

13 October 2023

Notice of Annual General Meeting 2023

The following documents are attached:

- Notice of Annual General Meeting (**AGM**) 2023
- Sample Proxy Form

A2B Australia Limited will hold its AGM at 11.00am (Sydney time) on Thursday 16 November 2023 in The Gold Melting Room, The Mint, 10 Macquarie Street, Sydney NSW 2000.

Authorised for lodgement by the Board of A2B Australia Limited

For further information please contact:

Investors

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About us

Operating since 1976, over the past 40+ years A2B has grown to become a market leader in the personal transport sector.

For further information, please visit: <https://www.a2baustralia.com/>.

2023 Notice of Annual
General Meeting



To be held at 11am (Sydney time)
on Thursday, 16 November 2023

A2B Australia Limited
ABN 99 001 958 390

A letter from the Chairman

13 October 2023

Dear Shareholder

On behalf of the Board of A2B Australia Limited (**Company**), I would like to invite you to attend the Company's Annual General Meeting (**Meeting**) on Thursday 16 November 2023.

The Meeting details are:

11am (Sydney time) on Thursday 16 November 2023 in The Gold Melting Room, The Mint,
10 Macquarie Street, Sydney NSW 2000.

We encourage you to monitor the Company's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternate arrangements for the holding or conduct of the Meeting.

The Notice of Meeting commences on page 3 and details the items of business to be conducted at the Meeting. Background information on each of the items of business is contained in the Explanatory Notes which form part of the Notice of Meeting.

If you are unable to attend the Meeting, I encourage you to exercise your voting rights by submitting your completed proxy form online by no later than 11am (Sydney time) on Tuesday, 14 November 2023. Alternatively, you can return a completed proxy form to the Company's Share Registry, Link Market Services. Please refer to the Notice of Meeting for further information.

I thank you for your support and look forward to welcoming you at the Annual General Meeting.

Yours sincerely



Mark Bayliss
Executive Chairman

Notice of Meeting

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of A2B Australia Limited (**A2B** or the **Company**) will be held in **The Gold Melting Room, The Mint, 10 Macquarie Street, Sydney NSW 2000** at **11am (Sydney time) on Thursday, 16 November 2023**.

Items of Business

Ordinary Business

A. Financial Statements and Reports

To receive and consider the Consolidated Financial Statements, the Directors' Report and the Independent Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2023 (**FY23**).

B. Remuneration Report

Resolution 1: Adoption of the Remuneration Report

To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2023 be adopted."

Voting exclusion statement

The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the Company's key management personnel (**KMP**) named in the 2023 Remuneration Report or their closely related parties (regardless of the capacity in which the vote is cast); or
- as a proxy by a member of the Company's KMP at the date of the Meeting or their closely related parties,

unless the vote is cast as a proxy for a person entitled to vote on Resolution 1:

- in accordance with the directions in the proxy form; or
- by the Chairman of the Meeting pursuant to an express authorisation in the proxy form to exercise the proxy even though Resolution 1 is connected with the remuneration of the KMP.

C. Re-election of Director

Resolution 2: Re-election of Mr Clifford Rosenberg

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

"That Mr Clifford Rosenberg be re-elected as a Director of the Company."

D. Issuance of Performance Rights

Resolution 3: Approval to Issue Performance Rights to Mark Bayliss

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given to issue Mark Bayliss (Executive Chairman) performance rights as set out in the explanatory note to this Notice of Meeting."

Voting exclusion statement

ASX Listing Rule 10.14 and Corporations Act proxy-voting requirements

Neither Mr Bayliss nor his associates may vote on Resolution 3 unless the vote is cast as a proxy and the appointment is by writing and specifies how the proxy is to vote on Resolution 3. Additional voting exclusions also apply under the Corporations Act and ASX Listing Rules which require the Company to disregard any votes cast on Resolution 3:

- in favour of the resolution by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or any of their associates; or
- as a proxy by a member of the Company's key management personnel at the date of the Meeting or their closely related parties.

