



26 June 2019

Dear Shareholder,

ANNUAL GENERAL MEETING 2019

The 2019 Annual General Meeting of ALS Limited will be held at **The Pullman Hotel, King George Square, Cnr Roma and Ann Streets, Brisbane, Qld 4000** at **10.00am (AEST) on Wednesday, 31 July 2019**.

The meeting will cover the ordinary business transacted annually and any other business which may be brought before the Meeting in accordance with the Company's Constitution.

Shareholders will be asked to support several resolutions being put at the meeting, namely the re-election of Tonianne Dwyer and election of Siddhartha Kadia for three-year terms, adoption of the remuneration report, grant of performance rights to the Managing Director and CEO, Raj Naran and the reinsertion of the proportional takeover provisions in the Constitution.

Further information on these resolutions can be found in the Explanatory Notes section of the enclosed Notice of Meeting.

Your participation at the Meeting will be both welcome and appreciated by your Directors and shareholders are invited to join the Board for light refreshments at the conclusion of the meeting.

If you are unable to attend the meeting, a proxy voting form is enclosed for your use. Online proxies and proxy voting forms must be received **no later than 10.00am AEST on Monday 29 July 2019**.

Voting on all resolutions will be determined by a poll rather than a show of hands. The Meeting will be webcast.

If you plan to attend the meeting, please bring your proxy voting form to help facilitate your registration.

Enclosed is a Shareholders Questions form which may be completed and sent back to the Company before the meeting.

I look forward to seeing you then.

Yours sincerely

Bruce Phillips
Chairman



Notice of Annual General Meeting 2019

Notice is hereby given that the 68th Annual General Meeting of the shareholders of ALS Limited (**Company** or **ALS**) will be held at **The Pullman Hotel, King George Square, Cnr Roma and Ann Streets, Brisbane, Qld 4000** at **10.00am (AEST)** on **Wednesday, 31 July 2019 (Meeting)**.

BUSINESS OF THE MEETING

1. Presentations by the Chairman and Managing Director

2. Election and Re-election of Directors

- i. To consider and, if thought fit, to pass the following ordinary resolution:

"That Tonia Dwyer, a non-executive Director retiring in accordance with clause 63.4 of the Company's Constitution, who offers herself for re-election and being eligible for election, be re-elected as a non-executive Director of the Company."

- ii. To consider and, if thought fit, to pass the following ordinary resolution:

"That Siddhartha Kadia, who was appointed to the Board since the last Annual General Meeting of the Company and who ceases to hold office in accordance with clause 61.2 of the Company's Constitution and being eligible, be re-elected as a non – executive Director of the Company."

3. Remuneration Report

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

"That the Remuneration Report contained in the Company's 2019 Annual Report in respect of the financial year ended 31 March 2019, be adopted."

(This resolution is advisory only and does not bind the directors or the Company)

(Refer to Explanatory Notes for Voting Exclusions applying to this resolution).

4. Grant of Performance Rights to the Managing Director/CEO

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

"That, for the purposes of the Corporations Act 2001 (Cth) and ASX Listing Rules, and for all other purposes, approval is hereby given for the grant of 123,359 Performance Rights (incorporating the right to acquire shares in the Company) to the Managing Director and CEO, Raj Naran under the Company's Long

Term Incentive Plan (LTIP), which is constituted and administered in accordance with the Rules of the LTIP, as described in the Explanatory Notes to this Notice of Meeting."

(Refer to Explanatory Notes for Voting Exclusions applying to this resolution)

5. Reinsertion of Proportional Takeover Approval Provisions

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That the Company's Constitution be amended by reinserting clause 25 and any related definitions in the form set out in the Explanatory Notes accompanying this Notice of Meeting."

(This special resolution must be passed by at least 75% of the votes cast by members entitled to vote on the resolution)

6. Financial Statements and Reports

To receive and consider the Financial Report of the Company and the reports of the Directors and Auditor in respect of the financial year ended 31 March 2019.

OTHER BUSINESS

To transact any other business which may legally be brought before the Meeting in accordance with the Company's Constitution.

The Explanatory Notes attached to this Notice are incorporated into and form part of this Notice. A detailed explanation of the background and reasons for the proposed resolutions are set out in the Explanatory Notes.

By Order of the Board

Michael Pearson
Company Secretary
26 June 2019

EXPLANATORY NOTES

The following explanatory notes (including any annexures) have been prepared to provide information to shareholders about the items of business set out in the Notice of Annual General Meeting and form part of that Notice.

