

Notice of annual general meeting and explanatory memorandum

Johns Lyng Group Limited
ACN 620 466 248

Date: Tuesday 27 November 2018

Time: 11.00 am (AEDT)

Place: RACV
501 Bourke Street
Melbourne Victoria 3000

NOTICE OF 2018 ANNUAL GENERAL MEETING

NOTICE is given that the 2018 Annual General Meeting of Johns Lyng Group Limited ACN 620 466 248 ('the Company') will be held at the offices of RACV at 501 Bourke Street, Victoria 3000 on Tuesday 27 November 2018 at 11.00 am (AEDT).

BUSINESS

Shareholders are invited to consider the following items of business at the Annual General Meeting:

Ordinary Business

1. FINANCIAL AND RELATED REPORTS

Agenda Item 1	Financial and Related Reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2018.

2. ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

Resolution 1	Adoption of Remuneration Report (Non-Binding Resolution)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2018 Annual Report and is available from the Company's website (www.johnslyng.com). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.
Resolution	To consider and, if thought fit, pass the following resolution: <i>"THAT the Remuneration Report for the financial year ended 30 June 2018 included in the Directors' Report of the Annual Report as required under section 300A of the Corporations Act, be adopted by the Company."</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution: <ul style="list-style-type: none">• by or on behalf of a member of the Key Management Personnel (KMP) named in the Remuneration Report for the year ended 30 June 2018, or that member's Closely Related Party, regardless of the capacity in which the vote is cast;• as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party, unless the vote is cast as a proxy for a person who is entitled to vote on this resolution:<ol style="list-style-type: none">(a) in accordance with their directions of how to vote as set out in the proxy appointment; or(b) by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form, even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

3. ELECTION OF DIRECTORS

Resolution 2A	Election of Mr Robert Kelly as Director
Description	Mr Robert Kelly, who was appointed as a Director on 1 December 2017 under rule 62.1 of the Constitution, retires as a Director in accordance with rule 62.2 of the Constitution and, being eligible, offers himself for election as a Director.
Resolution	To consider and, if thought fit, pass the following resolution: <i>“THAT Mr Robert Kelly, having retired from his office as a Director in accordance with article 62.2 of the Constitution and, being eligible, be elected as a Director of the Company.”</i>

Resolution 2B	Election of Ms Larisa Moran as Director
Description	Ms Larisa Moran, who was appointed as a Director on 10 September 2018 under rule 62.1 of the Constitution, retires as a Director in accordance with rule 62.2 of the Constitution and, being eligible, offers herself for election as a Director.
Resolution	To consider and, if thought fit, pass the following resolution: <i>“THAT Ms Larisa Moran, having retired from her office as a Director in accordance with article 62.2 of the Constitution and, being eligible, be elected as a Director of the Company.”</i>

4. GRANT OF PERFORMANCE RIGHTS TO EXECUTIVE DIRECTORS

Resolution 3A	Approval for issue of FY18 Performance Rights to CEO under the EEIP
Description	Resolution 3A seeks shareholder approval for the issue of performance rights to Mr Scott Didier AM, the Company’s CEO and Managing Director, in relation to FY18.
Resolution	To consider and, if thought fit, pass the following resolution: <i>“THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to grant 56,475 performance rights in relation to FY18, each to acquire one Share, to Mr Scott Didier AM (or his nominee(s)), pursuant to the Employee and Executive Incentive Plan (EEIP) and on the terms set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	The Company will disregard any votes cast: <ul style="list-style-type: none"> ▪ in favour of this resolution by or on behalf of the Directors (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) or any of their associates, regardless of the capacity in which the vote is cast; and ▪ on this resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP’s Closely Related Party. <p>However, the Company need not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:</p>

	<p>(a) in accordance with the directions of how to vote on the Proxy Form; or</p> <p>(b) by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.</p>
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Resolution 3B	Approval for issue of FY18 Performance Rights to COO under the EEIP
Description	Resolution 3B seeks shareholder approval for the issue of performance rights to Mr Lindsay Barber, the Company's COO, in relation to FY18.
Resolution	<p>To consider and, if thought fit, pass the following resolution:</p> <p><i>“THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to grant 56,475 performance rights in relation to FY18, each to acquire one Share, to Mr Lindsay Barber (or his nominee(s)), pursuant to the Employee and Executive Incentive Plan (EEIP) and on the terms set out in the Explanatory Memorandum accompanying this Notice.”</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast:</p> <ul style="list-style-type: none"> ▪ in favour of this resolution by or on behalf of the Directors (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) or any of their associates, regardless of the capacity in which the vote is cast; and ▪ on this resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party. <p>However, the Company need not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:</p> <p>(a) in accordance with the directions of how to vote on the Proxy Form; or</p> <p>(b) by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.</p>