However, votes will not be disregarded if they are cast:

- as proxy or attorney for a person entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote on the resolution in that way;
- by the Chairman of the Meeting as a proxy for a person who is entitled to vote on the resolution, pursuant to an express authorisation in the proxy form to exercise the proxy as the Chairman decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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.

Shareholder and Voting Information Notes

Determination of shareholders' rights to vote

For the purposes of the Meeting, the Directors have determined that those shareholders holding shares at **7pm (Sydney time) on Tuesday, 14 November 2023** will be voting members of the Meeting.

These shareholder and Voting Information Notes and the Explanatory Notes form part of this Notice of Meeting.

Shareholders are invited to participate in the AGM in person in The Gold Melting Room, The Mint, 10 Macquarie Street, Sydney NSW 2000 and/or via the appointment of a proxy.

If you are planning to attend in person, please bring the Chairman's letter and proxy form with you to facilitate registration. Registration opens from **10am on the day of the AGM**.

AGM Considerations and Shareholder Questions

A discussion will be held on all items to be considered at the AGM. All shareholders will have a reasonable opportunity to ask questions and make comments during the AGM, including an opportunity to ask questions of the Company's external auditor.

To ensure that as many shareholders as possible have a reasonable opportunity to speak, shareholders are requested to observe the following:

- all shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the Consolidated Financial Statements, Directors' Report (including the Remuneration Report) and Independent Auditor's Report, and general questions about the performance, business or management of the Company;
- if a shareholder has more than one question on an item, all questions should be asked at the one time; and
- shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

Written questions in advance of the AGM must be received by the Company or Link Market Services by **11am (Sydney time) on Tuesday, 14 November 2023**, and can be submitted by email to either investorrelations@a2baustralia.com or registrars@linkmarketservices.com.au.

We will attempt to address the more frequently asked questions in the Chairman's presentations to the Meeting. However, there may not be sufficient time available to address all of the comments and questions raised. Please note that individual responses will not be sent to shareholders.

All Resolutions by Poll

In accordance with the Company's constitution, the Chairman of the Meeting intends to call a poll on each of the resolutions proposed at the AGM. Each resolution considered at the AGM will therefore be conducted by poll, rather than a show of hands.

How to Vote

Voting in person at the Meeting

Voting will be open between the commencement of the Meeting at **11am (Sydney time) on Thursday, 16 November 2023** and the time at which the Chairman of the Meeting announces voting closure.

Appointing a proxy

Please note that:

- a shareholder entitled to vote is entitled to appoint a proxy;
- a shareholder entitled to cast two or more votes is entitled to appoint up to two proxies;
- if a shareholder appoints two proxies, they may specify the proportion or number of votes each proxy may exercise. If no proportion is specified, each of the proxies may exercise half the shareholder's votes;
- if a shareholder appoints two proxies, then both proxies will be entitled to vote on a poll (subject to voting exclusions);
- a proxy need not be a shareholder of the Company;
- a proxy can either be an individual or a body corporate. If a shareholder appoints a body corporate as its proxy, that body corporate will need to ensure that it:
 - appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the *Corporations Act 2001* (Cth) (**Corporations Act**); and
 - provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the Meeting.

If the proxy form is signed by a person as an attorney, the power of attorney (or a certified copy) under which the proxy was signed must be lodged with the proxy form. If you require an additional proxy form, you can contact the Company's Share Registry on +61 1300 554 474, which will supply it on request.

Directed proxies (being those where the proxy has been directed to vote "for", "against" or to "abstain") which are not voted, or not voted in accordance with the direction, will default to the Chairman of the Meeting who must exercise those proxies as directed.

Notice of Meeting (continued)

Unless the Chairman of the Meeting is your proxy, members of the Company's KMP (which includes each of the Directors), or their closely related parties, will not be able to vote as your proxy on Resolution 1, unless you direct them how to vote.