Item 2 - Election and Re-election of Directors (Resolutions 1 and 2)

The ASX Listing Rules and clause 63 of the Company's Constitution provide that at each AGM, an election of directors must be held. As well, a director cannot serve more than three years without submitting themselves for re-election. The directors to retire are determined by length of time in office, with those having spent the longest time in office retiring. Each retiring director is eligible for re-election in accordance with ASX Listing Rules and the Company's Constitution.

At the Meeting, Tonianne Dwyer, having held office as a non-executive director for a continuous period of three years since her election to the Board, retires and, being eligible, offers herself for re-election as a non-executive director of the Company.

The Board, as the Nominations Committee, has reviewed the performance of Tonianne and is satisfied that she continues to bring valuable expertise and experience to the Board.

As part of the Board renewal process and global diversity, Siddhartha Kadia was appointed a non-executive director effective 15 January this year. In accordance with clause 61.2 of the Company's Constitution he retires and being eligible, offers himself for re-election as a non-executive director of the Company.

Their respective details are:

TONIANNE DWYER



B Juris (Hons), LLB (Hons), GAICD

Independent Non-Executive Director Age 56

Tonianne Dwyer was appointed a non-executive director of the Company on 1 July 2016. She has significant experience as a company director and executive working in finance, corporate strategy and mergers and acquisitions across a variety of sectors and international markets.

She is an internationally experienced independent company director, having had a 25-year executive career in investment banking during which she held roles with Hambros Bank Limited and Societe General in the UK and Europe.

Tonianne currently holds non-executive directorships on ASX-listed companies OZ Minerals Limited (appointed March 2017), Metcash Limited (appointed June 2014), DEXUS Property Group and DEXUS Wholesale Property

Fund (appointed August 2011). She is also a non-executive director of Queensland Treasury Corporation and is Deputy Chancellor of the Senate of the University of Queensland. She was previously a non-executive director of Cardno Limited (June 2012 – January 2016).

She is a member of the Sustainability Committee and was elected Chair of the People Committee in January 2019.

Recommendation

Each of your directors (other than Tonianne Dwyer who is seeking re-election) recommends you vote in favour of the re-election of Tonianne Dwyer as a non-executive director of the Company.

The Chairman of the Meeting intends to vote all 'open' proxies in favour of this resolution.

SIDDHARTHA KADIA



PhD, MS (Biomedical Engineering), BE (Electronics)

Independent Non-Executive Director Age 49

Siddhartha Kadia was appointed a non-executive director of the Company on 15 January 2019. Siddhartha was formerly President and CEO of EAG Laboratories, a global scientific testing company headquartered in San Diego. He has also been a Director of USA-listed companies Newport Corporation (NSDQ: NEWP) and Volcano Corporation (NSDQ: VOLC). Prior to EAG, Siddhartha served as President of the Life Sciences Division at Life Technologies Corporation (NSDQ: LIFE), a publicly traded Life Sciences tools company. Siddhartha was also a management consultant at McKinsey & Company where his work focused on various life sciences and healthcare related engagements.

Siddhartha has a PhD in Biomedical Engineering from Johns Hopkins School of Medicine. Siddhartha has lived and worked in the US, Japan, China and India and has more than 20 years of international experience as a company director, executive and technical leader in the Life Sciences and TIC (testing, inspection and certification) sectors.

He is a member of the Sustainability Committee.

Recommendation

Each of your directors (other than Siddhartha Kadia who is seeking election) recommends you vote in favour of the election of Siddhartha Kadia as a non-executive director of the Company.

The Chairman of the Meeting intends to vote all 'open' proxies in favour of this resolution.

Item 3 - Remuneration Report (Resolution 3)

Section 250R of the *Corporations Act 2001* (Cth) (**Corporations Act**) requires listed companies to put to their shareholders a resolution to adopt the Remuneration Report as set out on pages 20 to 39 of the Company's Annual Report.

The Remuneration report sets out the Board's policies for director and executive remuneration, including discussion of the relationship of remuneration to the Company's performance and other information required by the Corporations Act.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on this report.

Recommendation

Each of your directors recommends you vote in favour of adoption of the Remuneration Report.

The Chairman of the Meeting intends to vote all 'open' proxies (where the Chairman has been appropriately authorised) in favour of this resolution.

Item 4 - Grant of Performance Rights to the Managing Director/CEO (Resolution 4)

Managing Director/CEO participation in LTI Plan

As Managing Director and CEO, Raj Naran is entitled to participate in the Company's Long-Term Incentive Plan (LTIP) and receive up to 60% of TFR (or US\$618,000) in value of Performance Rights under the LTIP, with vesting dependent on achievement of the EPS, TSR, ROCE and EBITDA performance hurdles detailed below, measured over a three-year period.

