



15 September 2022

ASX ANNOUNCEMENT

**APA Group (ASX: APA)**

## Notice of Annual Meeting

APA Group (ASX: APA), provides the attached documents:

- Notice of Annual Meeting 2022
- Proxy form

**Authorised for release by Amanda Cheney**

Company Secretary  
APA Group Limited

For further information, please contact:

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### About APA Group (APA)

APA is a leading Australian Securities Exchange (ASX) listed energy infrastructure business. We own and/or manage and operate a diverse, \$21 billion portfolio of gas, electricity, solar and wind assets. Consistent with our purpose to strengthen communities through responsible energy, we deliver approximately half of the nation's gas usage and connect Victoria with South Australia and New South Wales with Queensland through our investments in electricity transmission assets. We are also one of the largest owners and operators of renewable power generation assets in Australia, with wind and solar projects across the country.

APA Infrastructure Limited is a wholly owned subsidiary of APA Infrastructure Trust and is the borrowing entity of APA Group.

For more information visit APA's website, [apa.com.au](http://apa.com.au).

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powering  
ahead**



apa

## Notice of Annual Meeting 2022

APA Infrastructure Trust (ARSN 091 678 778) and APA Investment Trust (ARSN 115 585 441)

**Wednesday, 19 October 2022 at 10:30am (AEDT)**

**Important:** This year the Annual Meeting of APA Group will be held as a hybrid meeting. Securityholders and proxyholders will be able to participate in the meeting either in-person or virtually via our online meeting platform at <https://meetings.linkgroup.com/APA22>, or by telephone on 1800 718 543 or +61 2 9189 2005.

All eligible APA Group Securityholders should consider voting on the proposed resolutions.

Your vote is important and we thank you for your support.

If you are unable to participate in the meeting on the day, please register your vote by completing and returning a proxy form, or lodging your proxy online, before **10:30am (AEDT) on Monday, 17 October 2022**.

Even if you plan to participate in the meeting, we encourage you to submit a directed proxy vote to make sure that your vote will be counted if for any reason you cannot vote on the day (for example, if there is an issue preventing your attendance or with your internet connection).



15 September 2022

Dear Securityholder

**APA Group Annual Meeting**

On behalf of APA Group Limited, the responsible entity of APA Infrastructure Trust and APA Investment Trust, I confirm that the Annual Meetings of those trusts are to be held concurrently, on Wednesday, 19 October 2022 at 10:30am (AEDT).

The Annual Meeting will be held as a hybrid meeting, with Securityholders able to attend in person at the Wesley Conference Centre, 220 Pitt Street Sydney NSW 2000 or via our online meeting platform or by telephone. I invite you to attend in person, or participate online or by telephone.

The Annual Meeting is an important event on the APA Group calendar. It not only provides the opportunity to update Securityholders on performance for the prior financial year, but also offers you the opportunity to ask questions and vote on items of business.

Further details on how to participate in the Annual Meeting are set out below.

- **Attending in person:** APA Group Securityholders and proxyholders may participate in the meeting in-person at Wesley Conference Centre, 220 Pitt Street, Sydney NSW 2000.
- **Participating online:** Securityholders and proxyholders may participate in the meeting virtually via our online meeting platform at <https://meetings.linkgroup.com/APA22>. To do this you will need a desktop, mobile or tablet device with internet access. When you log onto the online platform on the morning of the meeting you will need to provide your details (including your SRN or HIN) to be verified as a Securityholder or proxyholder. Following this you will be given details as to how to vote and submit questions during the meeting. During the meeting Securityholders and proxyholders participating virtually will be able to ask questions and submit their votes through the online meeting platform.
- **Participating via telephone:** Securityholders and proxyholders may participate in the meeting by telephone on 1800 718 543 or +61 2 9189 2005. To do this you will need a landline or mobile phone. You will also need to provide your unique PIN, which must be obtained by contacting Link Market Services on +61 1800 990 363 by 10:30am on 17 October 2022. You will need to provide the name and SRN or HIN of your holdings, for verification purposes. Securityholders participating via telephone will be able to ask questions during the meeting.

