



think.build.connect.maintain

Notice of Annual General Meeting

BSA LIMITED

ACN 088 412 748

Date 27 November 2018

Time 12:30pm (AEDT)

Place Deloitte Touche Tohmatsu
Grosvenor Place
Level 9, 225 George Street
Sydney NSW 2000

Notice of Annual General Meeting

BSA LIMITED

ACN 088 412 748

Date 27 November 2018

Time 12:30pm (AEDT)

Place Deloitte Touche Tohmatsu, Grosvenor Place
Level 9, 225 George Street, Sydney NSW 2000

NOTICE IS HEREBY GIVEN that the Annual General Meeting (**AGM**) of shareholders of BSA Limited ACN 088 412 748 ('**BSA**' or '**the Company**') will be held at the offices of Deloitte Touche Tohmatsu, Grosvenor Place, Level 9, 225 George Street, Sydney NSW 2000 on **27 November 2018 at 12:30pm** (AEDT).

GENERAL BUSINESS

TO RECEIVE AND CONSIDER the Financial Report and reports of the Directors and of the auditor for the financial year ended 30 June 2018.

RESOLUTIONS

1. TO ADOPT THE REMUNERATION REPORT on pages 17-24 of the Annual Report

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

"That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth), the Remuneration Report for the period ended 30 June 2018 be adopted."

[see the accompanying Explanatory Statement]

Note: the vote on this resolution is advisory only and does not bind the Directors of BSA.

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.

2. TO RE-ELECT DIRECTOR – GRAEME BARCLAY

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

“That Graeme Barclay, being 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]

3. TO RE-ELECT DIRECTOR – MAX COWLEY

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

“That Max Cowley, being 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]

IMPORTANT INFORMATION

To assist you in deciding how to vote on the above resolutions, further details, as background information to the resolutions, are set out in the Explanatory Statement accompanying and forming part of this Notice of Meeting.

Voting Entitlement

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 (AEDT) on 25 November 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 Annual General 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 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 – Computershare Investor Services Pty Ltd as soon as possible and in any event by no later than 12.30pm (AEDT) on 25 November 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;

Online:

www.investorvote.com.au

By Mail:

Computershare Investor Services Pty Ltd
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to

(Within Australia) 1800 783 447
(Outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only

(custodians) www.intermediaryonline.com

For all enquiries call:

(Within Australia) 1300 850 505
(Outside Australia) +61 3 9415 4000

- 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; and
- 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 Chairman of the meeting as the member's proxy and does not specify how the Chairman is to vote on a resolution, except as expressly stated, the Chairman 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 Chairman) on each resolution.
- **If you complete a proxy form that authorises the Chairman to vote on your behalf as proxy holder, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then the shareholder will be giving express authority for the Chairman to vote on Resolution 1 in favour of the Remuneration Report in accordance with the Chairman's stated voting intention, even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.**
- 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.

Questions from Shareholders

The Chairman of the meeting will allow a reasonable opportunity for stakeholders to ask questions or make comments on the management of the Company at the meeting.

Alex Collinson of Deloitte Touche Tohmatsu, as the auditor responsible for preparing the Auditor's Report for the year ended 30 June 2018 (or his representative) will attend the meeting. The Chairman of the meeting will allow a reasonable opportunity for the members as a whole to ask the auditor questions at the meeting about:

- 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 the Financial Statements; and
- The independence of the auditor in relation to the conduct of the audit.

To assist the Board of Directors and the auditor of the Company in responding to any questions you may have, please submit any questions you may have headed '**Questions from Shareholders**' to the address below to be received no later than 5:00pm (AEDT) on 20 November 2018.

In person or by mail:

Registered Office
Level 7, 3 Thomas Holt Drive, Macquarie Park NSW 2113

By Facsimile: +61 2 8748 2464

As required by section 250PA of the Corporations Act 2001 (Cth), the Company will distribute a list of questions prior to the commencement of the AGM, setting out the questions received and directed to the auditor in writing at least five business days prior to the meeting that 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 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 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.bsa.com.au.