If you intend to appoint a member of the KMP as your proxy, you should ensure that you direct that person how to vote on Resolution 1 and if you appoint the Executive Chairman as your proxy, you should ensure that you direct the Executive Chairman how to vote on Resolution 3.

If you intend to appoint the Executive Chairman as your proxy, you can direct the Executive Chairman how to vote by marking the boxes for the relevant resolution (for example, if you wish to vote "for", "against" or to "abstain" from voting). However, if you do not mark a box next to Resolutions 1, 2 and 3, then by completing and submitting the proxy form, you will be expressly authorising the Executive Chairman to vote as he sees fit in respect of Resolutions 1 and 2 even though they are connected with the remuneration of the Company's KMP, however noting that as the Chairman is not permitted to vote on Resolution 3, your vote for Resolution 3 will be counted as "abstain".

The Chairman of the Meeting intends to vote any undirected proxies in favour of each other Resolution, except for Resolution 3 which the Chairman is not permitted to vote.

Corporate representation

Any corporate shareholder wishing to appoint a person to act as its representative at the Meeting may do so by providing that person with:

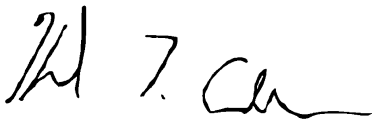
- a letter or certificate, executed in accordance with the corporate shareholder's Constitution, authorising that person to act as the company's representative; or
- a copy of the resolution, certified by the secretary or director of the corporate shareholder, appointing the representative.

Lodgement of proxies & appointment of corporate representation

To be valid, the proxy form (together with any power of attorney) and appointments of corporate representation must be received by the Company's Share Registry, Link Market Services by **11am (Sydney time) on Tuesday, 14 November 2023** in one of the following ways. Proxies and appointments of corporate representation received after this time will not be accepted.

- **Online** by logging on to linkmarketservices.com.au (select 'Voting' and follow the prompts).
- By **post** to A2B Australia Limited C/- Link Market Services Limited Locked Bag A14, Sydney South, NSW 1235 in sufficient time so it is received by Link Market Services by the time and date specified above.
- By **facsimile** to 02 9287 0309 in Australia or to +61 2 9287 0309 if overseas.

By order of the Board



Howard Edelman

General Counsel and Company Secretary

13 October 2023

Explanatory Notes

These Explanatory Notes have been prepared to assist shareholders with their consideration of the items of business proposed in the Notice of Meeting and form part of the Notice.

A. Financial Statements and Reports

The Corporations Act requires the Company's financial statements, Directors' Report and Independent Auditor's Report for the last financial year to be received at the AGM. The financial statements and the reports are contained in the 2023 Annual Report, which is available on the Company's website at a2baustralia.com.

Whilst no resolution is required for this item, shareholders will be given the opportunity to ask questions and make comments on the financial statements and reports and the management of the Company.

The Company's Auditor will be present at the Meeting and shareholders will have the opportunity to ask the Auditor questions in relation to the conduct of the audit, the preparation and content of the Independent Auditor's Report, the Company's accounting policies and the independence of the Auditor.

B. Remuneration Report

Resolution 1: Adoption of the Remuneration Report

Section 250R(2) of the Corporations Act requires that a listed company put to shareholders at its AGM the Remuneration Report contained in the Directors' Report for adoption by way of a non-binding vote.

The Remuneration Report is set out on pages 22 to 36 of the 2023 Annual Report, which can be found on the Company's website at a2baustralia.com.

The Remuneration Report details:

- the Board's policies and strategy in relation to the nature and value of remuneration paid to KMP;
- the relationship between remuneration outcomes and Company performance; and
- a discussion of how the Company's remuneration strategy aligns with the strategic direction of the Company.

The Board is looking forward to receiving shareholders' feedback on the Remuneration Report, and this Resolution provides an opportunity for shareholders to comment on, and ask questions about the 2023 Remuneration Report.