Further information regarding how to participate on the online platform or by telephone is detailed in the Virtual Meeting Guide which is available at both <https://www.apa.com.au/investors/annual-meeting> and <https://meetings.linkgroup.com/APA22>.

At the meeting, we will provide a report to Securityholders on the results and activities of APA Group for the financial year to 30 June 2022. Securityholders are encouraged to consider and vote on the following resolutions, as detailed in the Notice of Meeting:

- To adopt the APA Group's Remuneration Report for the year ended 30 June 2022.
- To approve the APA Group's Climate Transition Plan.
- To approve the nominations of James Fazzino and Rhoda Phillippo as Directors of APA Group Limited. Each of them, being eligible, is standing for re-election. Details of their experience and qualifications are provided in the Explanatory Notes to the enclosed Notice of Meeting.

Further details in relation to these resolutions are set out in the Explanatory Notes to the enclosed Notice of Meeting.

Steven (Steve) Crane will retire from the APA Group Limited Board prior to the 2022 Annual Meeting and will not be standing for re-election as a Director. Since his commencement in 2011, Steve has provided extensive experience, balance and insight to the Board, over an extraordinary period of growth for the business. On behalf of all at APA Group, we thank Steve for his service to the Board.

We appreciate receiving feedback from Securityholders on any aspect of APA Group and its business, and so invite you to send your comments or questions in advance of the meeting using the form enclosed with your proxy, by email to [apagroup@linkmarketservices.com.au](mailto:apagroup@linkmarketservices.com.au), or online with your proxy appointment. Please submit any questions by 5:00pm (AEDT) on Wednesday 12 October 2022. During the meeting, I will endeavour to answer as many of the more frequently asked questions as reasonably possible.

If however you are unable to participate the meeting by the options provided to you, please either lodge your proxy online or complete your enclosed proxy form and lodge it in accordance with the instructions in the Notice of Meeting, so that it is received by APA Group's registry before 10.30am (AEDT) on Monday, 17 October 2022.

We look forward to your participation in the meeting.

Sincerely

**Michael Fraser**

Chairman

APA Group Limited

## Notice of Annual Meeting

Notice is given that a meeting of the Securityholders of each of APA Infrastructure Trust (ARSN 091 678 778) and APA Investment Trust (ARSN 115 585 441), which together comprise APA Group, will be held as follows:

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|             |                |
|-------------|----------------|
| <b>Time</b> | 10:30am (AEDT) |
|-------------|----------------|

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|             |                            |
|-------------|----------------------------|
| <b>Date</b> | Wednesday, 19 October 2022 |
|-------------|----------------------------|

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**Attendance details** Securityholders may attend the meeting by:

- Attending in person at the Wesley Conference Centre, 220 Pitt Street Sydney NSW 2000
- Online meeting platform at <https://meetings.linkgroup.com/APA22>
- Telephone on 1800 718 543 or +61 2 9189 2005

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This notice is issued by APA Group Limited (ACN 091 344 704 and AFSL 239 927) as responsible entity of APA Infrastructure Trust and APA Investment Trust.

## Items of Ordinary Business

### 1. Adoption of the Remuneration Report.

Votes on this resolution are advisory only and do not bind the Directors or APA Group. The Directors will consider the outcome of the vote and comments made by Securityholders on the Remuneration Report when reviewing APA Group's remuneration policies.

Securityholders are asked to consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

**Resolution 1:**

*That the Remuneration Report for the year ended 30 June 2022 be adopted.*

APA Group will disregard any votes cast on this resolution by or on behalf of certain Securityholders. Details of the voting exclusions applicable to Resolution 1 are set out in the "Voting Exclusions" section on page 6.

### 2. Approval of APA Group's Climate Transition Plan.

Votes on this resolution are advisory only and do not bind the Directors or APA Group. The Directors will consider the outcome of the vote and comments made by Securityholders on the Climate Transition Plan.

Securityholders are asked to consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution:

**Resolution 2:**

*That the Climate Transition Plan be approved.*

### 3. Nomination of James Fazzino for re-election as a Director.

James Fazzino retires by rotation as a Director of APA Group Limited and offers himself for re-election.

