will be entitled to attend and vote in respect of that share at the Annual General Meeting.

Proxy Instructions

- A member entitled to attend and vote at the Meeting has a right to appoint a proxy.
- The proxy need not be a member of the Company.
- A member who is entitled to cast two or more votes may appoint up to two proxies and, in the case of such an appointment, may specify the proportion or number of votes each proxy is appointed to exercise.
- The proxy form included with this Notice of Annual General Meeting must be signed by the member or the member's attorney. Proxies given by corporations must be signed under the hand of a duly authorised officer or attorney. **To be a valid proxy, the executed proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be lodged (using the reply paid envelope supplied) with the Share Registry - Security Transfer Australia Pty Ltd as soon as possible and in any event by no later than 2.00pm on 24 October 2018, being 48 hours before the time for holding the Meeting.** Any proxy form received after that time will not be valid for the scheduled meeting.

In person or by mail: PO Box 52, Collins Street West, VIC 8007; or Exchange Tower, Level 9, Suite 913, 530 Little Collins Street, Melbourne VIC 3000

By facsimile: +61 8 9315 2233

By email: registrar@securitytransfer.com.au

- If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes which each proxy may exercise, each proxy may exercise half of the votes.
- A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on a resolution, the proxy may vote on that resolution only in accordance with that direction. If a proxy is not directed how to vote on a resolution, the proxy may vote as he or she thinks fit.

Undirected Proxies

- If a member appoints the chairperson of the meeting as the member's proxy and does not specify how the chairperson is to vote on a resolution, except as expressly stated, the chairperson advises that he intends to vote each such proxy, as proxy for that member, in favour of the resolution on a poll. Therefore, the Company recommends that shareholders who submit proxies should consider giving 'how to vote' directions to their proxy holder (including the chairperson) on each resolution.
- **If you wish to appoint the Chairman as your proxy holder but you do not want to put him in the position to cast your votes in favour of the Remuneration Report, you should complete the appropriate box on the proxy form, directing him to vote against or abstain from voting on this resolution.**

Members should refer to the Explanatory Statement, which accompanies and forms part of this Notice of Annual General Meeting, for further information regarding voting restrictions.

Questions from Shareholders

In accordance with the Corporations Act, a reasonable opportunity will be given by the chairman to Shareholders – as a whole - to ask questions about, or make comments on, the management of the Company at the meeting.

Similarly, a reasonable opportunity will be given to Shareholders – as a whole – to ask the Company’s external auditor, KPMG, questions relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor’s Report;
- the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Mr Paul Cenko of KPMG (or his representative) will attend the Meeting.

To assist the Directors and the auditor of the Company in responding to any questions you may have, please submit any questions headed **‘Questions from shareholders’** to the address below to be received no later than 2.00pm on 19 October 2018.

In person or by mail: Registered Office - 1 Butler Drive Hendon SA 5014
By facsimile: +61 8 8244 9520

As required by section 250PA of the Corporation Act, the Company will distribute a list of questions prior to the commencement of the Meeting, setting out the written questions received by the Company at least 5 Business Days prior to the Meeting and which the auditor considers relevant to the content of the audit report or the conduct of the audit of the financial report for the year ended 30 June 2018. The chairman of the Meeting will allow reasonable opportunity for the auditor to respond to the questions set out on this list.

Definitions

Words that are defined in the Glossary have the same meaning when used in this Notice of Annual General Meeting unless the context requires, or the definitions in the Glossary provide, otherwise.

Electronic Annual Report

In accordance with Australian corporations legislation, and in the interests of maximum efficiency and the lowest possible cost to Shareholders, the Company is providing printed copies of its 2018 Annual Report only to those Shareholders who have specifically made this request. For all other Shareholders, an electronic copy of the Company’s 2018 Annual Report, together with the Company’s ASX announcement, media release and investor pack relevant to the financial performance of the Company for the year ended 30 June 2018, is available on the Company’s website www.legendcorporate.com.

Shareholders who currently receive their Annual Report in printed format are encouraged to contact the share registrar to elect to receive electronic copy of the Annual Report at:

In person or by mail: PO Box 52, Collins Street West, VIC 8007; or
Exchange Tower, Level 9 Suite 913, 530 Little Collins Street, Melbourne VIC 3000
By facsimile: +61 8 9315 2233
By email: registrar@securitytransfer.com.au

1. Introduction

This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Company's 2018 Annual General Meeting to be held at Adelaide Pavilion Restaurant, Veale Gardens, Cnr. South Terrace and Peacock Road, Adelaide SA on 26 October 2018 at 2.00pm (Adelaide Time).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions set out in the accompanying Notice of Annual General Meeting.

Capitalised terms and expressions used in this Explanatory Statement are defined in the glossary below.

2. Financial Statements and Reports

Pursuant to the Corporations Act, the directors of a public company that is required to hold an annual general meeting must table the financial statements and reports of the company (including the Directors' Report and Auditor's Report) for the previous financial year before the members at that annual general meeting.

Shareholders have been provided with all relevant information concerning the Company's financial statements, Directors' Report and Auditor's Report in the Annual Report of the Company for the year ended 30 June 2018. A copy of the Annual Report has been forwarded to each Shareholder (other than those Shareholders who have previously elected not to receive the Annual Report, whether in paper form or electronically). The Annual Report can also be viewed, printed and downloaded from the Company's website - www.legendcorporate.com. A copy of the financial statements, the Directors' Report and Auditor's Report will also be tabled at the Annual General Meeting.

