

JOHNS LYNG GROUP LIMITED (ASX:JLG)

ASX/Media statement

21 October 2020

Notice of Annual General Meeting and Proxy Form

In accordance with Listing Rule 3.17, Johns Lyng Group (**JLG** or the **Company**) attaches a copy of the following documents:

1. Letter to Shareholders regarding arrangements for Annual General Meeting as despatched to Shareholders in lieu of Notice of Meeting;
2. Notice of Annual General Meeting;
3. Virtual Meeting Online Guide; and
4. Proxy Form

ENDS

This announcement was authorised by the Disclosure Committee of Johns Lyng Group Limited.

For further information, contact:

Investors & Media

James Aanensen
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Company Secretary

Todd Richards
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About Johns Lyng Group Limited

Johns Lyng Group Limited (JLG) is an integrated building services group delivering building and restoration services across Australia. JLG's core business is built on its ability to rebuild and restore a variety of properties and contents after damage by insured events including impact, weather and fire events. Beginning in 1953, JLG has grown into a national business with over 1,000 employees servicing a diversified client base comprising major insurance companies, commercial enterprises, local and state governments, body corporates/owners corporations and retail customers. JLG defines itself by delivering exceptional customer service outcomes every time.



Johns Lyng Group Limited
ACN 620 466 248

All Registry communications to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
Telephone: +61 1300 554 474
ASX Code: JLG

Email: registrars@linkmarketservices.com.au
Website: www.linkmarketservices.com.au

Dear Shareholder

I am pleased to provide you details about the 2020 Annual General Meeting (**AGM**) of Johns Lyng Group Limited (**Johns Lyng** or the **Company**) to be held on Friday, 20 November 2020 at 10.30 am (AEDT) as a virtual meeting.

In line with temporary amendments to the AGM requirements in Australia and current regulatory guidance, the meeting this year will be held entirely by virtual meeting technology, given the uncertainty and potential health risks associated with large gatherings during the COVID-19 pandemic.

Additionally, the determination issued by the Federal Treasurer permits a Notice of Meeting, and other related information regarding a meeting, to be provided online where it can be viewed and downloaded. Accordingly, this year the Notice of Meeting for Johns Lyng will not be mailed to shareholders. Instead, it is available for you to view and download at the Company's website at:

<https://investors.johnslyng.com.au/Investors/?page=asx-announcements>.

Your participation in the AGM is important to us and we invite all shareholders and proxy holders to participate in the AGM virtually, via the online platform at <https://agmlive.link/JLG20>. To do this, you will need a desktop or mobile/tablet device with internet access, and you will need to provide your details (including Shareholder Reference Number (SRN) or Holder Identification Number (HIN)) to be verified as a security holder or proxy holder. The online platform will allow you to listen to the proceedings, view the presentations and ask questions of the Board and vote in real-time. Please note that each resolution considered at the AGM will be determined on a poll, in line with the relevant legislation for virtual meetings. We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the AGM using the instructions provided in the Notice of Meeting and in the Virtual Annual General Meeting Online Guide, which can be accessed online on Johns Lyng's website:

<https://investors.johnslyng.com.au/Investors/?page=asx-announcements>.

In addition to the above, shareholder/proxyholder participation (as relevant) is possible by shareholders lodging the Proxy Form electronically at Johns Lyng's Share Registry at www.linkmarketservices.com.au or alternatively, returning it in the envelope provided or faxed to the share registry on +61 (0)2 9287 0309, so that it is received by 10:30 am (AEDT) on Wednesday, 18 November 2020, in order to be valid.

If you are unable to access the Notice of Meeting or unable to lodge proxy votes online please contact our share registry Link Market Services on www.linkmarketservices.com.au or by phone on 1300 554 474 (within Australia) or on +61 1300 554 474 (Outside Australia) between 8:30am and 5:30pm (AEST) Monday to Friday, to obtain a copy.

Johns Lyng appreciates the understanding of our shareholders during this difficult time and we look forward to your virtual attendance and participation at the Meeting.

Yours faithfully

A handwritten signature in black ink, appearing to read "Peter Nash", written in a cursive style.

Peter Nash
Chairman
Johns Lyng Group Limited

Notice of annual general meeting and explanatory memorandum

Johns Lyng Group Limited

ACN 620 466 248

Date: Friday, 20 November 2020

Time: 10.30 am (AEDT)

Place: THIS MEETING WILL BE A VIRTUAL MEETING HELD ONLINE ONLY

Instructions for attending the online meeting are provided within this notice

NOTICE OF 2020 ANNUAL GENERAL MEETING

NOTICE is given that the 2020 Annual General Meeting of Johns Lyng Group Limited ACN 620 466 248 ('the Company') will be held online on Friday, 20 November 2020 at 10.30 am (AEDT).

The Company has determined that given the COVID-19 pandemic and subsequent government-imposed restrictions on public gatherings and travel, it would be prudent for its Annual General Meeting (**AGM**) of Shareholders to be held online only. The Meeting will be held virtually at <https://aqmlive.link/JLG20>, with strictly no Shareholders in physical attendance.

The Board encourages Shareholders to monitor the ASX and the Company's website for any updates in relation to the AGM that may need to be provided. In the meantime, the Board encourages Shareholders to submit their proxies as early as possible, even if they intend to attend the Meeting.

1. How to Register for the Online Meeting

To attend the Online Meeting, please visit <https://aqmlive.link/JLG20>. Shareholders will need their Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) printed at the top of the Proxy Form; and Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

Further details on how to participate in the AGM online are set out in the Notice of Meeting and in the Online Platform Guide which accompanies this Notice. The Online Platform Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step by step guide to successfully log in and navigate the site.

2. How to Ask a Question at the Online Meeting

Shareholders have the opportunity to participate in the Meeting virtually through the Online Platform at <https://aqmlive.link/JLG20>. The Online Platform will allow you to ask questions of the Board in real-time. However, in order to provide for an efficient virtual meeting, we request that any questions from Shareholders are provided to the Company Secretaries at least 24 hours in advance of the Online Meeting, by emailing them at the below address: melbourne.cosec@boardroomlimited.com.au.

3. How to Access the Presentation for the Online Meeting

Shareholders are encouraged to access the Online Platform at <https://aqmlive.link/JLG20>. The Online Platform will allow you to listen to the proceedings, view the presentations and ask questions of the Board and vote in real-time. Alternatively, the presentation will be available from the ASX announcement platform before the commencement of the Online Meeting.

4. How to Vote at the Online Meeting

Your participation in the AGM is important to us and we invite all shareholders and proxy holders to participate virtually via the online platform at <https://aqmlive.link/JLG20>. To do this, you will need a desktop or mobile/tablet device with internet access, and you will need to provide your details (including Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) to be verified as a security holder or proxy holder.

The Online Platform will allow you to listen to the proceedings, view the presentations and ask questions of the Board and vote in real-time. Please note that each resolution considered at the Meeting will be determined on a poll.

We recommend logging in to the Online Platform at least 15 minutes prior to the scheduled start time for the AGM using the instructions provided in the Notice of Meeting. The Online Platform Guide provides details about how to ensure your browser is compatible with the Online Platform, as well as a step by step guide to successfully logging in and navigating the site. The Online Platform Guide will be released to the ASX and is also available on our website at <http://www.johnslyng.com.au>.

5. Lodging Proxy Forms

As all Resolutions will be decided by way of Poll, the Board strongly recommends that all Shareholders lodge a proxy vote before attending the Online Meeting, via the Company's share registry. For a proxy vote to be effective it must be lodged with the Company's share registry prior to 10.30 am (AEDT) on Wednesday, 18 November 2020.

BUSINESS OF THE MEETING

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 2020.