APA Group Limited has nominated Mr Fazzino to be re-elected as a Director of APA Group Limited and Mr Fazzino, being eligible, has indicated that he wishes to seek re-election. Information about his qualifications and experience are set out in the Explanatory Notes to this Notice.

Securityholders are asked to consider and, if thought fit, pass the following resolution as an ordinary resolution:

**Resolution 3:**

*That the nomination of James Fazzino to be re-elected as a Director of APA Group Limited be approved.*

## Notice of Annual Meeting continued

#### 4. Nomination of Rhoda Phillippo for re-election as a Director.

Rhoda Phillippo retires by rotation as a Director of APA Group Limited and offers herself for re-election.

APA Group Limited has nominated Ms Phillippo to be re-elected as a Director of APA Group Limited and Ms Phillippo, being eligible, has indicated that she wishes to seek re-election. Information about her qualifications and experience are set out in the Explanatory Notes to this Notice.

Securityholders are asked to consider and, if thought fit, pass the following resolution as an ordinary resolution:

**Resolution 4:**

*That the nomination of Rhoda Phillippo to be re-elected as a Director of APA Group Limited be approved.*

By order of the Board of APA Group Limited as responsible entity of APA Infrastructure Trust and APA Investment Trust.



**Amanda Cheney**  
Company Secretary  
APA Group Limited  
15 September 2022

The Explanatory Notes accompanying this Notice of Meeting form part of this Notice of Meeting and provide information relating to the resolutions and the responsible entity's reasons for proposing the resolutions.

## Information for Securityholders

### Required Majority

Resolutions 1 through 4 are ordinary resolutions, and will be passed if more than 50% of the votes cast by Securityholders (in their personal capacity or by proxy) entitled to vote on the resolutions are in favour of them.

All items of business set out in the Notice of Meeting will be decided by way of a poll.

### Appointment of Chairman

In accordance with the *Corporations Act 2001* and the Constitutions of APA Infrastructure Trust and APA Investment Trust, APA Group Limited has appointed Michael Fraser, Chairman of APA Group Limited, to act as Chairman of the meeting.

### Right to Appoint a Proxy or Attorney

A Securityholder has the right to appoint a proxy to participate in and vote at the meeting on their behalf. A proxy does not need to be a Securityholder in APA Group, and you may appoint the Chairman of the meeting as your proxy. A Securityholder may appoint two proxies and, if a Securityholder does so, they may specify the proportion or number of votes each proxy is appointed to exercise. The Proxy Form includes instructions on how to vote and appoint a proxy.

To be effective, a Proxy Form (and, if relevant, any Power of Attorney under which it was signed) must be received at Link Market Services, the registry of APA Group, by no later than 10.30am (AEDT) on Monday, 17 October 2022 as follows:

#### *By hand delivery*<sup>1</sup>

Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150  
or Level 12, 680 George Street, Sydney NSW 2000

#### *By post*

APA Group  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South, NSW, 1235

*By facsimile:* +61 2 9287 0309

*Electronically:* Log onto the registry website, [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) and follow the prompts and instructions.

A Securityholder also has the right to appoint an attorney to participate in and vote at the meeting on their behalf. If the Securityholder is an individual the power of attorney must be signed in the presence of at least one witness. For the appointment of an attorney to be effective for the meeting, the original power of attorney or a certified copy of the same must be received at Link Market Services (at the details set out above) by no later than 10.30am (AEDT) on Monday, 17 October 2022.

### Voting Entitlement

Securityholders registered as holders of securities in APA Group as at 7.00pm (AEDT) on Monday, 17 October 2022 will be entitled to participate in and vote at the meeting (subject to any applicable voting exclusion).

### Participating in the Meeting

#### *Attending in Person*

Securityholders may attend the meeting in person at the Wesley Conference Centre, 220 Pitt Street, Sydney NSW 2000.

The health and safety of all attendees is of paramount importance. We will observe all government requirements for Covid-19 that apply at the time of the Annual Meeting, and may adopt other precautionary measures necessary for the health and safety of Securityholders, employees and other stakeholders.