The Board is seeking approval of shareholders for the issue of 123,359 Performance Rights (being US\$618,000 in value) under the LTIP for the purposes of all applicable requirements under the Corporations Act and ASX Listing Rules, including ASX Listing Rule 10.14, which require shareholder approval for a director to acquire securities under an employee incentive scheme.

The Company's LTIP forms a key element of the Company's incentive and retention strategy for key executives, including Raj Naran as the Managing Director and CEO.

Basis of LTIP grant

Raj Naran's Performance Rights offer this year is 123,359 Performance Rights (being US\$618,000 in value, equivalent to AUD\$870,913) under the Company's LTIP, being the maximum potential allocation under the LTIP in relation to his total remuneration package for 2019-20.

The number of Performance Rights proposed to be granted to Raj Naran was determined based on the volume weighted average price (VWAP) of shares in the Company calculated over the 10 trading days following the date of announcement of the final full year audited results on 21 May 2019, being AUD\$7.06. The USD currency amount was converted to Australian dollars during the allocation process. The exchange rate used was the mid-market rate as at 31 March 2019, being USD/AUD0.7096.

Raj will receive the Performance Rights at no cost to him.

Performance Rights will vest dependent on the Company meeting or exceeding its performance hurdles during the specified three-year performance period of 1 April 2019 to 31 March 2022. The basis of the grant to Raj Naran is as follows:

Twenty five percent (25%) of the Performance Rights are subject to an Underlying Earnings per Share (EPS) measurement, twenty five percent (25%) are subject to an Underlying Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) margin measurement, twenty five percent (25%) of the Performance Rights are subject to a Total Shareholder Return (TSR) measurement and twenty five percent (25%) are subject to a Return on Capital Employed (ROCE) measurement.

The performance hurdles and vesting proportions for each measure that will apply to the grant of Performance Rights this year are as follows:

Compound annual diluted Underlying EPS growth	Proportion of performance rights that may be exercised if Underlying EPS growth hurdle is met
Less than 6% per annum	0%
Between 6% and 10% per annum	Straight line vesting between 12.5% and 25% of total grant
10% or higher per annum	25% of total grant

Underlying EBITDA margin of ALS relative to Underlying EBITDA margin of comparator peer companies	Proportion of performance rights that may be exercised if Underlying EBITDA hurdle is met
Less than the 50 th percentile	0%
Between the 50 th and 75 th percentile	Straight line vesting between 12.5% and 25% of total grant
75 th percentile or higher	25% of total grant

The Underlying EBITDA margin measurement is contingent upon performance of the Company against a group of comparator peer companies, which include:

Bureau Veritas (France), Core Laboratories (USA), Eurofins (France), Intertek (UK), SGS (Switzerland), Mistras (USA) and Applus (Spain).

TSR of ALS relative to TSR of companies in ASX 100 Index over the performance period	Proportion of performance rights that may be exercised if TSR hurdle is met
Less than the 50 th percentile	0%
Between 50 th percentile and 75 th percentile	Straight line vesting between 12.5% and 25% of total grant

75 th percentile or higher	25% of total grant
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The TSR measurement is contingent upon performance of the Company against companies comprising the ASX 100 Index at the start of the performance period.

ROCE Performance (3-year average)	Proportion of performance rights that may be exercised if ROCE hurdle is met
Below 11%	0%
Between 11% and 16%	Straight line vesting between 0% and 25% of total grant
At or above 16%	25% of total grant

The respective ROCE thresholds are set at 2% and 7% above the March 2019 Weighted Average Cost of Capital (WACC) of 9%⁽¹⁾.

ROCE is calculated as Underlying Earnings before Interest and Tax (EBIT) over the three (3) year performance period divided by Capital Employed expressed as a percentage.

Capital Employed = Total Shareholders' Equity + Net Debt (the sum of the simple averages of the balances at the beginning and end of each year during the performance period⁽²⁾).

(1) Based on March 2019 Pre-tax Nominal WACC (midpoint).

(2) If material funding transactions (e.g. significant additional borrowings, equity issuances or asset impairments) occur such that the simple average for any year during the performance period is not representative of capital actually employed, the average capital employed for the year may be adjusted for the effect of these transactions.

Treatment of Performance Rights on cessation of employment

The LTIP Rules provide that all unvested Performance Rights will lapse in the event of an employee's resignation or termination for cause. In all other circumstances and at the discretion of the Board, a number of Performance Rights, calculated in accordance with the proportion of the LTIP performance period worked, will remain on foot, and will vest at the end of the performance period, subject to satisfaction of the original performance conditions and any applicable holding lock. The remaining unvested Performance Rights will lapse on the employment cessation date. The LTIP Rules further provide that the Board has an overriding discretion to adjust LTIP vesting outcomes.