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

Resolution 1	Adoption of Remuneration Report (non-binding vote)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2020 Annual Report and is available from the Company's website (www.johnslyng.com.au). 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 (Ordinary)	To consider and, if thought fit, pass the following Resolution: <i>"THAT the Remuneration Report for the financial year ended 30 June 2020 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 Prohibition Statement	A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons: <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 2020, or that KMP'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:<ul style="list-style-type: none">○ in accordance with their directions of how to vote as set out in the proxy appointment; or○ by the Chair of the Meeting pursuant to an express authorisation on the Proxy Form.

3. RE-ELECTION OF DIRECTORS

Resolution 2A	Re-Election of Peter Nash as Director
Description	Mr Peter Nash, who was appointed as a Director on 1 October 2017, retires as a Director in accordance with clause 63.1 of the Constitution and, being eligible in accordance with clause 63.2 of the Constitution, offers himself for re-election as a Director.
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution: <i>“THAT Mr Peter Nash, having retired from his office as a Director in accordance with clause 63.1 of the Constitution and, being eligible, be re-elected as a Director.”</i>

Resolution 2B	Re-Election of Adrian Gleeson as Director
Description	Mr Adrian Gleeson, who was appointed as a Director on 28 September 2017, retires as a Director in accordance with clause 63.1 of the Constitution and, being eligible in accordance with clause 63.2 of the Constitution, offers himself for re-election as a Director.
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution: <i>“THAT Mr Adrian Gleeson, having retired from his office as a Director in accordance with clause 63.1 of the Constitution and, being eligible, be re-elected as a Director.”</i>

Resolution 2C	Re-Election of Curtis Mudd as Director
Description	Mr Curtis Mudd, who was appointed as a Director on 28 September 2017, retires as a Director in accordance with clause 63.1 of the Constitution and, being eligible in accordance with clause 63.2 of the Constitution, offers himself for re-election as a Director.
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution: <i>“THAT Mr Curtis Mudd, having retired from his office as a Director in accordance with clause 63.1 of the Constitution and, being eligible, be re-elected as a Director.”</i>

Resolution 2D	Re-Election of Philippa Turnbull as Director
Description	Ms Philippa Turnbull, who was appointed as a Director on 17 June 2020 in accordance with clause 62.1 of the Constitution, retires as a Director in accordance with clause 62.2 of the Constitution and, being eligible, offers herself for re-election as a Director.
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution: <i>“THAT Ms Philippa Turnbull, having retired from her office as a Director in accordance with clause 62.2 of the Constitution and, being eligible, be re-elected as a Director.”</i>

Resolution 2E	Re-Election of Nicholas Carnell as Director
Description	Mr Nicholas Carnell, who was appointed as a Director on 1 September 2020 in accordance with clause 62.1 of the Constitution, retires as a Director in accordance with clause 62.2 of the Constitution and, being eligible, offers himself for re-election as a Director.
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution: <i>“THAT Mr Nicholas Carnell, having retired from his office as a Director in accordance with clause 62.2 of the Constitution and, being eligible, be re-elected as a Director.”</i>

Resolution 2F	Re-Election of Peter Dixon as Director
Description	Mr Peter Dixon, who was appointed as a Director on 25 February 2020 in accordance with clause 62.1 of the Constitution, retires as a Director in accordance with clause 62.2 of the Constitution and, being eligible, offers himself for re-election as a Director.
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution: <i>“THAT Mr Peter Dixon, having retired from his office as a Director in accordance with clause 62.2 of the Constitution and, being eligible, be re-elected as a Director.”</i>

4. APPROVAL OF EMPLOYEE INCENTIVE PLANS

Resolution 3A	Approval of Employee and Executive Incentive Plan
Description	The Company seeks Shareholder approval for the Company’s Employee and Executive Incentive Plan (EEIP) for the purposes of the ASX Listing Rules and the Corporations Act.
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution: <i>“THAT the Employee and Executive Incentive Plan, the terms and conditions of which are summarised in the Explanatory Memorandum accompanying this Notice, be approved for the purposes of ASX Listing Rule 7.2 Exception 13.”</i>
Voting Prohibition and Exclusion Statement	<p>The Company will disregard any votes cast in favour of the Resolution by:</p> <ul style="list-style-type: none"> any Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and any associate of those Directors; or a person who is eligible to participate in the employee incentive scheme (and their associates). <p>However, this does not apply to a vote cast in favour of a Resolution by:</p> <ul style="list-style-type: none"> a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

	<ul style="list-style-type: none"> • the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or • a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> ○ the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on the Resolution; and ○ the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way. <p>Voting Prohibition - s250BD</p> <p>In accordance with Section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the person is either:</p> <ul style="list-style-type: none"> • a member of the KMP for the Company; or • a closely related party of a member of the KMP for the Company; and <p>the appointment does not specify the way the proxy is to vote on the Resolution.</p> <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> • the proxy is the Chair of the Meeting; and • the appointment expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.
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Resolution 3B	Approval of Employee Loan Plan
Description	The Company seeks Shareholder approval for the Company’s Employee Loan Plan for the purposes of the ASX Listing Rules and the Corporations Act.
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution: <i>“THAT the Employee Loan Plan, the terms and conditions of which are summarised in the Explanatory Memorandum accompanying this Notice, be approved for the purposes of ASX Listing Rule 7.2 Exception 13.”</i>
Voting Exclusion and Prohibition Statement	<p>Voting Exclusion</p> <p>The Company will disregard any votes cast in favour of the Resolution by:</p> <ul style="list-style-type: none"> • any Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and any associate of those Directors; or • a person who is eligible to participate in the employee incentive scheme (and their associates). <p>However, this does not apply to a vote cast in favour of a Resolution by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

	<ul style="list-style-type: none"> • the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or • a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> ○ the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on the Resolution; and ○ the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way. <p>Voting Prohibition - s250BD</p> <p>In accordance with Section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the person is either:</p> <ul style="list-style-type: none"> • a member of the KMP for the Company; or • a closely related party of a member of the KMP for the Company; and <p>the appointment does not specify the way the proxy is to vote on the Resolution.</p> <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> • the proxy is the Chair of the Meeting; and • the appointment expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.
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5. GRANT OF PERFORMANCE RIGHTS TO EXECUTIVE DIRECTORS

Resolution 4A	Approval for issue of Performance Rights to CEO under the EEIP
Description	Resolution 4A seeks Shareholder approval for the issue of Performance Rights to Mr Scott Didier AM, the Company's Chief Executive Officer and Managing Director.
Resolution (Ordinary)	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 110,597 Performance Rights, 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 Prohibition and Exclusion Statement	<p>Voting Exclusion</p> <p>The entity will disregard any votes cast in favour of the Resolution by or on behalf of:</p> <ul style="list-style-type: none"> • Mr Scott Didier (or his nominee); or • An associate of Mr Scott Didier (or his nominee). <p>However, this does not apply to a vote cast in favour of a Resolution by:</p>

	<ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or • the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or • a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> ○ the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on the Resolution; and ○ the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way. <p>Voting Prohibition - s250BD</p> <p>In accordance with Section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the person is either:</p> <ul style="list-style-type: none"> • a member of the KMP for the Company; or • a closely related party of a member of the KMP for the Company; and <p>the appointment does not specify the way the proxy is to vote on the Resolution.</p> <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> • the proxy is the Chair of the Meeting; and • the appointment expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.
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Resolution 4B	Approval for issue of Performance Rights to COO under the EEIP
Description	Resolution 4B seeks Shareholder approval for the issue of Performance Rights to Mr Lindsay Barber, the Company's Chief Operating Officer.
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution: <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 110,597 Performance Rights, each to acquire one Share, to Mr Lindsay Barber (or his nominee(s)) and the issue of underlying Shares in respect of those performance rights, 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 Prohibition and Exclusion Statement	<p>Voting Exclusion</p> <p>The entity will disregard any votes cast in favour of the Resolution by or on behalf of:</p> <ul style="list-style-type: none"> • Mr Lindsay Barber (or his nominee); or • An associate of Mr Lindsay Barber (or his nominee).