If it becomes necessary or appropriate to modify arrangements for the Annual Meetings from those set out in the Notice of Meeting, APA Group will notify Securityholders and proxyholders accordingly via the APA Group's website (<https://www.apa.com.au/investors/annual-meeting>) and the ASX announcement platform.

#### *Participating via the Online Platform and Telephone*

Securityholders and proxyholders can watch, ask questions, make comments and vote in real time during the meeting through an online meeting platform at <https://meetings.linkgroup.com/APA22>.

To register, Securityholders will need their securityholder number and postcode. Proxyholders will need their proxy number which will be provided by Link Market Services following lodgement of the proxy appointment and no later than 48 hours prior to the meeting. Participants should register at least 15 minutes before the meeting. Further information can be found in the Virtual Meeting Guide, which will be posted on APA Group's website prior to the Annual Meeting.

Alternately, Securityholders and proxyholders can participate in the meeting by 1800 718 543 or +61 2 9189 2005. Securityholders and proxyholders participating via telephone will be able ask questions during the meeting.

You will require your unique PIN, which must be obtained by contacting Link Market Services on +61 1800 990 363 by 10:30am (AEDT) on Monday, 17 October 2022.

1. Subject to any COVID-19 public health orders and restrictions.

## Information for Securityholders continued

### Written Questions

Securityholders are encouraged to submit written questions on any aspect of APA Group and its business, in advance of the meeting using the form enclosed with your proxy, by email to [apagroup@linkmarketservices.com.au](mailto:apagroup@linkmarketservices.com.au), or online with your proxy appointment. Please submit any questions by 5:00pm (AEDT) on Wednesday, 12 October 2022.

The Chairman will endeavour to address as many of the more frequently raised relevant questions as possible during the course of the meeting. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to shareholders.

### Technical Difficulties

The Chairman has discretion as to whether and how the meeting should proceed if a technical difficulty arises affecting online participants. In exercising this discretion, the Chairman will have regard to the number of Securityholders impacted and the extent to which participation in the business of the meeting is affected. Where the Chairman considers it appropriate, the Chairman may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

As previously noted, even if Securityholders plan to participate in the meeting virtually or by telephone, in order to ensure that potential technical difficulties do not affect your participation, Securityholders are still encouraged to lodge a directed proxy by 10.30am (AEDT) on Monday, 17 October 2022.

### Voting Exclusion

The *Corporations Act 2001* requires that listed companies exclude their key management personnel (referred to as "KMP") from voting on certain matters relating to remuneration. Specified persons are also excluded from voting on certain matters relating to remuneration under the ASX Listing Rules. In accordance with the Corporate Governance Framework adopted by the Board effective 1 July 2017, APA Group has determined that those voting exclusions will apply to APA Group as if APA Group was a listed company.

The voting exclusion applicable in respect of the 2022 Annual Meeting of Securityholders is described below.

#### *Voting Exclusion applicable to Resolution 1*

APA Group will disregard any votes cast on Resolution 1:

- by or on behalf of a member of APA Group's KMP named in the Remuneration Report for the year ended 30 June 2022 or their closely related parties (regardless of the capacity in which the vote is cast); or
- as proxy by a person who is a member of APA Group's KMP on the date of the Annual Meeting or their closely related parties, unless the vote is cast on Resolution 1:
  - as proxy for a person entitled to vote, in accordance with a direction given to the proxy to vote on the resolution in that way; or
  - by the person chairing the meeting pursuant to a proxy appointment which expressly authorises the Chairman of the meeting to exercise the proxy (even though Resolution 1 is connected with the remuneration of the KMP).

#### *What this means for Securityholders*

If you intend to appoint a member of APA Group's KMP (other than the Chairman) as your proxy, please ensure that you direct them how to vote on Resolution 1 by completing the "Voting Directions" section of the proxy form (for example if you wish to vote for, against, or abstain from voting). If you do not direct them how to vote, the vote will be disregarded.