Change of control

Upon a change of control event e.g. company takeover, the Performance Rights vest as follows: if within first six months of the performance period - zero of the Performance Rights vest; from six months onwards - 100% of the Performance Rights vest.

No hedging

Participants are not allowed to enter into any hedging arrangements in relation to any unvested Performance Rights.

Other required information (per ASX Listing Rule 10.15A)

Previously, a total of 220,735 Performance Rights were granted to the Managing Director and CEO, Raj Naran, as follows which remain unvested: 117,010 on 20 July 2017 valued at AUD6.71 per right, relating to the three year performance period 1 April 2017 to 31 March 2020 and 103,725 on 1 August 2018 valued at AUD7.53 per right, relating to the three year performance period 1 April 2018 to 31 March 2021. Such grants were approved by shareholders at the Company's 2017 and 2018 AGMs, respectively.

Raj Naran as Managing Director and CEO is the only director eligible to be granted Performance Rights under the LTIP. No other person who requires approval to participate in the LTIP under Listing Rule 10.14 has been or will be issued with Performance Rights until such approval is obtained.

No loans will be granted to Raj Naran in relation to his participation in the LTIP.

Performance Rights do not carry any dividend or voting rights prior to vesting.

Shares allocated on vesting of Performance Rights will rank equally with shares in the same class.

A summary of the LTIP is set out in **Schedule 1** attached to this Notice.

Details of any Performance Rights issued under the LTIP (and shares issued upon their vesting) will be published in each annual report of the Company relating to the period in which they have been issued, together with a note that approval of the issue was obtained under Listing Rule 10.14.

Additional persons:

- who become entitled to participate in the LTIP after this resolution is approved;
- who were not named in this Notice of Meeting; and
- who are directors of the Company, associates of a director of the Company or persons to whom ASX considers this criteria should apply,

will not participate in the LTIP unless approval is obtained under Listing Rule 10.14.

Allocation of Performance Rights to Raj Naran will be made no later than 12 months after the date of the Meeting.

Any issue of shares to Raj Naran under this approval will be made no later than 3 years after the date of the Meeting.

This item is not a resolution to grant any Performance Rights to Raj Naran. It is an authority for the Board of the Company to grant the Performance Rights.

The Board considers that Raj Naran's participation in the LTIP is a critical mechanism by which to incentivise performance in line with shareholder interests.

Recommendation

Each of your directors (other than Managing Director, Raj Naran, who is not entitled to vote) recommends the approval of the grant of equity-based performance rights to Raj Naran. None of the directors (other than Raj Naran) has an interest in the outcome of this resolution.

The Chairman of the Meeting intends to vote all 'open' proxies (where the Chairman has been appropriately authorised) in favour of this resolution.

Item 5 - Reinsertion of Proportional Takeover Approval Provisions (Resolution 5)

Clause 25 of the Company's Constitution currently contains provisions which deal with proportional takeover bids for shares in the Company.

A proportional takeover bid is an off-market takeover offer to buy only a specified proportion of each shareholder's shares in the bid class. The provisions in clause 25 are designed to assist shareholders to receive proper value for their shares if a proportional takeover bid is made for the Company by prohibiting registration of transfers of shares acquired under the takeover bid unless shareholders pass a resolution approving the bid or a resolution is taken to have been passed.

Under section 648G of the Corporations Act (and clause 25 of the Constitution), the proportional takeover provisions must be renewed every 3 years or they will cease to have effect. The provisions were last renewed by shareholders at the 26 July 2016 Annual General Meeting and will expire prior to the Meeting. The Board considers that it is in the best interests of the Company's shareholders to include the proportional takeover provisions in the Constitution and shareholders are therefore asked to consider a resolution to reinsert the provisions in the Constitution. If reinserted, the provisions will be in identical terms to the existing clause 25 and the related definitions in clause 1.1 of the Constitution (as set out in **Schedule 2** attached to this Notice).

Effect of reinserting proportional takeover provisions

The effect of reinserting the provisions will be:

- if a proportional takeover offer is received, the Directors are required to convene a meeting of shareholders to vote on a resolution to approve the offer. That meeting must be held at least 15 days before the offer closes;
- a simple majority of shares voted at the meeting i.e. at least 50% of the votes cast, excluding the shares of the offeror and its associates, is required for the resolution to be passed;
- if no resolution is voted on at least 15 days before the close of the offer, such a resolution is deemed to have been approved (*Note: the Directors breach the Corporations Act if they fail to ensure the approving resolution is voted on*);

- if the resolution is rejected, the registration of any transfer of shares resulting from the proportional offer will be prohibited and, under the Corporations Act, the offer will be ineffective; and
- if the resolution is approved, the relevant transfers of shares will be registered provided they comply with the other provisions of the Constitution.