	<p>However, this does not apply to a vote cast in favour of a Resolution by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or • the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or • a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> ○ the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on the Resolution; and ○ the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way. <p>Voting Prohibition - s250BD</p> <p>In accordance with Section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the person is either:</p> <ul style="list-style-type: none"> • a member of the KMP for the Company; or • a closely related party of a member of the KMP for the Company; and <p>the appointment does not specify the way the proxy is to vote on the Resolution.</p> <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> • the proxy is the Chair of the Meeting; and • the appointment expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.
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Resolution 4C	Approval for issue of Performance Rights to Mr Adrian Gleeson under the EEIP
Description	Resolution 4C seeks Shareholder approval for the issue of Performance Rights to Mr Adrian Gleeson, the Company's Executive Director and Director of Investor and Business Relations.
Resolution (Ordinary)	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 69,933 Performance Rights, 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>
Voting Prohibition and Exclusion Statement	<p>Voting Exclusion</p> <p>The entity will disregard any votes cast in favour of the Resolution by or on behalf of:</p> <ul style="list-style-type: none"> • Mr Adrian Gleeson (or his nominee); or

	<ul style="list-style-type: none"> An associate of Mr Adrian Gleeson (or his nominee). <p>However, this does not apply to a vote cast in favour of a Resolution by:</p> <ul style="list-style-type: none"> a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on the Resolution; and the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way. <p>Voting Prohibition - s250BD</p> <p>In accordance with Section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the person is either:</p> <ul style="list-style-type: none"> a member of the KMP for the Company; or a closely related party of a member of the KMP for the Company; and <p>the appointment does not specify the way the proxy is to vote on the Resolution.</p> <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> the proxy is the Chair of the Meeting; and the appointment expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.
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Resolution 4D	Approval for issue of Performance Rights to Ms Philippa Turnbull under the EEIP
Description	Resolution 4D seeks Shareholder approval for the issue of Performance Rights to Ms Philippa Turnbull, the Company's Executive Director and Executive General Manager of Business Development and Marketing.
Resolution (Ordinary)	To consider and, if thought fit, pass the following Resolution: <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 62,811 Performance Rights, each to acquire one Share, to Ms Philippa Turnbull (or her 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 Prohibition and Exclusion Statement	<p>Voting Exclusion</p> <p>The entity will disregard any votes cast in favour of the Resolution by or on behalf of:</p> <ul style="list-style-type: none"> • Ms Philippa Turnbull (or her nominee); or • An associate of Ms Philippa Turnbull (or her nominee). <p>However, this does not apply to a vote cast in favour of a Resolution by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or • the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or • a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> ○ the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on the Resolution; and ○ the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way. <p>Voting Prohibition - s250BD</p> <p>In accordance with Section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the person is either:</p> <ul style="list-style-type: none"> • a member of the KMP for the Company; or • a closely related party of a member of the KMP for the Company; and <p>the appointment does not specify the way the proxy is to vote on the Resolution.</p> <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> • the proxy is the Chair of the Meeting; and • the appointment expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.
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Resolution 4E	Approval for issue of Performance Rights to Mr Nicholas Carnell under the EEIP
Description	Resolution 4E seeks Shareholder approval for the issue of Performance Rights to Mr Nicholas Carnell, the Company's Executive Director and Group Executive General Manager.
Resolution (Ordinary)	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 75,630 Performance Rights, each to acquire one Share, to Mr Nicholas Carnell (or his nominee(s)), pursuant to the</i>

	<i>Employee and Executive Incentive Plan (EEIP) and on the terms set out in the Explanatory Memorandum accompanying this Notice.”</i>
Voting Prohibition and Exclusion Statement	<p>Voting Exclusion</p> <p>The entity will disregard any votes cast in favour of the Resolution by or on behalf of:</p> <ul style="list-style-type: none"> • Mr Nicholas Carnell (or his nominee); or • An associate of Mr Nicholas Carnell (or his nominee). <p>However, this does not apply to a vote cast in favour of a Resolution by:</p> <ul style="list-style-type: none"> • a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or • the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or • a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> ○ the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting on the Resolution; and ○ the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way. • it is not cast on behalf of a related party or associate of a kind referred to above. <p>Voting Prohibition - s250BD</p> <p>In accordance with Section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the person is either:</p> <ul style="list-style-type: none"> • a member of the KMP for the Company; or • a closely related party of a member of the KMP for the Company; and <p>the appointment does not specify the way the proxy is to vote on the Resolution.</p> <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> • the proxy is the Chair of the Meeting; and • the appointment expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.

Dated: 21 October 2020

By order of the Board of Johns Lyng Group Limited



Rebecca Weir
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 2020, or the content of its audit report. Please send your questions to:

The Company Secretary, **Johns Lyng Group Limited**
Level 12, 225 George Street, Sydney NSW 2000
T. 0431 240 642
E. melbourne.cosec@boardroomlimited.com.au

Written questions must be received by no later than **5.00 pm (AEDT) on Friday, 13 November 2020**.

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 Chair 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 10.30 am (AEDT) on Wednesday, 18 November 2020**:

- **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 Wednesday, 18 November 2020** 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 Chair 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 Chair 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 Chair 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 Chair to exercise your proxy on Resolutions 1, 3A, 3B, 4A, 4B, 4C, 4D and 4E. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolutions 1, 3A, 3B, 4A, 4B, 4C, 4D and 4E. If you wish to appoint the Chair 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 Chair of the Board, Mr Peter Nash, will chair the meeting and 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 Chair, 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, 4A, 4B, 4C, 4D and 4E, he or she will not vote your proxy on that item of business.

EXPLANATORY MEMORANDUM TO NOTICE OF 2020 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 2020 to be laid before the Company's 2020 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 2020 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2020 Annual Report is available from the Company's website (www.johnslyng.com.au).</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 2020, 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 vote)
Explanation	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2020 Annual Report and is available from the Company's website (www.johnslyng.com.au).</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. <p>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</p>

	Resolution and the outcome of the vote when considering the future remuneration policies and practices of the Company.
Voting Prohibition	A voting prohibition 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. RE-ELECTION OF DIRECTORS

Resolutions 2A to 2C	Re-Election of Directors
Explanation	<p>Clause 63.1 of the Company's Constitution states that no Director who is not the Managing Director, may hold office for a continuous period in excess of three years or until the third annual general meeting following the Director's appointment, whichever is the longer, without submitting for re-election.</p> <p>As Mr Peter Nash, Mr Adrian Gleeson and Mr Curtis Mudd have held office for more than 3 years since their last re-election, they will retire at the 2020 Annual General Meeting, and being eligible under Clause 63.2 of the Constitution, offer themselves for re-election as Directors.</p>
About Mr Peter Nash	<p>Mr Peter Nash is an experienced Non-executive Director. In addition to his role as Chairman of Johns Lyng Group he also serves on the Board of Westpac Banking Corporation, Mirvac Group and ASX Limited. In his executive career Peter served as the National Chairman of KPMG Australia from 2011 through 2017. In this role he also served as a member of KPMG's Global and Regional Boards. His previous positions with KPMG included: Regional Head of Audit for Asia Pacific, National Managing Partner for Audit in Australia and Head of KPMG Financial Services. In his role as National Chairman, Peter was responsible for the overall governance and strategic positioning of KPMG in Australia. Peter has worked in geographically diverse and complex operating environments providing advice on a range of topics including: business strategy, risk management, internal controls, business processes and regulatory change. He has also provided both financial and commercial advice to many Government businesses at both a Federal and State level. Peter also holds a number of not-for-profit board roles including: Reconciliation Australia, Koorie Heritage Trust, Gold Victoria and the Migration Council Australia.</p> <p>Mr Nash has been a Non-executive Director of the Company since 1 October 2017.</p> <p>Mr Nash currently holds a relevant interest in 334,535 Shares in the Company (being 0.15%).</p>