Resolution 3C	Approval for issue of FY18 Performance Rights to CFO under the EEIP
Description	Resolution 3C seeks shareholder approval for the issue of Performance Rights to Mr Matthew Lunn, the Company's CFO, in relation to FY18.
Resolution	<p>To consider and, if thought fit, pass the following resolution:</p> <p><i>“THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to grant 56,475 performance rights in relation to FY18, each to acquire one Share, to Mr Matthew Lunn (or his nominee(s)), pursuant to the Employee and Executive Incentive Plan (EEIP) and on the terms set out in the Explanatory Memorandum accompanying this Notice.”</i></p>
Voting Exclusion	The Company will disregard any votes cast:

	<ul style="list-style-type: none"> ▪ in favour of this resolution by or on behalf of the Directors (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) or any of their associates, regardless of the capacity in which the vote is cast; and ▪ on this resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party. <p>However, the Company need not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:</p> <ul style="list-style-type: none"> (a) in accordance with the directions of how to vote on the Proxy Form; or (b) by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.
Resolution 3D	Approval for issue of FY18 Performance Rights to Mr Adrian Gleeson under the EEIP
Description	Resolution 3D seeks shareholder approval for the issue of performance rights to Mr Adrian Gleeson, the Company's Executive General Manager of Business Development and Client Relations, in relation to FY18.
Resolution	<p>To consider and, if thought fit, pass the following resolution:</p> <p><i>"THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to grant 31,668 performance rights in relation to FY18, each to acquire one Share, to Mr Adrian Gleeson (or his nominee(s)), pursuant to the Employee and Executive Incentive Plan (EEIP) and on the terms set out in the Explanatory Memorandum accompanying this Notice."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast:</p> <ul style="list-style-type: none"> ▪ in favour of this resolution by or on behalf of the Directors (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) or any of their associates, regardless of the capacity in which the vote is cast; and ▪ on this resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party. <p>However, the Company need not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:</p> <ul style="list-style-type: none"> (a) in accordance with the directions of how to vote on the Proxy Form; or (b) by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

Resolution 3E	Approval for issue of FY18 Performance Rights to Mr Curtis Mudd under the EEIP
Description	Resolution 3E seeks shareholder approval for the issue of performance rights to Mr Curtis Mudd, the Company's Executive General Manager of Strategic Initiatives, in relation to FY18.
Resolution	To consider and, if thought fit, pass the following resolution: <i>“THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to grant 33,885 performance rights in relation to FY18, each to acquire one Share, to Mr Curtis Mudd (or his nominee(s)), pursuant to the Employee and Executive Incentive Plan (EEIP) and on the terms set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	The Company will disregard any votes cast: <ul style="list-style-type: none"> ▪ in favour of this resolution by or on behalf of the Directors (except one who is ineligible to participate in the EEIP) or any of their associates, regardless of the capacity in which the vote is cast; and ▪ on this resolution as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party. <p>However, the Company need not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:</p> <ul style="list-style-type: none"> (a) in accordance with the directions of how to vote on the Proxy Form; or (b) by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

5. ISSUE OF SHARES TO THE CHAIRMAN

Resolution 4	Approval for issue of Shares to Mr Peter Nash under the Employee Loan Plan
Description	Resolution 4 seeks Shareholder approval for the issue of \$50,000 worth of Shares to Mr Peter Nash, the Chairman, under the Employee Loan Plan on or about the first, second and third anniversaries of his appointment as a Director.
Resolution	To consider and, if thought fit, pass the following resolution: <i>“THAT, for the purposes of ASX Listing Rule 10.14 and for all other purposes, shareholder approval is given for the Company to issue \$50,000 worth of Shares to Mr Peter Nash (or his nominee(s)) on or about the first, second and third anniversaries of his appointment as a Director pursuant to the Employee Loan Plan and on the terms set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Exclusion	The Company will disregard any votes cast: <ul style="list-style-type: none"> ▪ in favour of this resolution by or on behalf of the Directors (except one who is ineligible to participate in the Employee Loan Plan) or any of their associates, regardless of the capacity in which the vote is cast; and

	<ul style="list-style-type: none"> ▪ on this resolution as a proxy by a member of the KMP at the date of the Meeting, or that KMP's Closely Related Party. <p>However, the Company need not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this resolution:</p> <ul style="list-style-type: none"> (a) in accordance with the directions of how to vote on the Proxy Form; or (b) by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.
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6. APPOINTMENT OF AUDITOR