Shareholders should note that the sole purpose of tabling the financial statements and the reports of the Company at the Annual General Meeting is to provide Shareholders with the opportunity to ask questions or discuss matters arising from the financial statements or the reports at the meeting. It is not the purpose or the function of the Annual General Meeting that the financial statements or the reports be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt, receive or consider the Company's financial statements or the reports (other than the Remuneration Report) will be put to the Shareholders at the Annual General Meeting.

Members will be given a reasonable opportunity at the meeting to ask questions and make comments on the financial statements and the reports. The Company's auditor will also be available at the Annual General Meeting to receive questions and comments from Shareholders about the preparation and content of the Auditor's Report and the conduct of the audit. Members are also invited to submit written questions to the Company in advance of the Annual General Meeting. Where appropriate, and practical to do so, the Company will provide answers to any such written questions at the Annual General Meeting.

3. ADOPTION OF REMUNERATION REPORT – RESOLUTION 1

The Directors' Report for the year ended 30 June 2018 contains a Remuneration Report (pages 23 - 29) which sets out the policies of the Company for and applicable to the remuneration of its officers and senior employees and details the remuneration paid of its officers and senior employees in the financial year ended 30 June 2018.

While the Corporations Act (section 250R(2)) requires a listed company to put a resolution to its members at its annual general meeting that its remuneration report be adopted, the Corporations Act expressly provides that the vote on any such resolution is advisory only and does not bind the directors or the Company. However, under recent changes to the Corporations Act, if at least 25% of the votes cast on the resolution at the 2018 Annual General Meeting are against adoption of the Remuneration Report, then:

- if comments are made on the Remuneration Report at the 2018 Annual General Meeting, the Company's remuneration report for the financial year ending 30 June 2019 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if subsequently, at the Company's 2019 annual general meeting, at least 25% of the votes cast on the resolution for adoption of the remuneration report for the relevant financial year are against its adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of directors of the Company (**Spill Resolution**). The Spill Meeting must be held within 90 days of the date of the 2019 annual general meeting. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the directors (other than any managing director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

The Remuneration Report forms part of the Directors' Report for the year ended 30 June 2018 and is made in accordance with a unanimous resolution of the directors. While noting that each Director has a personal interest in their remuneration, as described in the Remuneration Report, the Board unanimously recommends that the Shareholders vote in favour of adopting the Remuneration Report.

Resolution 1 is put to the Shareholders at the Annual General Meeting in fulfilment of the obligations of the Company under section 250R(2) of the Corporations Act. Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

4. RE-ELECTION OF MR IAN FRASER AS A DIRECTOR – RESOLUTION 2

Clause 14.4 of the Company's constitution requires that at each Annual General Meeting one-third of the Directors must retire from office. A Director appointed during the year either to fill a casual vacancy or as an addition to the Directors is not taken into account in determining the Directors who must retire by rotation.

Therefore, Ian Fraser, being the Director who has been in office longest since last being elected, retires by rotation and, being eligible for re-election at the Annual General Meeting, offers himself for re-election as a director of the Company.

Biographical details for Ian Fraser are set out in the Company's 2018 Annual Report.

5. GLOSSARY

In this Notice and Explanatory Statement:

Annual General Meeting or Meeting means the annual general meeting of the Company to be held on 26 October 2018.

ASIC means the Australian Securities & Investments Commission.

Associate means, in relation to a member of a KMP, a person (the second person) is an associate of another person (the primary person) in relation to a listed entity if, and only if, one or more of the following paragraphs applies:

(a) the second person is:

- (i) an entity the primary person controls; or
- (ii) an entity that controls the primary person; or
- (iii) an entity that is controlled by an entity that controls the primary person;

(b) the second person is a person with whom the primary person has, or proposes to enter into, a relevant agreement for the purpose of controlling or influencing the composition of the listed entity's board or the conduct of the listed entity's affairs;

(c) the second person is a person with whom the primary person is acting, or proposing to act, in concert in relation to the listed entity's affairs.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules or Listing Rules means the Listing Rules of the ASX.

Board means the board of Directors of the Company.

Business Day has the same meaning as in the ASX Listing Rules.

Company means Legend Corporation Limited ABN 69 102 631 087.

Corporations Act means Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Statement means this document which accompanies, and is incorporated as part of the Notice.

KMP means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of key management personnel include its directors (both executive and non-executive) and certain senior executives.

Notice or Notice of Meeting means this Notice of Annual General Meeting and the accompanying Explanatory Statement.

Resolution means a resolution set out in the Notice.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of Shares.

LEGEND CORPORATION LIMITED

REGISTERED OFFICE:
1 BUTLER DRIVE
HENDON SA 5014

ACN: 102 631 087

SHARE REGISTRY:
Security Transfer Australia Pty Ltd
All Correspondence to:
PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«EFT_REFERENCE_NUMBER»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

«Company_code» «Sequence_number»

Code: LGD

Holder Number: «HOLDER_NUM»

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE
ONLINE**

Lodge your proxy vote securely at www.securitytransfer.com.au
1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE»

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 2:00pm ACST on Friday 26 October 2018 at Adelaide Pavilion Restaurant, Veale Gardens, Cnr South Terrace and Peacock Road, Adelaide SA and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	Abstain*
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Mr Ian Fraser as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder	Security Holder 2	Security Holder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director & Sole Company Secretary	Director	Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 2:00pm ACST on Wednesday 24 October 2018.

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