<p>About Mr Adrian Gleeson</p>	<p>Mr Adrian Gleeson served as the Group’s Chairman from 2011 to Listing. After finishing his AFL playing career with the Carlton Football Club (where he played 176 games, was a member of the 1987 Premiership team and is a Life Member), he developed a career in the wealth management and financial services industries. In 1999, he established C.A.G Wealth Management, which subsequently merged with Tribeca Financial. Adrian had a strong focus on relationship building within the SME market and he supported a number of high net worth individuals, family offices and corporates helping to co-ordinate their accounting, legal, banking and finance affairs in a successful manner. As an Executive Director, Adrian plays a key leadership role supporting Investor Relations, Government Relations, new client acquisition and M&A programs.</p> <p>Mr Gleeson has been an Executive Director of the Company since 28 September 2017.</p> <p>Mr Gleeson currently holds a relevant interest in 1,474,450 Shares in the Company (being 0.66%).</p>
<p>About Mr Curtis Mudd</p>	<p>Mr Curtis Mudd (Curt) has over 30 years’ professional experience including senior roles at Nike, where he and his team developed and led a proven system of talent management strategies and Human Resource solutions. These strategies and solutions support the development of organisational capabilities and systems that drive and sustain an innovation agenda for brands, products and their consumers. From start-ups to Fortune 500 companies, Curt had a high degree of expertise in a variety of wholesale and retail industry segments that include: consumer products and packaged goods, personal care and beauty, natural and organic foods, software, not-for-profits and a variety of market segments in professional services. This includes significant international experience and success with major markets in Asia and Europe.</p> <p>Mr Mudd was appointed as an Executive Director of the Company on 28 September 2017 and when he ceased to be employed by the Company on 1 December 2018 was retained as a Non-executive Director.</p> <p>Mr Mudd currently holds a relevant interest in 1,070,934 Shares in the Company (being 0.48%).</p>
<p>Resolutions 2D to 2F</p>	<p>Re-Election of Casual Directors</p>
<p>Explanation</p>	<p>Clause 62.1 of the Constitution states that the Board may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors. Clause 62.2 of the Constitution states that a Director appointed under Clause 62.1 will hold office until the end of the next annual general meeting of the Company, at which the Director may be re-elected.</p> <p>Ms Philippa Turnbull, Mr Nicholas Carnell and Mr Peter Dixon retire at the 2020 Annual General Meeting, and being eligible under Clause 62.2 of the Constitution, offer themselves for re-election as Directors.</p>
<p>About Philippa Turnbull</p>	<p>Ms Philippa Turnbull (Pip) joined Johns Lyng Group in early 2014 as General Manager of Business Development and Marketing. With a background in Events Management and Marketing spanning more than a decade, Pip has worked on major projects and campaigns for a range of clients across various fields. This includes BHP Billiton’s 2008 Olympic Project Team, managing community</p>

	<p>events designed to strengthen relationships with clients and stakeholders globally. Pip has been a very dynamic and driven member of the leadership team at Johns Lyng Group for many years and has been influential in winning new customers and developing strong and sustainable relationships. Her deep knowledge of the Company's client base and markets more generally adds important value to the Board.</p> <p>Ms Turnbull was appointed as an Executive Director of the Company on 17 June 2020.</p> <p>Ms Turnbull currently holds a relevant interest in 831,755 Shares in the Company (being 0.37%).</p>
<p>About Nicholas Carnell</p>	<p>Mr Nicholas Carnell (Nick) is the Executive General Manager of the Group. With a strong history in leading the Group's Insurance Building and Restoration Services division's operational and financial performance for the last 4 years, Nick now has oversight of the entire Group's operational and financial performance. With over 15 years' experience in the construction industry, Nick has significant experience in all facets of construction along with the completion of the Oxford Executive Diploma in Financial Strategy. Nick has implemented a variety of successful and innovative business solutions along with creating and nurturing new industry relationships. Nick's commitment, dedication and leadership drives each brand's success.</p> <p>Mr Carnell was appointed as an Executive Director of the Company on 1 September 2020.</p> <p>Mr Carnell currently holds a relevant interest in 3,861,276 Shares in the Company (being 1.73%).</p>
<p>About Peter Dixon</p>	<p>Mr Peter Dixon has extensive legal, corporate advisory, strategy and investment management experience. Peter is currently an executive director of Halo Group Holdings Pty Ltd, a professional services group providing legal, company secretarial and outsourced business services to domestic and international clients. Peter is responsible for driving strategic growth across the group's businesses. Peter is also a director of Source Legal Pty Ltd, a professional services firm that offers a unique and innovative service to businesses as de facto in-house lawyers and human resource managers. Prior to these roles, Peter was General Counsel and Company Secretary of Moelis Australia Limited, a listed financial services group. In that role, Peter was responsible for the group's legal, risk, compliance and company secretarial functions and was a member of Moelis Australia's Investment Committee and Executive Committee. Prior to this role Peter was Co-Head of Moelis Australia's Small Cap Industrials investment banking team for over 5 years. Before joining Moelis Australia, Peter worked for Macquarie Group Limited in multiple divisions including Central Executive Strategy, Principal Investments, Real Estate Managed Funds and Corporate Advisory. Peter commenced his career as a solicitor in private practice with Mallesons Stephen Jacques (now King & Wood Mallesons) in Sydney and worked for a number of years at Linklaters in London specialising in Mergers & Acquisitions and Equity Capital Markets.</p> <p>Peter holds a Bachelor of Commerce (Finance) and Bachelor of Laws from the University of New South Wales and is admitted as a solicitor in New South Wales.</p>

	<p>Mr Dixon was appointed as an Executive Director of the Company on 25 February 2020.</p> <p>Mr Dixon currently holds a relevant interest in 71,888 Shares in the Company (being 0.03%).</p>
Board Recommendation	The Board, with the relevant Directors abstaining from their own re-election, recommends that Shareholders vote in favour of Resolutions 2A to 2F.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolutions 2A to 2F.

4. APPROVAL OF EMPLOYEE INCENTIVE PLANS

Resolution 3A	Approval of Employee and Executive Incentive Plan (EEIP)
Background	<p>Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount that represents 15% of the number of fully paid ordinary securities on issue on the commencement of that 12 month period (including shares issued on the exercise of any options or performance rights). One of the exceptions to Listing Rule 7.1 is Listing Rule 7.2 (Exception 13), which provides that Listing Rule 7.1 does not apply to an issue under an employee incentive scheme if, within the 3 years before the date of issue, shareholders have approved the issue of the securities as an exception to Listing Rule 7.1.</p> <p>To the extent that issues under the Plan are made to Directors and their associates, separate approval under Listing Rule 10.14 will be sought by the Company.</p> <p>The EEIP has been generally designed to link rewards to eligible senior executives with improvements in Company performance and the delivery of returns to Shareholders, and for other employees, to reward their performance.</p> <p>The Company also has an Employee Share Plan, the terms of which are outlined in Resolution 3B.</p>
The number of securities issued under the scheme since the entity was listed or the date of the last approval	<p>Since the Plan was disclosed to Shareholders on 25 October 2017 following the Company's admission to the official list on 24 October 2017, the Company has issued the following Equity Securities under the Plan:</p> <ul style="list-style-type: none"> • 110,449 Shares issued on 14 September 2018; • 393,324 Performance Rights issued on 24 December 2018; and • 384,774 Performance Rights issued on 10 December 2019.
Maximum number of equity securities proposed to be issued under the scheme following the approval	The maximum number of equity securities that may be issued under the EEIP and Employee Loan Plan following the approval is 11,132,417 equity securities (being 5% of the current share capital).