The proportional takeover approval provisions do not apply to full takeover offers and, if reinserted, will expire after 3 years, unless renewed by shareholders by special resolution.

Reasons for reinserting the provisions

The Board considers that shareholders should have the opportunity to vote on a proposed proportional takeover bid.

A proportional takeover bid for the Company may enable control of the Company to be acquired by a party holding less than a majority position and without shareholders having the opportunity to dispose of all of their shares, so that shareholders could be at risk of being left as part of a minority interest in the Company.

This could place shareholders under pressure to accept the bid. If the Constitution includes these proportional takeover provisions, it will minimise this risk to shareholders by permitting shareholders in general meeting to decide whether a proportional takeover bid should be permitted to proceed.

Present acquisition proposals

As at the date of this Notice, no Director is aware of a proposal by any person to acquire, or increase the extent of, a substantial interest in the Company.

Review of the advantages and disadvantages of the proportional takeover provisions during the period it was in effect previously

The potential advantages and disadvantages of the proportional takeover provisions for the Directors and shareholders are set out below. There has not been any proportional takeover bid during the period that the provisions were in effect previously.

Potential advantages and disadvantages for the Directors and shareholders of the Company associated with proportional takeover provisions

Advantages

- Enables the Board to formally ascertain the views of shareholders in respect of a proportional takeover offer;
- Ensures that all shareholders will have an opportunity to study a proportional takeover offer and then attend or be represented by proxy at a meeting of shareholders called specially to vote on the offer;
- Enables shareholders to prevent a proportional takeover bid from proceeding if they believe that control of the Company should not be permitted to pass under the bid; and

- Likely to encourage any proportional bid to be structured so as to be attractive to a majority of shareholders.

Disadvantages

- May discourage proportional takeover bids for the Company;
- May as a result reduce any 'takeover speculation' element in the Company's share price or deny shareholders the opportunity of selling some of their shares at a premium; and
- May restrict the ability of individual shareholders to deal freely with their shares in some circumstances.

Recommendation

The Board considers that it is in the interests of shareholders to have a continuing right to vote on any proportional takeover and recommends you vote in favour of reinserting the proportional takeover provisions in the Constitution at the Meeting.

The Chairman of the Meeting intends to vote all 'open' proxies in favour of this resolution.

Note: A copy of the Company's Constitution is available for review on the Company's website at www.alsglobal.com under the Corporate Governance Section.

Item 6 Financial Statements and Reports

Section 317 of the *Corporations Act* requires the Company to lay its Financial Report, the Directors' Report and the Auditor's Report for the last financial year before the Annual General Meeting.

There is no requirement for the Financial Statements and Reports (excluding the Remuneration Report) to be formally approved by shareholders.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions on these reports and on the business, operations and management of the Company. The Company's external auditor, KPMG, will be in attendance to respond to questions in relation to the conduct of the audit and the preparation and content of the Auditor's Report.

ENTITLEMENT TO VOTE

For the purposes of the Meeting, the Board has determined, in accordance with Regulation 7.11.37 of the *Corporations Regulations 2001*, that a shareholder's voting entitlement will be taken to be the entitlement of that person as shown in the register of members **as at 7.00pm (AEST) on Monday, 29 July 2019**. Accordingly, those persons are entitled to attend and vote at the Meeting.

VOTING EXCLUSIONS

The *Corporations Act* and the ASX Listing Rules require that voting restrictions apply to the Company's key management personnel (KMP) and their closely related parties on several of the resolutions to be considered at the meeting. These voting exclusions are described below:

Item 3 - Remuneration Report

A vote must not be cast, and the Company will disregard any votes cast, on the resolution proposed in item 3 (**Resolution 3**) by or on behalf of a member of the KMP for the ALS Limited consolidated group (**ALS Group**) (and their closely related parties) in any capacity, including as a proxy if their appointment does not specify the way in which the proxy is to vote.

However, a vote can be cast, and the Company will not disregard a vote as a result of these restrictions if it is cast by the Chair of the meeting as undirected proxy for a person entitled to vote and the Chair has received express authority to exercise the proxy as the Chair sees fit even if Resolution 3 is connected directly or indirectly with the remuneration of a member of the KMP.