Resolution 5	Appointment of Auditor
Description	As the Meeting is the first annual general meeting of Shareholders, Shareholders are required to appoint the auditor to the Company under the Corporations Act.
Resolution	To consider and, if thought fit, pass the following resolution: <i>“THAT under section 327B of the Corporations Act and for all other purposes, Pitcher Partners are appointed as the Company's auditor, having been nominated for appointment, and consenting to act as auditor.”</i>

Dated: 26 October 2018

By order of the Board of Johns Lyng Group Limited



Sophie Karzis
Company Secretary

QUESTIONS FROM SHAREHOLDERS

In order to provide a reasonable opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, Pitcher Partners, in relation to the conduct of the external audit for the year ended 30 June 2018, or the content of its audit report. Please send your questions to:

The Company Secretary, **Johns Lyng Group Limited**
Level 7, 333 Collins Street, Melbourne VIC 3000
T. +61 3 8622 3354
E. sk@ccounsel.com.au

Written questions must be received by no later than 5.00 pm (Melbourne time) on Tuesday 20 November 2018.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Remuneration Report.

During the course of the Annual General Meeting, the Chairman will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the Auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

VOTING INFORMATION

Voting by proxy

- (a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast two or more votes at the meeting, two proxies, to attend and vote instead of the shareholder.
- (b) Where two proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.
- (e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than one proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a

(notarially) certified copy of that power of authority by **11.00 am (AEDT) on Sunday 25 November 2018:**

- **Online:** www.linkmarketservices.com.au (select 'Voting' and follow the prompts to lodge your vote – see proxy form for further information).
- **By post:** Johns Lyng Group Limited c/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235, Australia
- **By hand:** Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2128; or Level 12, 680 George Street, Sydney, NSW 2000 (Monday to Friday, 9.00am to 5.00pm)
- **By facsimile:** +61 2 9287 0309

Voting and other entitlements at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that Shares which are on issue at **7.00 pm (AEDT) on Sunday 25 November 2018** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the meeting).

Proxy voting by the Chairman

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their Shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the Chairman of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the Chairman to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel.

If you complete a Proxy Form that authorises the Chairman of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chairman to exercise your proxy on Resolutions 1, 3A, 3B, 3C, 3D, 3E and 4. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolutions 1, 3A, 3B, 3C, 3D, 3E and 4. If you wish to appoint the Chairman of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the Proxy Form.

The Chairman of the Meeting intends to vote all available undirected proxies in favour of each resolution.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolutions 1, 3A, 3B, 3C, 3D, 3E and 4 he or she will not vote your proxy on that item of business.

EXPLANATORY MEMORANDUM TO NOTICE OF 2018 ANNUAL GENERAL MEETING

This Explanatory Memorandum accompanies and forms part of the Notice.

1. FINANCIAL AND RELATED REPORTS

Agenda Item 1	Financial and Related Reports
Explanation	<p>Section 317 of the Corporations Act requires the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2018 to be laid before the Company's 2018 Annual General Meeting. There is no requirement for a formal resolution on this item.</p> <p>The Financial Report contains the financial statements of the consolidated entity consisting of Johns Lyng Group and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2018 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2018 Annual Report is available from the Company's website (www.johnslyng.com).</p> <p>The Chairman of the Meeting will allow a reasonable opportunity at the meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor Pitcher Partners questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2018, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Pitcher Partners in relation to the conduct of the audit.</p>

2. ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

Resolution 1	Adoption of Remuneration Report (Non-Binding Resolution)
Explanation	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2018 Annual Report and is available from the Company's website (www.johnslyng.com).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> ▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; ▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and ▪ explains the basis for remunerating non-executive Directors and senior executives, including the Chief Executive Officer and Managing Director.

	The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will consider any discussion on this resolution and the outcome of the vote when considering the future remuneration policies and practices of the Company.
Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1.

3. ELECTION OF DIRECTORS

Resolution 2A	Election of Mr Robert Kelly as Director
Explanation	<p>Mr Robert Kelly was appointed to the Board by the Directors on 1 December 2017 2018 pursuant to rule 62.1 of the Constitution, which provides that a Director may be appointed to the Board of the Company by the Directors to fill a casual vacancy or as an addition to the existing Directors.</p> <p>Under rule 62.2 of the Constitution, any Director appointed under rule 62.1 of the Constitution must retire from office at the next annual general meeting following his or her appointment.</p> <p>Pursuant to rule 64.1, a Director retiring from office under rule 62.2 is eligible for election and that Director may by resolution of the Company's shareholders be elected to that office.</p> <p>Mr Robert Kelly is therefore eligible and offers himself for election.</p>
About Mr Robert Kelly	<p>Mr Robert Kelly has been a non-executive Director since 1 December 2017.</p> <p>Mr Kelly has over 45 years' experience in the insurance industry and was co-founder of the ASX listed Steadfast Group Limited (Steadfast), the largest general insurance broker network and underwriting agency group in Australasia with growing operations in Asia, London and Europe. Mr Kelly is currently the Managing Director and CEO of Steadfast. In April 1996, Robert co-founded Steadfast with a vision to band together non-aligned insurance brokerages and adopt a unified approach to the market. In 2013, he led Steadfast to a successful listing on the ASX. Steadfast is now an ASX 200 company with a market capitalisation of over \$2 billion.</p> <p>Other current Directorships: Steadfast; Kidsxpress (not-for-profit); Heads Over Heels (not-for-profit); and Steadfast Foundation Pty Limited (not-for-profit).</p> <p>Mr Kelly is a Qualified Practising Insurance Broker, a Fellow of NIBA, a Senior Associate of ANZIIF, a Certified Insurance Professional and Graduate Member of the Australian Institute of Company Directors.</p> <p>Mr Kelly does not currently hold a relevant interest in Shares and is considered by the Board to be an independent Director.</p>