Summary of the terms of the plan	Eligibility	Employees of the Company as determined by the Board.
	Form of grant	The following securities can be issued under the EEIP (the Securities): <ul style="list-style-type: none"> • Shares; • Options; or • Performance Rights.
	Dilution Limit	An offer of awards in reliance on CO 14/1000 must, at the time of making the offer, have reasonable grounds to believe that the number of underlying eligible awards in a class of underlying Shares that form part of the issued capital of the listed body that have been or may be issued in any of the circumstances covered by clause a or b will not exceed 5% of the total number of underlying Shares in that class on issue: <ol style="list-style-type: none"> a) underlying Shares that may be issued under the offer; b) underlying Shares issued or that may be issued as a result of offers made at any time during the previous 3-year period under: <ol style="list-style-type: none"> i. an employee incentive scheme covered by this instrument; or ii. an ASIC exempt arrangement of a similar kind to an employee incentive scheme. <p>In no circumstances will awards be granted under this Plan if it is an issue of securities that combined with all other employee share scheme interests outstanding would exceed 5% of the Company's then outstanding issued capital.</p>
	Restrictions	The Board may impose restrictions on dealing in Securities which are acquired under the Plan, for example, by prohibiting them from being sold, transferred, mortgaged, pledged, charged or otherwise disposed or encumbered for a period of time.
	Voting and Dividend Rights	A Participant is not entitled to vote at a Shareholder meeting or receive any dividends declared by the Company unless and until any of the Securities are exercised and the Participant holds Shares that provide the right to vote and dividends.
	No hedging or transfer	Participants must not enter into transactions or arrangements, including by way of derivatives or similar financial products, which limit the economic risk of holding unvested Securities.

	<p>Election of the Board to settle Awards in cash</p>	<p>If the Board determines that for a taxation, legal, regulatory or compliance reason it is not appropriate to issue or transfer Shares, the Company may in lieu and final satisfaction of the Company's obligation to issue or transfer Shares as required upon the exercise of an Award by a Participant, make a cash payment to the Participant equivalent to the fair market value as at the date of exercise of the Award (less any unpaid Exercise Price applicable to the exercise of the Award) multiplied by the relevant number of Shares required to be issued or transferred to the Participant upon exercise of the Award.</p>
	<p>Takeovers</p>	<p>If a takeover bid is made to acquire all of the issued Shares of the Company, or a scheme of arrangement, selective capital reduction or other transaction is initiated which has an effect similar to a full takeover bid for Shares in the Company, then Participants are entitled to accept the takeover bid or participate in the other transaction in respect of all or part of their Awards notwithstanding that the Restriction Period in respect of such Awards has not expired. The Board may, in its discretion, waive unsatisfied Vesting Conditions in relation to some or all Awards in the event of a such a takeover or other transaction.</p>
	<p>Reorganisation of Capital</p>	<p>If, prior to the exercise of an Award, the Company undergoes a reorganisation of capital (other than by way of a bonus issue or issue for cash) the terms of the Awards of the Participant will be changed to the extent necessary to comply with the Listing Rules as they apply at the relevant time.</p>
	<p>Amendment to the Plan</p>	<p>Subject to the ASX Listing Rules and to specified restrictions in the EEIP Rules, the Company may at any time by written instrument or by Resolution of the Board, amend the EEIP Rules or the terms of awards granted.</p>
<p>Voting Prohibition and Exclusion</p>	<p>A voting prohibition and exclusion statement applies to this item of business, as set out in the Notice.</p>	
<p>Board Recommendation</p>	<p>Given that Resolution 3A involves the payment of fees to Directors, the Directors make no recommendations to Shareholders in relation to this Resolution.</p>	
<p>Chairman's available proxies</p>	<p>The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 3A.</p>	

Resolution 3B	Approval of Employee Loan Plan	
<p>Background</p>	<p>Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount that represents 15% of the number of fully paid ordinary securities on issue on the commencement of that 12 month period (including shares issued on the exercise of any options or performance rights). One of the exceptions to Listing Rule 7.1 is Listing Rule 7.2 (Exception 13), which provides that Listing Rule 7.1 does not apply to an issue under an employee incentive scheme if, within the 3 years before the date of issue, shareholders have approved the issue of the securities as an exception to Listing Rule 7.1.</p> <p>To the extent that issues under the Plan are made to Directors and their associates, separate approval under Listing Rule 10.14 will be sought by the Company.</p> <p>The Plan has been generally designed to link rewards to eligible senior executives with improvements in Company performance and the delivery of returns to Shareholders, and for other employees, to reward their performance.</p> <p>The Company also has an Employee and Executive Incentive Plan, the terms of which are outlined in Resolution 3A.</p>	
<p>The number of securities issued under the scheme since the entity was listed or the date of the last approval</p>	<p>Since the Plan was disclosed to Shareholders on 25 October 2017 following the Company's admission to the official list on 24 October 2017, the Company has issued the following Equity Securities under the Plan:</p> <ul style="list-style-type: none"> • 56,421 Shares issued on 30 November 2018; and • 28,114 Shares issued on 10 December 2019. 	
<p>Maximum number of equity securities proposed to be issued under the scheme following the approval</p>	<p>The maximum number of equity securities that may be issued under the EEIP and Employee Loan Plan following the approval is 11,132,417 equity securities (being 5% of the current share capital).</p>	
<p>Summary of the terms of the plan</p>	<p>Eligibility</p>	<p>Employees of the Company as determined by the Board.</p>
	<p>Form of grant</p>	<p>Subject to the Employee Loan Plan Rules (the Plan Rules), the Board may in its absolute discretion issue an offer to an employee to acquire Shares.</p>
	<p>Dilution Limit</p>	<p>An offer of awards in reliance on CO 14/1000 must, at the time of making the offer, have reasonable grounds to believe that the number of underlying eligible awards in a class of underlying Shares that form part of the issued capital of the listed body that have been or may be issued in any of</p>

		<p>the circumstances covered by clause a or b will not exceed 5% of the total number of underlying Shares in that class on issue:</p> <p>a) underlying Shares that may be issued under the offer;</p> <p>b) underlying Shares issued or that may be issued as a result of offers made at any time during the previous 3 year period under:</p> <ul style="list-style-type: none"> i. an employee incentive scheme covered by this instrument; or ii. an ASIC exempt arrangement of a similar kind to an employee incentive scheme. <p>In no circumstances will awards be granted under this Plan if it is an issue of securities that combined with all other employee share scheme interests outstanding would exceed 5% of the Company's then outstanding issued capital.</p>
	<p>Restrictions</p>	<p>Subject to the terms of the offer, from the date of acquisition until the Shares become vested, the participant must not dispose of or otherwise deal with or grant a security interest over any Shares acquired by the participant under the Employee Loan Plan.</p> <p>The Company must refuse to register a paper based transfer and must apply or cause to be applied a holding lock to prevent a transfer of any Shares acquired by a participant under the Employee Loan Plan.</p>
	<p>Voting Rights</p>	<p>Subject to the terms of issue of the relevant Shares, a participant may exercise any voting rights attaching to any Shares</p>

		registered in his or her name or may appoint a proxy to represent and vote from him or her, at any meeting of the members of the Company.
	Dividend Rights	Subject to the loan terms and the terms of the offer, a participant will be entitled to receive any distribution paid in respect of Shares registered in the participant's name.
	Corporate Control Events	If a corporate control event occurs the Board may determine that any unvested shares become vested shares. The offer may specify additional terms in relation to the happening of a corporate control event.
	Reorganisation of Capital	If, prior to the exercise of an Award, the Company undergoes a reorganisation of capital the terms of the Shares of the participant will be changed to the extent necessary to comply with the Listing Rules as they apply at the relevant time.
	Amendment to the Plan	Subject to the ASX Listing Rules and to specified restrictions in the Plan Rules, the Company may at any time by written instrument or by Resolution of the Board, amend the Plan Rules or the terms of awards granted.
Voting Prohibition and Exclusion	A voting prohibition and exclusion statement applies to this item of business, as set out in the Notice.	
Board Recommendation	Given that Resolution 3B involves the payment of fees to Directors, the Directors make no recommendations to Shareholders in relation to this Resolution.	
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 3B.	