By Order of the Board

Graham Seppelt
Company Secretary

Dated: 26 October 2018
Sydney, New South Wales

EXPLANATORY STATEMENT

Financial Statements and Reports

The Corporations Act 2001 (Cth) requires the Annual Report (which includes the Financial Statements and Directors' Declaration), the Directors' Report and the Auditor's Report in respect of the financial year of BSA ended 30 June 2018 to be laid before the 2018 AGM. There is no requirement for a formal resolution on this item. However, shareholders will be given an opportunity at the meeting to ask questions and make comments on these reports and on the business, operations and management of BSA.

1. Resolution 1. – Adoption of Remuneration Report

The Directors' Report for the year ended 30 June 2018 contains a Remuneration Report (pages 17 to 24) 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 to its officers and senior employees in the financial year ended 30 June 2018.

While the Corporations Act 2001 (Cth) (section 250R(2)) requires a listed company to put a resolution to its members at its AGM that its Remuneration Report be adopted, the Corporations Act 2001 (Cth) expressly provides that the vote on any such resolution is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast on the resolution at the 2018 AGM are against adoption of the Remuneration Report, then:

- if comments are made on the Remuneration Report at the 2018 AGM, 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 AGM, 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 AGM. 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 AGM in fulfilment of the obligations of the Company under section 250R(2) of the Corporations Act 2001 (Cth). Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

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.

2. Resolution 2. – Re-election of Director Mr Graeme Barclay

Clause 62(3) 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, Graeme Barclay, being a Director who has longest been in office, retires by rotation and is eligible for re-election at the Annual General Meeting on 27 November 2018. In accordance with clause 62(4) of the Company's constitution, Graeme Barclay has submitted himself for re-election at the Annual General Meeting as a Director. The remaining Directors recommend to Shareholders that Mr Barclay be re-elected as Director.

The Chairman intends to vote undirected proxies in favour of this Resolution 2.

Graeme Barclay's details are set out in the 2018 Annual Report.

3. Resolution 3. – Re-election of Director Mr Max Cowley

Clause 62(3) 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, Max Cowley, being a Director who has longest been in office, retires by rotation and is eligible for re-election at the Annual General Meeting on 27 November 2018. In accordance with clause 62(4) of the Company's constitution, Max Cowley has submitted himself for re-election at the Annual General Meeting as a Director. The remaining Directors recommend to Shareholders that Mr Cowley be re-elected as Director.

The Chairman intends to vote undirected proxies in favour of this Resolution 3.

Max Cowley's details are set out in the 2018 Annual Report.

4. GLOSSARY

Annual General Meeting means the Annual General Meeting of Shareholders of the Company to be held on 27 November 2018.

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.

Board means the Board of Directors of the Company from time to time.

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

Closely Related Party means a closely related party of KMP of the Company.

Company means BSA Limited ABN 50 088 412 748.

Director means a Director of the Company.

Explanatory Statement means this document which accompanies the Notice of Meeting.

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.

Resolution means each Resolution set out in the Notice of Meeting.

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

Shareholder means a holder of Shares in the Company.

BSA Limited - Corporate

Registered Office (Sydney)
Level 7, 3 Thomas Holt Drive
Macquarie Park NSW 2113

P +61 2 8748 2400
F +61 2 8748 2577
E corporate@bsa.com.au
W www.bsa.com.au

Share Registry

Computershare Investor Services
GPO Box 2975
Melbourne VIC 3001 Australia

P 1300 85 05 05
P +61 3 9415 4000
F +61 3 9473 2500

Auditor

Deloitte Touche Tohmatsu
225 George Street
Sydney NSW 2000

Banker

National Australia Bank
255 George Street
Sydney NSW 2000



think.build.connect.maintain

ABN 50 088 412 748

BSA

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

Lodge your vote:



Online:
www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



Proxy Form

XX



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au



Cast your proxy vote



Access the annual report



Review and update your securityholding

Your secure access information is:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999



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

For your vote to be effective it must be received by 12:30 pm (AEDT) Sunday, 25 November 2018

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

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

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



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of BSA Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of BSA Limited to be held at Deloitte Touche Tohmatsu Grosvenor Place, Level 9, 225 George Street, Sydney NSW 2000 on Tuesday, 27 November 2018 at 12:30 pm (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention below) even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

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

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director Graeme Barclay	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director Max Cowley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____

BSA

999999A

Computershare +