If you intend to appoint the Chairman of the meeting as your proxy, you can direct him how to vote by completing the "Voting Directions" section on the proxy form or, you can choose not to complete this section for Resolution 1 and give the Chairman of the meeting your express authority to vote your undirected proxy (in which case the Chairman intends to vote in favour of Resolution 1).

### Corporate Representatives

A company wishing to appoint a person to act as its representative at the meeting must provide that person with a letter executed in accordance with that company's Constitution and the *Corporations Act 2001* authorising him or her to act as the Securityholder's representative.

## Explanatory Notes

### Resolution 1: Adoption of the Remuneration Report

The purpose of Resolution 1 is to adopt the Remuneration Report for the year ended 30 June 2022. The Remuneration Report, commencing on page 38 of the APA Group 2022 Annual Report, is also available on the website [www.apa.com.au](http://www.apa.com.au).

Consistent with the Corporate Governance Framework adopted by the Board effective 1 July 2017, the Board has determined that APA Group Securityholders will be able to vote on APA Group's Remuneration Report each year.

The Remuneration Report outlines APA Group's remuneration framework and remuneration outcomes for Directors and other KMP for the year ended 30 June 2022. The Board and the People and Remuneration Committee believe the remuneration framework provides a robust remuneration and reward system that aligns employee and investor interests while facilitating the attraction, retention and development of employees.

The vote on Resolution 1 is advisory only and does not bind the Directors or APA Group. However, in accordance with the Corporate Governance Framework, if at two consecutive Annual Meetings at least 25% of the votes cast on the Remuneration Report are voted against its adoption, then it will trigger the 'two strikes' mechanism in the *Corporations Act 2001*.

Securityholders will have an opportunity to ask questions and make comments on the Remuneration Report at the meeting before voting on whether to adopt the report. The Board will consider and take into account the outcome of the vote and feedback from Securityholders on the Remuneration Report when reviewing APA Group's remuneration policies.

The Board recommends that Securityholders vote in favour of adoption of the Remuneration Report.

### Resolution 2: Approval of the Climate Transition Plan

The purpose of Resolution 2 is to seek approval of APA Group's Climate Transition Plan.

The Climate Transition Plan was published on the APA website (<https://www.apa.com.au/globalassets/asx-releases/2022/climate-transition-plan-2022>) and released to ASX on 24 August 2022.

As a leading Australian-owned and listed energy infrastructure business, APA Group is playing a pivotal role in delivering energy security and supporting the transition through our gas infrastructure and renewable energy generation asset portfolios and electricity transmission investments, consistent with our strategy.

APA Group's Climate Transition Plan is an important next step in APA's commitment to actively participate and support Australia's energy transition, and which we believe is consistent with the objectives of the Paris Agreement. It includes:

- an overview of APA Group's emissions profile across power generation, electricity transmission and gas infrastructure (including Scope 1 and 2, and an estimation of Scope 3 emissions);
- updated climate targets, goals and commitments for 2030, 2040 and 2050 tailored to APA Group's power generation, electricity transmission and gas infrastructure businesses;
- an overview of APA Group's strategy and action plan for reducing the operational emissions intensity of its power generation and electricity transmission businesses, and the operational emissions associated with its gas infrastructure business;
- analysis regarding the resilience of aspects of the APA Group asset portfolio under different climate scenarios; and
- information regarding APA Group's management of climate related risks and its governance systems for overseeing them.

This advisory vote is intended to provide a forum for Securityholders to discuss and provide feedback on the Climate Transition Plan. APA Group believes it is important for all Securityholders to have an opportunity to engage with us on our climate strategy and actions.

The advisory vote is not binding but the Directors will take the outcome of the vote and discussion at the meeting into account in determining how APA Group progresses, evaluates and looks to improve upon the initiatives set out in the Climate Transition Plan. The Directors retain ultimate responsibility for APA Group's strategy with respect to responding to climate change.

From FY23, APA Group will provide an annual performance report against progress made on the material targets, goals and commitments contained in the Climate Transition Plan.

The Board recommends that Securityholders vote in favour of approving the Climate Transition Plan.