5. GRANT OF PERFORMANCE RIGHTS TO EXECUTIVE DIRECTORS

Resolution 4A	Approval for issue of Performance Rights to CEO under the EEIP								
Explanation	Resolution 4A 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.								
ASX Listing Rules	<p>Under ASX Listing Rule 10.14 the Company is required to obtain Shareholder approval for the issue of securities (including performance rights) under an employee incentive scheme to any persons listed under that rule. As the participants named in Resolutions 4A to 4E are Directors of the Company (ASX Listing Rule 10.14.1), the Company is requesting Shareholder approval.</p> <p>The Executive Directors' total remuneration includes an EEIP award, which is delivered through a grant of performance rights.</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 4A, 4B, 4C and 4D and 4E, 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 4A are provided below.</p> <p>Details of any securities issued under the EEIP will be published in the annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14.</p>								
Other participants under ASX Listing Rule 10.14	<p>Since the EEIP was disclosed to Shareholders on 25 October 2017 following the Company's admission to the official list on 24 October 2017, the only Performance Rights issued to persons to whom ASX Listing Rule 10.14 applies (and the number of the Performance Rights received and the acquisition price for each), are:</p> <table> <tr> <td>Scott Didier</td> <td>116,046 Performance Rights issued at nil cost</td> </tr> <tr> <td>Lindsay Barber</td> <td>116,046 Performance Rights issued at nil cost</td> </tr> <tr> <td>Adrian Gleeson</td> <td>64,131 Performance Rights issued at nil cost</td> </tr> <tr> <td>Curtis Mudd</td> <td>33,885 Performance Rights issued at nil cost</td> </tr> </table> <p>The only persons referred to in ASX Listing Rule 10.14 entitled to participate in the Plan are the Directors of the Company.</p> <p>Other participants under ASX Listing Rule 10.14</p> <p>Any additional persons referred to in ASX Listing Rule 10.14 who become entitled to participate in the Plan after this Resolution is approved and who are not named in this Notice or Explanatory Memorandum will not participate until approval is obtained under ASX Listing Rule 10.14.</p>	Scott Didier	116,046 Performance Rights issued at nil cost	Lindsay Barber	116,046 Performance Rights issued at nil cost	Adrian Gleeson	64,131 Performance Rights issued at nil cost	Curtis Mudd	33,885 Performance Rights issued at nil cost
Scott Didier	116,046 Performance Rights issued at nil cost								
Lindsay Barber	116,046 Performance Rights issued at nil cost								
Adrian Gleeson	64,131 Performance Rights issued at nil cost								
Curtis Mudd	33,885 Performance Rights issued at nil cost								
Corporations Act	Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties of a public company. Section 208 of the Corporations Act								

	<p>prohibits a public company giving a financial benefit to a related party unless one of a number of exceptions applies or Shareholder approval is obtained.</p> <p>A “financial benefit” is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is ordinarily prohibited by Chapter 2E of the Corporations Act. One exception to the general rule is where the benefit constitutes “reasonable remuneration” in respect of the duties and responsibilities of the related party in the management of the public company. The Directors consider that although the grant of the Performance Rights to the Executive Directors under the Plan constitutes the giving of a financial benefit to a related party of the Company, the granting of the Performance Rights does not require the approval of the Shareholders in general meeting under Chapter 2E of the Corporations Act as it falls within the exception set out in section 211 of the Corporations Act, being that the benefit is remuneration to the Executive Directors and is reasonable given both the Company’s circumstances and the responsibilities involved in the office of the Executive Directors.</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 EEIP Performance Rights Offer.
Number of Performance Rights proposed to be granted	The maximum face value of Mr Didier's grant is \$266,887 which equates to 53.4% of his fixed remuneration. The number of performance rights granted is determined by dividing the maximum face value by the volume weighted average price (VWAP) of Shares for the 30 (trading) day period up to and including 24 August 2020 (being the day prior to the day that the Company’s FY20 Financial Statements were released to the ASX). Based on a VWAP of \$2.41, the number of performance rights to be granted under Resolution 4A is 110,597.
Performance Period	<p>The performance period will be three years from 1 July 2020 to 1 July 2023:</p> <ul style="list-style-type: none"> • Tranche 1 (vesting 25 August 2020 (subject to Shareholder approval at the 2020 AGM)): 16,146 performance rights; • Tranche 2 (vesting 1 July 2021): 16,146 performance rights; • Tranche 3 (vesting 1 July 2022): 16,146 performance rights; and • Tranche 4 (vesting 1 July 2023): 62,159 performance rights.
Performance Hurdles	<p>The Performance Rights will vest subject to the following hurdles:</p> <p>(a) Continued Employment Condition: The Executive must be employed by the Group on the vesting date. This condition may be waived at the sole discretion of the Nomination and Remuneration Committee (Good Leaver).</p> <p>(b) Tranche 4 is also subject to a Financial Performance Condition (as well as the Continued Employment Condition): The Group must meet the minimum return on equity target set by the Nomination & Remuneration Committee for FY21, FY22 and FY23 (annual/non-cumulative measure).</p>

	<p>Should the vesting conditions of any Performance Rights fail to be met, the relevant Performance Rights will expire and be immediately forfeited by the Executive.</p> <p>The Performance Rights are described in detail below.</p>
Other Terms	<p>Each Executive Director will receive his or her 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 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>
Total Remuneration	Mr Didier's remuneration for the period ended 30 June 2020 was \$975,372 as set out in the Company's Annual Report.
Why are Performance Rights being used	The Performance Rights are issued as part of the variable remuneration and are aimed at creating sustainable Shareholder value by providing a link between the Group's performance and the executive's remuneration.
Timing of Grant	If Shareholder approval is given in respect of Resolution 4A, the Performance Rights will be issued to Mr Didier as soon as practicable after the Meeting, and in any event within 1 month of the Meeting.
Voting Prohibition and Exclusion	A voting prohibition and exclusion statement applies to this item of business, as set out in the Notice.
Board Recommendation	Mr Scott Didier AM abstains from making a voting recommendation on Resolution 4A as it relates to a grant of performance rights to him. The other Directors recommend that Shareholders vote in favour of Resolution 4A.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 4A.