Board Recommendation	The Board, with Mr Robert Kelly abstaining, recommends that Shareholders vote in favour of Resolution 2A.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2A.

Resolution 2B	Election of Ms Larisa Moran as Director
Explanation	<p>Ms Larisa Moran was appointed to the Board by the Directors on 10 September 2018 pursuant to rule 62.1 of the Constitution, which provides that a Director may be appointed to the Board of the Company by the Directors to fill a casual vacancy or as an addition to the existing Directors.</p> <p>Under rule 62.2 of the Constitution, any Director appointed under rule 62.1 of the Constitution must retire from office at the next annual general meeting following his or her appointment.</p> <p>Pursuant to rule 64.1, a Director retiring from office under rule 62.2 is eligible for election and that Director may by resolution of the Shareholders be elected to that office.</p> <p>Ms Larisa Moran is therefore eligible for election under rule 64.1 of the Constitution and offers herself for election.</p>
About Ms Larisa Moran	<p>Ms Larisa Moran has been a non-executive Director since 10 September 2018.</p> <p>Ms Larisa Moran has extensive experience in the corporate and finance sectors with strong financial and operational skills and expertise. Ms Moran is currently the Global Chief Operating Officer of Woods Bagot, an international Architectural and Interior Design firm. As the COO, she has responsibility for the operations of the business on a global level, including assisting with the development and implementation of strategy, responsibility for Information Technology, Design Technology, Human Resources, Legal, Risk, Practice Management, Knowledge and Research, Communications, Business Planning and Development.</p> <p>Ms Moran commenced her career as a Chartered Accountant in 1994 with Grant Thornton and became a Partner in 2003. In 2007 she joined KPMG as Partner and continued her focus on providing specialist accounting, taxation and advisory services.</p> <p>Ms Moran was previously on the Professional Advisors Committee for the Australian Communities Foundation and the Business Development Committee for Zoos Victoria and is currently the Chairman of the University of Melbourne Faculty of Business and Economics Alumni Council and is a member of its Board.</p> <p>Ms Moran has a Bachelor of Commerce degree from the University of Melbourne, is a member of the Institute of Chartered Accountants in Australia and the Australian Institute of Company Directors.</p> <p>Ms Moran does not currently hold a relevant interest in Shares and is considered by the Board to be an independent Director.</p>

Board Recommendation	The Board, with Ms Larisa Moran abstaining, recommends that Shareholders vote in favour of Resolution 2B.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2B.

4. GRANT OF PERFORMANCE RIGHTS TO EXECUTIVE DIRECTORS

Resolution 3A	Approval for issue of FY18 Performance Rights to CEO under the EEIP
Explanation	Resolution 3A seeks Shareholder approval for the issue of performance rights to Mr Scott Didier AM, the Company's Chief Executive Officer and Managing Director, as one component of his total remuneration for FY18.
ASX Listing Rules	<p>The Company is required by ASX Listing Rule 10.14 to obtain Shareholder approval to grant securities, including performance rights, to all Directors receiving performance rights under the EEIP, being Messrs Didier, Barber, Lunn, Gleeson and Mudd (Executive Directors).</p> <p>The Executive Directors' total remuneration includes an EEIP award, which is delivered through a grant of performance rights.</p> <p>If Shareholder approval is given, the performance rights the subject of Resolutions 3A, 3B, 3C, 3D and 3E will be granted to the Executive Directors as soon as practicable after the Meeting, and in any event within 1 month of the meeting.</p> <p>Exception 14 in the ASX Listing Rule 7.2 provides that ASX Listing Rule 7.1 does not apply where shareholder approval for an issue of securities is obtained under ASX Listing Rule 10.14. This means that, if Shareholder approval is obtained for Resolutions 3A, 3B, 3C, 3D and 3E, approval is not required for the purposes of ASX Listing Rule 7.1</p> <p>For all purposes of approval sought under ASX Listing Rule 10.14 and in accordance with the requirements of ASX Listing Rule 10.15 and for all other purposes, further details in respect of Resolution 3A are provided below.</p>
Terms of Performance Rights	Each performance right entitles each Executive Director to acquire one Share if the applicable performance hurdles are met. The performance rights will be granted on the same terms as performance rights granted to all Executive Directors participating in the FY18 EEIP performance rights offer.
Number of Performance Rights proposed to be granted	The maximum face value of Mr Didier's FY18 grant is \$64,605 which equates to 15.2% of his fixed remuneration. The number of performance rights granted is determined by dividing the maximum value by the 30-day volume weighted average price (VWAP) of Shares for the 30-day period up to and including the day that the Company's FY18 Financial Statements were released to the ASX. Based on a VWAP of \$1.144, the number of performance rights to be granted under Resolution 3A is 56,475.
Performance Period	The performance period will be three years from 1 July 2019 to 30 June 2022:

	<ul style="list-style-type: none"> • tranche 1 (vesting 30 June 2019): 18,825 performance rights; • tranche 2 (vesting 30 June 2020): 18,825 performance rights; and • tranche 3 (vesting 30 June 2021): 18,825 performance rights.
Performance Hurdles	<p>The performance rights will vest subject to the following hurdles:</p> <p>(a) the Executive Director's continued employment with the Company – he must not have given/received notice of termination or be working a notice period; and</p> <p>(b) subject to continued performance in-line with certain return on equity targets agreed and set by the Board from time-to-time.</p> <p>Performance against each hurdle will be tested separately. There will be no retesting and any performance rights that do not vest at the end of each performance period will lapse.</p> <p>The performance rights are described in detail below.</p>
Other Terms	<p>Each Executive Director will receive his performance rights at no cost. No dividends will be payable on the performance rights prior to vesting. The performance rights do not carry any voting rights.</p> <p>The Board has discretion to reduce or cancel performance rights or require the Executive Director to repay to the Company the market value of the Shares post-vesting, in certain circumstances. These circumstances include fraud, dishonesty, misconduct, financial misstatement and other circumstances including those which adversely affect the financial position or reputation of the Company, such that the performance rights should not have been vested.</p> <p>Each Executive Director will participate in bonus issues, rights issues and capital reorganisations, in accordance with the EEIP rules.</p> <p>In the event of a change of control, and subject to the Board's absolute discretion, unvested performance rights will vest on a pro rata basis based on the proportion of the performance period that has elapsed at the date of the change of control.</p> <p>No loans are provided by the Company in connection with the performance rights awarded under the EEIP.</p> <p>The only persons referred to in ASX Listing Rule 10.14 entitled to participate in the EEIP are the Executive Directors and the number of performance rights proposed to be issued to these participants are set out in the Notice.</p>
Voting Exclusion	<p>A voting exclusion statement applies to this item of business, as set out in the Notice.</p>
Board Recommendation	<p>Mr Scott Didier AM abstains from making a voting recommendation on Resolution 3A as it relates to a grant of performance rights to him. The other Directors recommend that Shareholders vote in favour of Resolution 3A.</p>
Chairman's available proxies	<p>The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 3A.</p>

Resolution 3B	Approval for issue of FY18 Performance Rights to COO under the EEIP
Explanation	Resolution 3B seeks Shareholder approval for the issue of performance rights to Mr Lindsay Barber, the Company's Chief Operational Officer and Executive Director, as one component of his total remuneration for FY18.
ASX Listing Rules	See above in relation to Mr Didier.
Terms of Performance Rights	See above in relation to Mr Didier.
Number of Performance Rights proposed to be granted	The maximum face value of the COO's FY18 grant is \$64,605 which equates to 18.8% of his fixed remuneration. The number of performance rights granted is determined by dividing the maximum value by the 30-day volume weighted average price (VWAP) of Shares for the 30-day period up to and including the day that the Company's FY18 Financial Statements were released to the ASX. Based on a VWAP of \$1.144, the number of performance rights to be granted under Resolution 3B is 56,475.
Performance Period	The performance period will be three years from 1 July 2019 to 30 June 2022: <ul style="list-style-type: none"> • tranche 1 (vesting 30 June 2019): 18,825 performance rights; • tranche 2 (vesting 30 June 2020): 18,825 performance rights; and • tranche 3 (vesting 30 June 2021): 18,825 performance rights.
Performance Hurdles	See above in relation to Mr Didier.
Other Terms	See above in relation to Mr Didier.
Voting Exclusion	A voting exclusion statement applies to this item of business, as set out in the Notice.
Board Recommendation	Mr Lindsay Barber abstains from making a voting recommendation on Resolution 3B as it relates to a grant of performance rights to him. The other Directors recommend that Shareholders vote in favour of Resolution 3B.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 3B.