Item 4 - Grant of Performance Rights to the Managing Director/CEO

A vote must not be cast, and the Company will disregard any votes cast on the resolution proposed in item 4 (**Resolution 4**):

- in favour of the Resolution by or on behalf of Raj Naran or any of his associates, unless it is cast as a proxy for a person entitled to vote in accordance with the directions on the proxy; or
- as a proxy by any member of the KMP (and their closely related parties) if their appointment does not specify the way in which the proxy is to vote.

However, a vote can be cast, and the Company will not disregard a vote because of these restrictions if it is cast by the Chair of the meeting as undirected proxy for a person entitled to vote and the Chair has received express authority to exercise the proxy as the Chair sees fit even if Resolution 4 is connected directly or indirectly with the remuneration of a member of the KMP.

For the purposes of these Voting Exclusions, the terms:

- 'key management personnel' or 'KMP' for the ALS Group are the directors and certain senior executives whose remuneration details are included in the Remuneration Report for the year ended 31 March 2019;
- 'closely related party' of a member of KMP means:
 - a spouse or child of the member;
 - a child of the member's spouse;
 - a dependant of the member or of the member's spouse;
 - 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 ALS Group; or
 - a company the member controls.
- the relevant interpretation of 'associate' is in accordance with the ASX Listing Rules.

PROXIES

1. A shareholder entitled to vote at the Meeting is entitled to appoint not more than two proxies to attend and vote at the Meeting on his or her behalf.
2. Where more than one proxy is appointed each proxy must be appointed to represent a specified proportion of the shareholder's voting rights.

3. A proxy need not be a shareholder of the Company.
4. It is not necessary to fill in the name of the person to be appointed proxy unless it is desired to appoint a person other than the Chairman.
5. If a shareholder appoints one (1) proxy only, that proxy is entitled to vote on a show of hands or on the taking of a poll.
6. Where a proxy and the shareholder both attend the meeting, the shareholder is not entitled to speak or vote, either on a show of hands or on the taking of a poll, unless notice in writing of the revocation of the proxy's authority was received by the Chairman or at the place for deposit of proxies before the proxy exercises the right to speak or vote.

DIRECT VOTING

1. Direct voting enables shareholders to vote on resolutions considered at the meeting by lodging their votes directly with the Company prior to the meeting.
2. Direct voting enables shareholders to exercise their voting rights without needing to attend the meeting or appoint a proxy.
3. A direct vote cast by a shareholder will not be counted on a show of hands but will be counted on a poll.
4. A shareholder who has cast a direct vote may attend the meeting, but their attendance will cancel the direct vote, unless the shareholder instructs the Company or the Company's securities registry otherwise.

LODGEMENT OF VOTING FORM

The **Voting Form** (and a certified copy of the power of attorney or other authority (if any) under which it is signed) must be received by the Company's share registrar **no later than 10am (AEST) on Monday, 29 July 2019 (being at least 48 hours before the Meeting)** at the address below or submitted electronically:

Boardroom Pty Limited
GPO Box 3993, Sydney, NSW, 2001
Level 12, 225 George Street, Sydney, NSW, 2000
Fax: +61 2 9290 9655
Lodge electronically by going online at:
www.votingonline.com.au/alsagm2019

If you require an additional Voting Form, contact Boardroom Pty Limited on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia), who will supply it on request.

CORPORATE REPRESENTATIVES

Corporations are reminded that to enable a representative to vote on their behalf at the Meeting they must appoint a representative under section 250D of the *Corporations Act*. Alternatively, a valid Voting Form must

be lodged at the above address or submitted electronically.

POLL

Voting on all items will be determined by a poll at the Meeting rather than a show of hands. Shareholders and proxy holders attending the Meeting will be provided with poll voting cards. Shareholders not attending the Meeting may use the enclosed voting form or vote online.

SHAREHOLDER QUESTIONS

Shareholders are able to submit written questions in advance of the Meeting. To submit a written question, please complete and return the accompanying form, or submit the question online, in accordance with the instructions on the form. The form must be received by the Company **no later than Wednesday 24 July 2019** (five business days before the meeting date). Questions should relate to matters that are relevant to the business of the meeting as outlined in the Notice of Meeting.

WEBCAST

A webcast of the Meeting will be conducted live and a copy of the meeting will be available on the Company's website at www.alsglobal.com.

RESULTS OF THE MEETING

Voting results will be announced on the Australian Securities Exchange (ASX) as soon as practicable after the Meeting and will also be made available on the Company's website at www.alsglobal.com.