Resolution 4B	Approval for issue of Performance Rights to COO under the EEIP
Explanation	Resolution 4B seeks Shareholder approval for the issue of Performance Rights to Mr Lindsay Barber, the Company's Chief Operating Officer and Executive Director, as one component of his total remuneration.
ASX Listing Rules	See above as per Resolution 4A.
Other participants under ASX Listing Rule 10.14	See above as per Resolution 4A.
Corporations Act	See above as per Resolution 4A.
Terms of Performance Rights	See above as per Resolution 4A.
Number of Performance Rights proposed to be granted	The maximum face value of the COO's grant is \$266,887 which equates to 66.7% of his fixed remuneration. The number of performance rights granted is determined by dividing the maximum face value by the volume weighted average price (VWAP) of Shares for the 30 (trading) day period up to and including 24 August 2020 (being the day prior to the day that the Company's FY20 Financial Statements were released to the ASX). Based on a VWAP of \$2.41, the number of performance rights to be granted under Resolution 4B is 110,597.
Performance Period	The performance period will be three years from 1 July 2020 to 1 July 2023: <ul style="list-style-type: none"> • Tranche 1 (vesting 25 August 2020 (subject to Shareholder approval at the 2020 AGM)): 16,146 performance rights; • Tranche 2 (vesting 1 July 2021): 16,146 performance rights; • Tranche 3 (vesting 1 July 2022): 16,146 performance rights; and • Tranche 4 (vesting 1 July 2023): 62,159 performance rights.
Performance Hurdles	See above as per Resolution 4A.
Other Terms	See above as per Resolution 4A.
Total Remuneration	Mr Barber's remuneration for the period ended 30 June 2020 was \$881,487 as set out in the Company's Annual Report.
Why are Performance Rights being used	See above as per Resolution 4A.
Timing of Grant	If Shareholder approval is given in respect of Resolution 4B, the Performance Rights will be issued to Mr Barber as soon as practicable after the Meeting, and in any event within 1 month of the Meeting.
Voting Prohibition and Exclusion	A voting prohibition and 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 4B as it relates to a grant of performance rights to him. The other Directors recommend that Shareholders vote in favour of Resolution 4B.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 4B.

Resolution 4C	Approval for issue of Performance Rights to Mr Adrian Gleeson under the EEIP
Explanation	Resolution 4C seeks Shareholder approval for the issue of performance rights to Mr Adrian Gleeson, the Company's Director of Investor and Business Relations and Executive Director, as one component of his total remuneration.
ASX Listing Rules	See above as per Resolution 4A.
Other participants under ASX Listing Rule 10.14	See above as per Resolution 4A.
Corporations Act	See above as per Resolution 4A.
Terms of Performance Rights	See above as per Resolution 4A.
Number of Performance Rights proposed to be granted	The maximum face value of Mr Gleeson's grant is \$168,757 which equates to 77.3% of his fixed remuneration. The number of performance rights granted is determined by dividing the maximum face value by the volume weighted average price (VWAP) of Shares for the 30 (trading) day period up to and including 24 August 2020 (being the day prior to the day that the Company's FY20 Financial Statements were released to the ASX). Based on a VWAP of \$2.41, the number of performance rights to be granted under Resolution 4C is 69,933.
Performance Period	The performance period will be three years from 1 July 2020 to 1 July 2023: <ul style="list-style-type: none"> • Tranche 1 (vesting 25 August 2020 (subject to Shareholder approval at the 2020 AGM)): 9,498 performance rights; • Tranche 2 (vesting 1 July 2021): 9,498 performance rights; • Tranche 3 (vesting 1 July 2022): 9,498 performance rights; and • Tranche 4 (vesting 1 July 2023): 41,439 performance rights.
Performance Hurdles	See above as per Resolution 4A.
Other Terms	See above as per Resolution 4A.
Total Remuneration	Mr Gleeson's remuneration for the period ended 30 June 2020 was \$495,100 as set out in the Company's Annual Report.

Why are Performance Rights being used	See above as per Resolution 4A.
Timing of Grant	If Shareholder approval is given in respect of Resolution 4C, the Performance Rights will be issued to Mr Gleeson as soon as practicable after the Meeting, and in any event within 1 month of the Meeting.
Voting Prohibition and Exclusion	A voting prohibition and 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 4C as it relates to a grant of performance rights to him. The other Directors recommend that Shareholders vote in favour of Resolution 4C.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 4C.

Resolution 4D	Approval for issue of Performance Rights to Ms Philippa Turnbull under the EEIP
Explanation	Resolution 4D seeks Shareholder approval for the issue of performance rights to Ms Philippa Turnbull, the Executive General Manager, Business Development and Marketing and Executive Director, as one component of her total remuneration.
ASX Listing Rules	See above as per Resolution 4A.
Other participants under ASX Listing Rule 10.14	See above as per Resolution 4A.
Corporations Act	See above as per Resolution 4A.
Terms of Performance Rights	See above as per Resolution 4A.
Number of Performance Rights proposed to be granted	The maximum face value of Ms Turnbull's grant is \$151,568 which equates to 84.1% of her fixed remuneration. The number of performance rights granted is determined by dividing the maximum face value by the volume weighted average price (VWAP) of Shares for the 30 (trading) day period up to and including 24 August 2020 (being the day prior to the day that the Company's FY20 Financial Statements were released to the ASX). Based on a VWAP of \$2.41, the number of performance rights to be granted under Resolution 4D is 62,811.
Performance Period	The performance period will be three years from 1 July 2020 to 1 July 2023: <ul style="list-style-type: none"> Tranche 1 (vesting 25 August 2020 (subject to Shareholder approval at the 2020 AGM)): 7,124 performance rights;

	<ul style="list-style-type: none"> • Tranche 2 (vesting 1 July 2021): 7,124 performance rights; • Tranche 3 (vesting 1 July 2022): 7,124 performance rights; and • Tranche 4 (vesting 1 July 2023): 41,439 performance rights.
Performance Hurdles	See above as per Resolution 4A.
Other Terms	See above as per Resolution 4A.
Total Remuneration	Ms Turnbull's remuneration for the period ended 30 June 2020 was \$410,190.
Why are Performance Rights being used	See above as per Resolution 4A.
Timing of Grant	If Shareholder approval is given in respect of Resolution 4D, the Performance Rights will be issued to Ms Turnbull as soon as practicable after the Meeting, and in any event within 1 month of the Meeting.
Voting Prohibition and Exclusion	A voting prohibition and exclusion statement applies to this item of business, as set out in the Notice.
Board Recommendation	Ms Philippa Turnbull abstains from making a voting recommendation on Resolution 4D as it relates to a grant of performance rights to her. The other Directors recommend that Shareholders vote in favour of Resolution 4D.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 4D.

Resolution 4E	Approval for issue of Performance Rights to Mr Nicholas Carnell under the EEIP
Explanation	Resolution 4E seeks Shareholder approval for the issue of performance rights to Mr Nicholas Carnell, the Group Executive General Manager and Executive Director, as one component of his total remuneration.
ASX Listing Rules	See above as per Resolution 4A.
Other participants under ASX Listing Rule 10.14	See above as per Resolution 4A.
Corporations Act	See above as per Resolution 4A.
Terms of Performance Rights	See above as per Resolution 4A.
Number of Performance Rights proposed to be granted	The maximum face value of Mr Carnell's grant is \$182,508 which equates to 79.4% of his fixed remuneration. The number of performance rights granted is determined by dividing the maximum face value by the volume weighted average price (VWAP) of Shares for the 30 (trading) day period up to and including 24 August 2020 (being the day prior to the day that the Company's

	FY20 Financial Statements were released to the ASX). Based on a VWAP of \$2.41, the number of performance rights to be granted under Resolution 4D is 75,630.
Performance Period	The performance period will be three years from 1 July 2020 to 1 July 2023: <ul style="list-style-type: none"> • Tranche 1 (vesting 25 August 2020 (subject to Shareholder approval at the 2020 AGM)): 11,397 performance rights; • Tranche 2 (vesting 1 July 2021): 11,397 performance rights; • Tranche 3 (vesting 1 July 2022): 11,397 performance rights; and • Tranche 4 (vesting 1 July 2023): 41,439 performance rights.
Performance Hurdles	See above as per Resolution 4A.
Other Terms	See above as per Resolution 4A.
Why are Performance Rights being used	See above as per Resolution 4A.
Total Remuneration	Mr Carnell's remuneration for the period ended 30 June 2020 was \$577,865.
Timing of Grant	If Shareholder approval is given in respect of Resolution 4E, the Performance Rights will be issued to Mr Carnell as soon as practicable after the Meeting, and in any event within 1 month of the Meeting.
Voting Prohibition and Exclusion	A voting prohibition and exclusion statement applies to this item of business, as set out in the Notice.
Board Recommendation	Mr Nicholas Carnell abstains from making a voting recommendation on Resolution 4E as it relates to a grant of performance rights to him. The other Directors recommend that Shareholders vote in favour of Resolution 4E.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 4E.