Resolution 3C	Approval for issue of FY18 Performance Rights to CFO under the EEIP
Explanation	Resolution 3C seeks Shareholder approval for the issue of performance rights to Mr Matthew Lunn, the Company's Chief Financial Officer and Executive Director, as one component of his total remuneration for FY18.
ASX Listing Rules	See above in relation to Mr Didier.

Terms of Performance Rights	See above in relation to Mr Didier.
Number of Performance Rights proposed to be granted	The maximum face value of the CFO's FY18 grant is \$64,605 which equates to 23.1% of his fixed remuneration. The number of performance rights granted is determined by dividing the maximum value by the 30-day volume weighted average price (VWAP) of Shares for the 30-day period up to and including the day that the Company's FY18 Financial Statements were released to the ASX. Based on a VWAP of \$1.144, the number of performance rights to be granted under Resolution 3C is 56,475.
Performance Period	The performance period will be three years from 1 July 2019 to 30 June 2022: <ul style="list-style-type: none"> • tranche 1 (vesting 30 June 2019): 18,825 performance rights; • tranche 2 (vesting 30 June 2020): 18,825 performance rights; and • tranche 3 (vesting 30 June 2021): 18,825 performance rights.
Performance Hurdles	See above in relation to Mr Didier.
Other Terms	See above in relation to Mr Didier.
Voting Exclusion	A voting exclusion statement applies to this item of business, as set out in the Notice.
Board Recommendation	Mr Matthew Lunn abstains from making a voting recommendation on Resolution 3C as it relates to a grant of performance rights to him. The other Directors recommend that Shareholders vote in favour of Resolution 3C.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 3C.

Resolution 3D	Approval for issue of FY18 Performance Rights to Mr Adrian Gleeson under the EEIP
Explanation	Resolution 3D seeks Shareholder approval for the issue of performance rights to Mr Adrian Gleeson, the Company's Executive General Manager, Business Development and Client Relations and Executive Director, as one component of his total remuneration for FY18.
ASX Listing Rules	See above in relation to Mr Didier.
Terms of Performance Rights	See above in relation to Mr Didier.
Number of Performance Rights proposed to be granted	The maximum face value of the Mr Gleeson's FY18 grant is \$36,225 which equates to 30.1% of his fixed remuneration. The number of performance rights granted is determined by dividing the maximum value by the 30-day volume weighted average price (VWAP) of the Company's shares for the 30-day period up to and including the day that the Company's FY18 Financial Statements were

	released to the ASX. Based on a VWAP of \$1.144, the number of performance rights to be granted under Resolution 3D is 31,668.
Performance Period	The performance period will be three years from 1 July 2019 to 30 June 2022: <ul style="list-style-type: none"> • tranche 1 (vesting 30 June 2019): 10,556 performance rights; • tranche 2 (vesting 30 June 2020): 10,556 performance rights; and • tranche 3 (vesting 30 June 2021): 10,556 performance rights.
Performance Hurdles	See above in relation to Mr Didier.
Other Terms	See above in relation to Mr Didier.
Voting Exclusion	A voting exclusion statement applies to this item of business, as set out in the Notice.
Board Recommendation	Mr Adrian Gleeson abstains from making a voting recommendation on Resolution 3D as it relates to a grant of performance rights to him. The other Directors recommend that Shareholders vote in favour of Resolution 3D.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 3D.

Resolution 3E	Approval for issue of FY18 Performance Rights to Mr Curtis Mudd under the EEIP
Explanation	Resolution 3E seeks Shareholder approval for the issue of performance rights to Mr Curtis Mudd, the Company's Executive General Manager, Strategic Initiatives and Executive Director, as one component of his total remuneration for FY18.
ASX Listing Rules	See above in relation to Mr Didier.
Terms of Performance Rights	See above in relation to Mr Didier.
Number of Performance Rights proposed to be granted	The maximum face value of the Mr Mudd's FY18 grant is \$38,763 which equates to 21.5% of his fixed remuneration. The number of performance rights granted is determined by dividing the maximum value by the 30-day volume weighted average price (VWAP) of Shares for the 30-day period up to and including the day that the Company's FY18 Financial Statements were released to the ASX. Based on a VWAP of \$1.144, the number of performance rights to be granted under Resolution 3E is 33,885.
Performance Period	The performance period will be three years from 1 July 2019 to 30 June 2022: <ul style="list-style-type: none"> • tranche 1 (vesting 30 June 2019): 11,295 performance rights; • tranche 2 (vesting 30 June 2020): 11,295 performance rights; and • tranche 3 (vesting 30 June 2021): 11,295 performance rights.