### Resolutions 3 and 4: Nomination of James Fazzino and Rhoda Phillippo for re-election as Directors of APA Group Limited

#### *Retirement and re-election of James Fazzino and Rhoda Phillippo as Directors*

Under the Constitution of the responsible entity, APA Group Limited, at each Annual General Meeting of the company one third of the Directors, or the nearest whole number thereto, and any other Directors who have held office for three years since re-election, must retire from office. They are, however, eligible for re-election.

Accordingly, Mr Fazzino and Ms Phillippo will retire as Directors at the 2022 Annual General Meeting of APA Group Limited. They are both, however, eligible for re-election as Directors.

#### *Nomination by Securityholders*

The constituent documents of APA Group Limited require the company to use its best endeavours to afford unitholders of APA Infrastructure Trust (being APA Group Securityholders) the opportunity to nominate candidates to fill vacancies on the Board of Directors of APA Group Limited ("Board"). Details of how candidates could be validly nominated was made available on APA Group's website (<https://www.apa.com.au/investors/annual-meeting/nominations-for-position-of-director>) throughout the nominations period which was included in APA Group's 2022 calendar of events announced to ASX.

Nominations were required to be received by 5.00pm (Sydney time) on 19 August 2022. No nominations were received within that timeframe.

## Explanatory Notes continued

### ***Nomination of James Fazzino and Rhoda Phillippo***

The constituent documents of APA Group Limited also provide that the company may itself nominate a person to fill the office of any retiring Director and is required to use its best endeavours to afford Securityholders the opportunity to approve such nomination. APA Group Limited has therefore nominated James Fazzino and Rhoda Phillippo to fill the vacancies that will arise on their retirement as Directors.

In considering whether to support the re-election of James Fazzino and Rhoda Phillippo, the Board assessed the performance and contributions of each of them as a Director, and how their qualifications, experience and knowledge complement the skills and experience represented on the Board as a whole and contribute to the performance of the Board. None of the nominees participated in the Board discussion with respect to their own candidature.

On the basis of that analysis, the Board (in the case of each of the nominations referred to above, other than the nominee themselves) recommends to Securityholders the nomination of James Fazzino and Rhoda Phillippo for re-election as Directors of APA Group Limited, and Securityholders are being given the opportunity to approve those nominations at the meeting.

### ***Re-election of Directors***

If Securityholders approve (by ordinary resolution) the nomination of James Fazzino and Rhoda Phillippo at the meeting, pursuant to the Constitution of APA Group Limited they will be re-elected as Directors of that company at the company's 2022 Annual General Meeting. If Securityholders do not approve any of those nominations, APA Group Limited will not nominate that person for re-election to the Board.

As APA Group Limited only has one member, APA Infrastructure Limited, under the *Corporations Act 2001* it is not required to hold an Annual General Meeting and may instead pass a resolution by the sole member recording and signing the record of the resolution. Therefore, the resolution with respect to the re-election of the successful nominees will be recorded and signed by the sole member of APA Group Limited after the close of the Annual Meeting of Securityholders.

Re-elected Directors will hold office for a term not exceeding three years and will be subject to retirement by rotation in accordance with the Constitution of APA Group Limited.

### **Resolution 3: Nomination of James Fazzino for Re-Election as a Director**

#### **James Fazzino**

BEc (Hons) FCPA

#### ***Independent, Non-Executive Director***

James was appointed a Director of APA Group Limited on 21 February 2019. James has experience both locally and internationally in industrial chemicals, fertilisers, explosives and manufacturing sectors.

James is currently the Chair of Manufacturing Australia and Tassal Group Limited, and a Director of Rabobank Australia Limited. He is also a convenor of the Champions of Change Coalition.

He was formerly the Chairman of Osteon Medical, Managing Director and Chief Executive Officer of Incitec Pivot Limited and before that its Finance Director and Chief Financial Officer.

James is a member of the Audit and Risk Management Committee and a member of the Health, Safety, Environment and Heritage Committee.

The Board has reviewed James' performance and believes that James continues to provide a valuable contribution to the Board, noting his extensive corporate and business experience with APA Group and other companies he has served in an executive and non-executive capacity.