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.
EEIP	Means Employee and Executive Incentive Plan.
Explanatory Memorandum	Means this explanatory memorandum accompanying and forming part of the Notice.
FY20	Means the financial year from 1 July 2019 to 30 June 2020.
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 2020 to which the Notice relates.
Notice	Means this notice of meeting of the Company, including the accompanying Explanatory Memorandum.
Performance Right	means a contractual right to receive a Share if nominated performance milestones are achieved.
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.

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Step 1

Open your web browser and go to <https://agmlive.link/JLG20> and select the relevant meeting.

Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

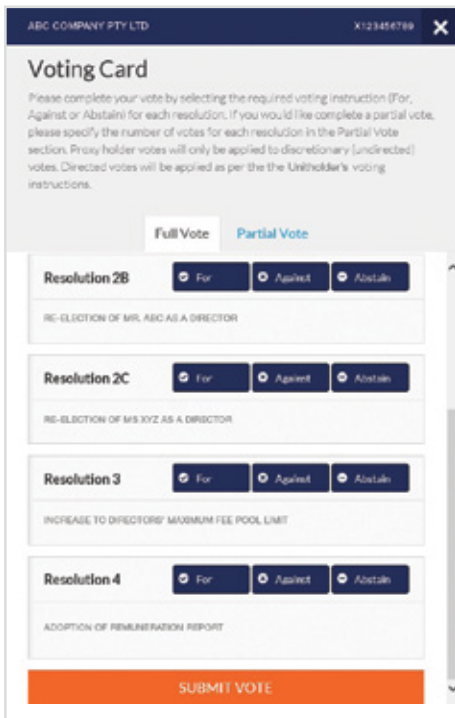
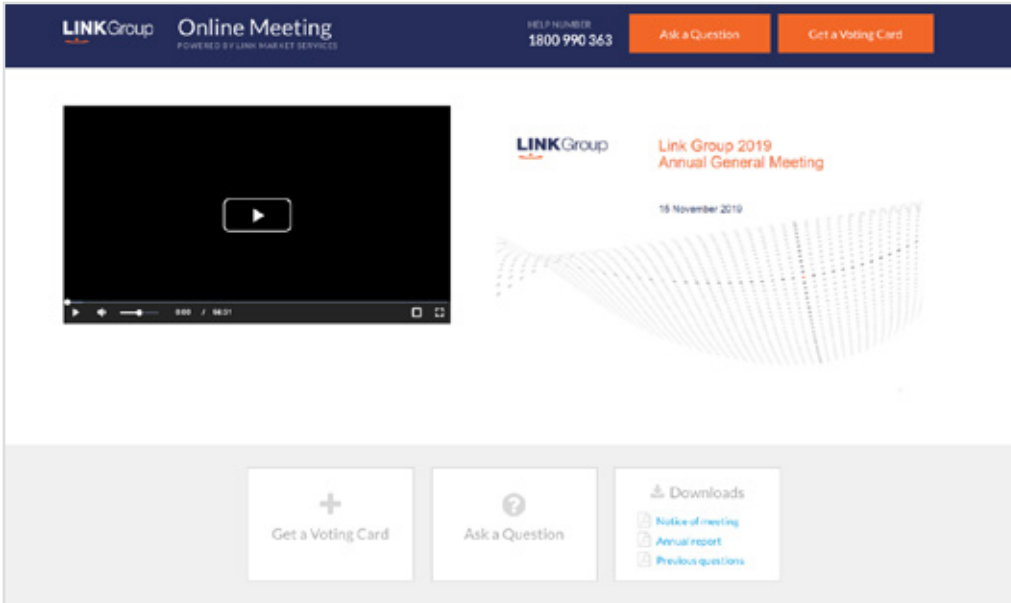
A screenshot of a "Voting Card" registration modal window. The window has a white background and a close button (X) in the top right corner. The title is "Voting Card" and the subtitle is "Please provide your Shareholder or Proxy details". There are two sections: "SHAREHOLDER DETAILS" and "PROXY DETAILS". The "SHAREHOLDER DETAILS" section has two input fields: "Shareholder Number" and "Post Code". Below these is a link for "Outside Australia" and an orange button labeled "SUBMIT DETAILS AND VOTE". A "OR" separator is in the middle. The "PROXY DETAILS" section has one input field: "Proxy Number" and an orange button labeled "SUBMIT DETAILS AND VOTE".

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

Once voting has been closed all voting cards will automatically be submitted and cannot be changed.

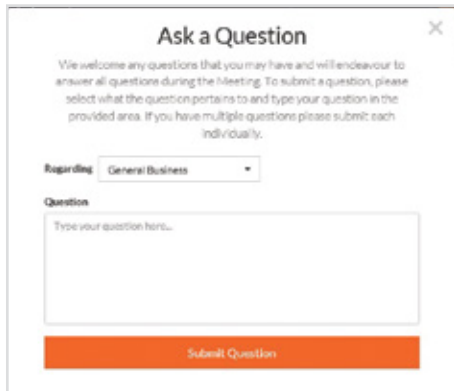
At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



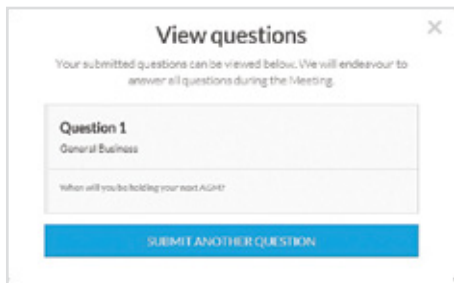
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



3. Downloads

View relevant documentation in the Downloads section.

Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

At the close of the meeting any votes you have placed will automatically be submitted.

Contact us

Australia

T 1300 554 474

E info@linkmarketservices.com.au

New Zealand

T +64 9 375 5998


E enquiries@linkmarketservices.co.nz

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

LODGEMENT 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 **10:30am (AEDT) on Wednesday, 18 November 2020**, 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).

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 and email address 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 Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

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



X99999999999

PROXY FORM

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

STEP 1

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 and email of the person or body corporate you are appointing as your proxy (an email will be sent to your appointed proxy with details on how to access the virtual meeting)

Name

Email

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 **10:30am (AEDT) on Friday, 20 November 2020** (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/JLG20> (refer to details in the Notice of Meeting.).

Important for Resolutions 1, 3A, 3B, 4A, 4B, 4C, 4D & 4E: 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, 4A, 4B, 4C, 4D & 4E, 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.

STEP 2

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"/>	3B	Approval of Employee Loan Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2A	Re-Election of Peter Nash as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4A	Approval for issue of Performance Rights to CEO under the EEIP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2B	Re-Election of Adrian Gleeson as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4B	Approval for issue of Performance Rights to COO under the EEIP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2C	Re-Election of Curtis Mudd as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4C	Approval for issue of Performance Rights to Mr Adrian Gleeson under the EEIP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2D	Re-Election of Philippa Turnbull as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4D	Approval for issue of Performance Rights to Ms Philippa Turnbull under the EEIP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2E	Re-Election of Nicholas Carnell as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4E	Approval for issue of Performance Rights to Mr Nicholas Carnell under the EEIP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2F	Re-Election of Peter Dixon as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
3A	Approval of Employee and Executive Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					



* 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.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

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 PRX2001N