Schedule 1

Summary of LTIP

Under the LTIP, the Board, at its discretion, may offer employees, including executive directors, conditional rights to be issued ordinary shares of the Company ("Performance Rights") or in jurisdictions where the securities or other legislation makes the issue of shares difficult, cash payments to an equivalent value ("Phantom Rights").

The Performance Rights will be granted, and ordinary shares issued (or in the case of Phantom Rights, cash payments made) at no cost to the employees, if the Performance Rights vest. The LTIP is designed as a three-year rolling plan with participation being determined on an annual basis to ensure the plan is targeted at the appropriate employees.

The LTIP is aligned to shareholder interests as Performance Rights only vest if certain Earnings per Share ("EPS"), Earnings before Interest, Tax, Depreciation and Amortisation ("EBITDA") margin, Total Shareholder Return ("TSR") and Return on Capital Employed ("ROCE") targets are achieved.

Participation

The maximum eligibility in the LTIP for the 2019 offer is set at the same maximum percentage of total fixed remuneration as the executive's STI percentage.

The price used to determine an individual's allocation of Performance Rights will be the weighted average price of the Company's shares during the 10 trading days

following the date of announcement of the final full year results (i.e. end of May) for the financial year preceding the period to which the grant of Performance Rights relate (although an alternative calculation measure may be undertaken if unusual circumstances arise to deem this calculation inappropriate).

Subject to any applicable 'good leaver' provisions in the LTIP Rules, the employee must be employed in the ALS Group on the vesting date to be eligible for issue of the shares (subject to EPS, EBITDA margin, TSR and ROCE performance criteria being met).

Employees will not be allowed to enter into any hedging arrangements in relation to any unvested Performance Rights.

Schedule 2

Definitions in clause 1.1:

Approving Resolution Deadline in relation to a Proportional Takeover Bid means the day that is the fourteenth day before the last day of the Bid Period.

Bid Class has the same meaning as in the Corporations Act.

Bidder has the same meaning as in the Corporations Act.

Bid Period has the same meaning as in the Corporations Act.

Proportional Takeover Bid has the same meaning as in the Corporations Act.

Securities Exchange has the same meaning given to the term "financial market" in the Corporations Act.

25 Proportional Takeover Bid

25.1 Registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under a Proportional Takeover Bid is prohibited unless a resolution approving the Proportional Takeover Bid is passed at a General Meeting of those persons entitled to vote on the resolution PROVIDED THAT at such General Meeting the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution shall be greater than the one half of such total votes.

25.2 For the purposes of clause 25.1, "the persons entitled to vote" on the resolution are all those persons (other than the Bidder under the Proportional Takeover Bid or a person associated with the Bidder) who, as at the end of the day on which the first offer under the Proportional Takeover Bid was made, held Bid Class Shares. Each person entitled to vote has one vote for each Bid Class Share held.

25.3 Any General Meeting held for the purposes of clause 25.1 is to be held in accordance with the provisions of this Constitution but subject to relevant requirements for the time being of the Corporations Act.

25.4 If a resolution to approve the Proportional Takeover Bid is voted on in accordance with this clause, before the Approving Resolution Deadline, the Company must, on or before the Approving Resolution Deadline, give:

(a) the Bidder; and

(b) each relevant Securities Exchange, a written notice stating that a resolution to approve the Proportional Takeover Bid has been voted on and whether it was passed or rejected.

25.5 If no resolution has been voted on in accordance with this clause as at the end of the day before the Approving Resolution Deadline, a resolution to approve the Proportional Takeover Bid is taken, for the purposes of this clause, to have been passed in accordance with this clause.

25.6 In accordance with the Corporations Act, this clause 25 will automatically cease to have effect at the end of three (3) years from the date of the adoption of this clause unless the Company by special resolution resolves to renew this clause.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEST) on Monday 29 July 2019.**

🖨 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/alsagm2019>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE NOTICE OF DIRECTION AND VOTING FORM

The voting form can be used to either vote directly (Section 1) OR appoint a proxy to vote on your behalf (Section 2).

SECTION 1: DIRECT VOTING

If you wish to vote directly, you should clearly mark the box in Section 1 and the boxes in Section 3 to indicate your voting instruction for each resolution. Please only mark either "for" or "against" for each resolution. Do not mark the "abstain" box if you are voting directly. If no direction is given on a resolution, or if you complete both the boxes in Section 1 and 2, your vote may be passed to the Chairman of the Meeting as your proxy. Securityholders, custodians and nominees may identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid. The Chairman's decision as to whether a direct vote is valid is final and conclusive.