Having regard to his experience and his contribution to Board discussions to date, the Board (other than Mr Fazzino) recommends that Securityholders vote in favour of Mr Fazzino's nomination for re-election as a Director.

### **Resolution 4: Nomination of Rhoda Phillippo for Re-Election as a Director**

#### **Rhoda Phillippo**

MSc Telecommunications Business GAICD

#### ***Independent, Non-Executive Director***

Rhoda was appointed a Director of APA Group Limited on 1 June 2020, and has considerable experience in the telecommunications, IT and energy sectors.

Rhoda is currently Chairperson of Kinetic IT Pty Ltd, and a Non-Executive Director with Pacific Hydro. She is also an advisor to the Board of Tally Group, an energy billing solutions provider. She is formerly a Non-Executive Director of Datacom Group Limited, Vocus Group Ltd and LINQ, the Chairman of Snapper Services in New Zealand and Deputy Chair of Kiwibank in New Zealand.

Rhoda spent much of her career in the telecommunications industry in the United Kingdom, New Zealand and Australia in senior management positions before joining Optimation, in New Zealand, as Chief Executive Officer. Rhoda later joined HRL Morrison & Co and, during this time, was Managing Director of Lumo Energy for two years.

Rhoda is a member of the Health, Safety, Environment and Heritage Committee and a member of the People and Remuneration Committee.

The Board has reviewed Rhoda's performance and believes that Rhoda continues to provide a valuable contribution to the Board, noting her extensive corporate and business experience with APA Group and other companies she has served in an executive and non-executive capacity.

Having regard to her experience and her contributions to Board discussions to date, the Board (other than Ms Phillippo) recommends that Securityholders vote in favour of Ms Phillippo's nomination for re-election as a Director.



APA Group Ltd ACN 091 344 704  
AFSL 239927  
APA Infrastructure Trust ARSN 091 678 778  
APA Investment Trust ARSN 115 585 441  
APA Group

## LODGE YOUR VOTE

 **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

 **BY MAIL**  
APA Group  
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  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150; or  
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**  
Telephone: 1800 992 312 Overseas: +61 1800 992 312

## LODGE MENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:30am on Monday, 17 October 2022**, 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](http://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, securityholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

 **BY MOBILE DEVICE**  
Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your securityholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code



## HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on APA Group's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your APA Group stapled securities 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 securityholder of APA Group.

### 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 Resolution is 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 APA Group stapled securities 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 APA Group stapled securities 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 APA Group's security 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 securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; 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 securityholder 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 Annual Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [vote@linkmarketservices.com.au](mailto:vote@linkmarketservices.com.au) prior to commencement of the meeting in accordance with the Notice of Annual Meeting. A form of the certificate may be obtained from the APA Group's security registry or online at [www.linkmarketservices.com.au](http://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 APA Group and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

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 Meeting of APA Group to be held at **Wednesday, 19 October 2022** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at Wesley Conference Centre, 220 Pitt Street Sydney NSW 2000 or logging in online at <https://meetings.linkgroup.com/APA22> (refer to details in the Virtual Meeting Online Guide). The **Notice of Annual Meeting** can be viewed and downloaded at the Company's website at <https://www.apa.com.au/nom>.

**Important for Resolution 1:** 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 Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of APA Group's Key Management Personnel (**KMP**).

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

STEP 1

### VOTING DIRECTIONS

Proxies will only be valid and accepted by APA Group 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

| Board Recommendation |   | For                      | Against                  | Abstain*                 |
|----------------------|---|--------------------------|--------------------------|--------------------------|
| FOR                  | 1 Adoption of the Remuneration Report                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| FOR                  | 2 Approval of APA Group's Climate Transition Plan             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| FOR                  | 3 Nomination of James Fazzino for re-election as a Director   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| FOR                  | 4 Nomination of Rhoda Phillippo for re-election as a Director | <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 poll and your votes will not be counted in computing the required majority on a poll.

STEP 2

### SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

STEP 3

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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).

APA PRX2201N