Performance Hurdles	See above in relation to Mr Didier.
Other Terms	See above in relation to Mr Didier.
Voting Exclusion	A voting exclusion statement applies to this item of business, as set out in the Notice.
Board Recommendation	Mr Curtis Mudd abstains from making a voting recommendation on Resolution 3E as it relates to a grant of performance rights to him. The other Directors recommend that Shareholders vote in favour of Resolution 3E.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 3E.

5. ISSUE OF SHARES TO THE CHAIRMAN

Resolution 4	Approval for issue of Shares to the Chairman
Explanation	Resolution 4 seeks Shareholder approval for the issue of Shares to Mr Peter Nash, the Chairman, under the Employee Loan Plan as previously proposed and disclosed in the IPO Prospectus.
ASX Listing Rules	<p>The Company is required by ASX Listing Rule 10.14 to obtain Shareholder approval to issue securities to any Directors receiving Shares under the Employee Loan Plan, including Mr Nash.</p> <p>Mr Nash's total remuneration includes the proposed issue of \$50,000 worth of Shares under the Employee Loan Plan on each anniversary of his appointment as a Director.</p> <p>The \$50,000 worth of Shares proposed to be issued on each anniversary of Mr Nash's appointment will be calculated by reference to the 10 day volume weighted average price of Shares in the 10 days prior to each anniversary of his appointment as a Director.</p> <p>If Shareholder approval is given in respect of Resolution 4, the first tranche of \$50,000 worth of Shares will be issued to Mr Nash as soon as practicable after the Meeting, and in any event within 1 month of the Meeting and the second and third tranches of \$50,000 worth of Shares will be issued on the second and third anniversaries of his appointment as a Director.</p> <p>Exception 14 in the ASX Listing Rule 7.2 provides that ASX Listing Rule 7.1 does not apply where shareholder approval for an issue of securities is obtained under ASX Listing Rule 10.14. This means that, if Shareholder approval is obtained for Resolution 4, approval is not required for the purposes of ASX Listing Rule 7.1.</p> <p>Since the Company was admitted to the official list of ASX, no other person has, or is proposed to be, issued Shares under the Employee Loan Plan. However all Directors are entitled to participate in the Employee Loan Plan as determined by the Board or the plan committee.</p> <p>Details of the Shares issued under the Employee Loan Plan will be published in each annual report of the Company relating to the period in which Shares have</p>

	<p>been issued and confirmation will be provided that Shareholder approval for the issue of those Shares was obtained under ASX Listing Rule 10.14.</p> <p>Any additional person who becomes entitled to participate in the Employee Loan Plan after the approval of Resolution 4 and who was not named in this Notice will not participate in the Employee Loan Plan until Shareholder approval is obtained under ASX Listing Rule 10.14.</p> <p>For all purposes of approval sought under ASX Listing Rule 10.14 and in accordance with the requirements of ASX Listing Rule 10.15A and for all other purposes, further details in respect of Resolution 4 are provided below.</p>
Key terms of Loan	<p>The loan period for each tranche of Shares to be issued to Mr Nash is 10 years and no interest is payable on each loan. The Company is entitled to take security over the Shares the subject of the loan.</p> <p>Any after tax distributions which a person receives from the relevant Shares must be applied to the repayment or reduction of the loan.</p> <p>The loan includes provisions with respect to repayment, including on cessation of employment and at the end of the loan period. In certain circumstances the participant is required to repay the lesser of the outstanding balance of the loan or the market value of the relevant Shares (including by forfeiture of the relevant Shares).</p>
Voting Exclusion	<p>A voting exclusion statement applies to this item of business, as set out in the Notice.</p>
Board Recommendation	<p>Mr Peter Nash abstains from making a voting recommendation on Resolution 4 as it relates to an issue of Shares to him. The other Directors recommend that Shareholders vote in favour of Resolution 4.</p>
Chairman's available proxies	<p>The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 4.</p>

6. APPOINTMENT OF AUDITOR

Resolution 5	Appointment of Auditor
Explanation	<p>In accordance with section 327A(1) of the Corporations Act, the Board appointed Pitcher Partners as auditor of the Company.</p> <p>Following the above appointment, and in accordance with section 327A(2) of the Corporations Act, Pitcher Partners holds office as auditor of the Company until the Company's first annual general meeting, being the Meeting the subject of this Notice. In accordance with section 327B(1)(a), the Company now seeks Shareholder approval for the ongoing appointment of Pitcher Partners as auditor of the Company and its controlled entities.</p> <p>In accordance with section 328B of the Corporations Act, a written notice nominating Pitcher Partners as the Company's auditor has been given to the Company by JRLX Investments Pty Ltd ACN 121 717 020 (as trustee for JRLX Investment Trust) (an entity controlled by Mr Scott Didier) and a substantial Shareholder of the Company. A copy of this notice is included in this Notice.</p>

	Pitcher Partners has provided to the Company, and has not withdrawn, its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act.
Board Recommendation	The Board recommends that Shareholders vote in favour of Resolution 5.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 5.