SECTION 2: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Section 2. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting or does not vote on a poll in accordance with your instructions, the Chairman of the Meeting will be your proxy by default. A proxy need not be a Securityholder of the company. Do not write the name of the issuer company or the registered Securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two 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 contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two forms. On each form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

SECTION 3: VOTING DIRECTIONS

To cast your direct vote or to direct your proxy how to vote, place a mark in one of the boxes opposite each resolution. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any resolution by inserting the percentage or number that you wish to vote in the appropriate box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%. If you do not mark any of the boxes on a given resolution, your proxy may vote as he or she chooses (subject to any voting restrictions that apply to your proxy). If you mark more than one box on a resolution for all your securities your vote on that resolution will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the Company's securities registry.

SECTION 4: SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should 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. **Please indicate the office held by signing in the appropriate place.**

LODGEMENT

Notice of Direction and Voting form (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00 am (AEST) on Monday, 29 July 2019.** Any form received after that time will not be valid for the scheduled meeting.

Forms may be lodged using the enclosed Reply Paid Envelope or:

💻 **Online** <https://www.votingonline.com.au/alsagm2019>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

VOTING FORM

SECTION 1: DIRECT VOTING

I/We being a Securityholder/s of **ALS Limited** (Company) and entitled to attend and vote hereby elect to vote directly at the Annual General Meeting of the Company to be held at **The Pullman Hotel, King George Square, Cnr Roma & Ann Streets, Brisbane QLD 4000 on Wednesday, 31 July, 2019 at 10:00am (AEST)** and at any adjournment of that meeting.

☐

(To cast a vote, you should mark either "For" or "Against" for each item in Section 3 below.)

SECTION 2: APPOINTMENT OF PROXY

I/We being a Securityholder/s of **ALS Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **The Pullman Hotel, King George Square, Cnr Roma & Ann Streets, Brisbane QLD 4000, on Wednesday, 31 July, 2019 at 10:00am (AEST)** and at any adjournment of that meeting, to act 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 3 and 4, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of Resolutions 3 and 4 (except where I/we have indicated a different voting intention below), even though Resolutions 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel for the ALS Group, which includes the Chair of the Meeting.

The Chair of the Meeting intends to vote all undirected proxies in favour of all Resolutions (including Resolutions 3 and 4). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

SECTION 3: VOTING DIRECTIONS

* If you have appointed a proxy and 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 vote will not be counted in calculating the required majority if a poll is called. If you are direct voting and you mark the Abstain box for an item, your vote for that item will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Item 2 (Resolution 1)	Re-election of Director – Tonia Dwyer	☐	☐	☐
Item 2 (Resolution 2)	Election of Director – Siddhartha Kadia	☐	☐	☐
Item 3 (Resolution 3)	Adoption of Remuneration Report	☐	☐	☐
Item 4 (Resolution 4)	Grant of Performance Rights to the Managing Director/CEO	☐	☐	☐
Item 5 (Resolution 5)	Reinsertion of Proportional Takeover Approval Provisions	☐	☐	☐

STEP 4 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary / Sole
Director (no Company Secretary)

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2019



ABN 92 009 657 489

All correspondence and enquiries to:

BoardRoom
Smart Business Solutions

Boardroom Pty Limited
ABN 14 003 209 836
GPO Box 3993
Sydney NSW 2001

Tel: 1300 737 760 (within Australia)
Tel: +61 2 9290 9600 (outside
Australia) Fax: +61 2 9290 9655
www.boardroomlimited.com.au
enquiries@boardroomlimited.com.au

QUESTIONS FROM SHAREHOLDERS

Please use this form to submit any questions about ALS Limited (Company) that you would like us to respond to at the Company's 2019 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Notes.

You may also use this form to submit a written question to the Company's auditor if the question is relevant to the content of the auditor's report, or the conduct of the audit of the financial report, for the financial year ended 31 March 2019.

This form must be received by the Company's share registrar, Boardroom Pty Limited, **by Wednesday, 24 July 2019**. The form may be lodged with Boardroom Pty Limited at GPO Box 3993, Sydney NSW 2001 or by facsimile to (02) 9290 9655 in Australia or (+61 2) 9290 9655 if you are overseas. A return envelope is also provided.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

Question(s)

1. Question is for the ☐ Chairman, or ☐ Auditor

2. Question is for the ☐ Chairman, or ☐ Auditor

3. Question is for the ☐ Chairman, or ☐ Auditor

All correspondence to

BoardRoom
Smart Business Solutions

GPO Box 3993
Sydney NSW 2001

Tel +612 9290 9600
Fax +612 9290 9655

ABN 14 003 209 836
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