DEFINITIONS	
Board	Means the board of Directors of Johns Lyng Group.
Company or Johns Lyng Group	Means Johns Lyng Group Limited ACN 620 466 248.
Constitution	Means the constitution of Johns Lyng Group.
Corporations Act	Means the <i>Corporations Act 2001</i> (Cth).
Director	Means a director of the board of Johns Lyng Group.
Closely Related Party (of a member of KMP of an entity)	Has the definition given to it by section 9 of the Corporations Act, and means: <ul style="list-style-type: none"> a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or e) a company the member controls.
Explanatory Memorandum	Means this explanatory memorandum accompanying and forming part of the Notice.
FY18	Means the financial year from 1 July 2017 to 20 June 2018.
IPO Prospectus	Means JLG's prospectus dated 2 October 2017.
Key Management Personnel or KMP	Means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.
Meeting	Means the annual general meeting of the Company for 2018 to which the Notice relates.
Notice	Means this notice of meeting of the Company, including the accompanying Explanatory Memorandum.
Resolution	Means a resolution set out in this Notice.
Share	Means a fully paid ordinary share in the capital of the Company.
Shareholder	Means a holder of at least one Share.

4 October 2018

Ms Sophie Karzis
Company Secretary
Johns Lyng Group Limited
1 Williamsons Road
DONCASTER VIC 3108

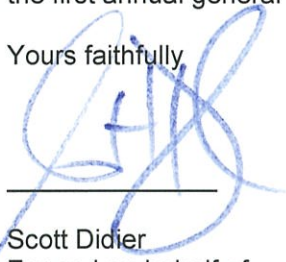
Dear Sophie

NOTICE OF NOMINATION OF AUDITOR

JRLX Investments Pty Ltd ACN 121 717 020 (as trustee for JRLX Investment Trust) (**JRLX**) is a shareholder of Johns Lyng Group Limited ACN 620 466 248 (**Company**), holding 57,658,962 fully paid ordinary shares in the Company.

JRLX gives notice under section 328B(1) of the *Corporations Act 2001* (Cth) of its nomination of Pitcher Partners, Level 13/664 Collins Street, Docklands VIC 3008, for appointment as auditor of the Company at the first annual general meeting of the Company on or about 27 November 2018.

Yours faithfully,



Scott Didier
For and on behalf of
JRLX Investments Pty Ltd ACN 121 717 020 (as trustee for JRLX Investment Trust)


LODGE YOUR VOTE

	ONLINE www.linkmarketservices.com.au
	BY MAIL Johns Lyng Group Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
	BY FAX +61 2 9287 0309
	BY HAND Link Market Services Limited 1A Homebush Bay Drive, Rhodes NSW 2138; or Level 12, 680 George Street, Sydney NSW 2000
	ALL ENQUIRIES TO Telephone: 1300 554 474 Overseas: +61 1300 554 474

LODGE MENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **11:00am (AEDT) on Sunday, 25 November 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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

	ONLINE www.linkmarketservices.com.au Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the reverse of this Proxy Form).
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HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your 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 A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

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

NAME SURNAME
 ADDRESS LINE 1
 ADDRESS LINE 2
 ADDRESS LINE 3
 ADDRESS LINE 4
 ADDRESS LINE 5
 ADDRESS LINE 6



X9999999999

PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11.00 am (AEDT) on Tuesday, 27 November 2018 at RACV Club, 501 Bourke Street, Melbourne Victoria 3000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 3A, 3B, 3C, 3D, 3E & 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 3A, 3B, 3C, 3D, 3E & 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an

Resolutions

		For	Against	Abstain*			For	Against	Abstain*
1	Adoption of Remuneration Report (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3C	Approval for issue of FY18 Performance Rights to CFO under the EEIP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2A	Election of Mr Robert Kelly as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3D	Approval for issue of FY18 Performance Rights to Mr Adrian Gleeson under the EEIP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2B	Election of Ms Larisa Moran as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3E	Approval for issue of FY18 Performance Rights to Mr Curtis Mudd under the EEIP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3A	Approval for issue of FY18 Performance Rights to CEO under the EEIP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4	Approval for issue of Shares to Mr Peter Nash under the Employee Loan Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3B	Approval for issue of FY18 Performance Rights to COO under the EEIP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5	Appointment of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

STEP 3

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

JLG PRX1801N