Resolution 1 is an advisory resolution only and does not bind the Directors or the Company. The Board will take into account the outcome of the vote on this Resolution and discussion at the Meeting as it continues to develop and refine the Company's remuneration arrangements going forward.

Recommendation

The Directors recommend that shareholders vote **in favour** of Resolution 1.

C. Re-election of Director

Resolution 2: Re-election of Mr Clifford Rosenberg

Pursuant to Rule 6.1 of the Company's Constitution, Mr Clifford Rosenberg will retire at the Meeting and will offer himself for re-election.

Mr Rosenberg was appointed Director of A2B in August 2017. He is an Independent Non-Executive Director, member of the Audit and Risk Committee and a member of the Remuneration and Nominations Committee. Mr Rosenberg has over 25 years' of experience in the digital space as an entrepreneur and as an executive, with specific experience in disrupting businesses. His previous executive roles include Managing Director, South-East Asia, Australia & New Zealand for LinkedIn (2009–2017), Managing Director of Yahoo! Australia & New Zealand (2003–2006).

Mr Rosenberg is currently a Non-executive Director of JSE listed Bid Corporation and ASX listed TechnologyOne Limited and was previously a Non-executive Director of Afterpay Limited (2017–2020) and Nearmap Limited (2011–2022).

Mr Rosenberg holds a Master of Science in Management (Honours) from the Ben Gurion University of the Negev, and a Bachelor of Business Science (Honours) in Economics and Marketing from the University of Cape Town.

Prior to submitting himself for re-election, Mr Rosenberg acknowledged to the Company that he would have sufficient time to properly fulfil his duties to the Company.

The Board is satisfied that Mr Rosenberg continues to be an independent Director.

Recommendation

The Directors (with Mr Rosenberg abstaining) recommend that shareholders vote **in favour** of Resolution 2.

D. Issuance of Performance Rights

Resolution 3: Approval to Issue Performance Rights to Mark Bayliss

Summary of issuance of performance rights being approved

Shareholder approval is being sought in accordance with ASX Listing Rule 10.14 to issue Mr Bayliss with 500,000 rights to receive fully paid ordinary shares in the Company under the employee incentive scheme for FY24 subject to the vesting conditions and other terms set out in the LTI offer forming part of Mr Bayliss' remuneration package (**Performance Rights**).

The Board acknowledges the significant turnaround achieved under the dedicated leadership of Executive Chairman Mark Bayliss during FY23 and continuing into FY24. In addition to A2B's stronger operational and financial position, FY23 highlights include the successful property divestment achieved in line with May 2022 independent valuations, despite sharply deteriorating property market conditions. This transaction will allow significant value to be returned to shareholders via an expected \$0.55 cent special fully franked dividend, currently anticipated to be paid on settlement in December 2023.

Now that a return to profitability has been achieved, the Board prepared a renewed remuneration framework for FY24 to reflect A2B's focus on driving continued profitability and growth. The remuneration framework for FY24 focuses on rewarding growth in shareholder returns, while ensuring remuneration outcomes are tied to robust return hurdles. Therefore, the Board is of the view that awarding Mr Bayliss 500,000 Performance Rights for FY24 is in line with promoting continued shareholder growth, especially since no Performance Rights were issued to Mr Bayliss in FY23.

Vesting of the Performance Rights is subject to satisfaction of both the Employment and TSR Performance conditions summarised below. Subject to the LTI plan rules, a Performance Right which does not meet any of the vesting conditions will automatically lapse (unless the Board determines otherwise in its sole and absolute discretion or the LTI plan rules provide otherwise).

Employment condition

For Mr Bayliss' Performance Rights to satisfy the Employment Condition:

1. Mr Bayliss must be a permanent employee within the Company group (and not under notice of termination) prior to the vesting of the Performance Rights; or
2. if Mr Bayliss' employment ends prior to vesting of the Performance Rights or Mr Bayliss is under notice of termination prior to the vesting of Mr Bayliss's Performance Rights, it was not as a result of any of the below exceptions as set out in the LTI plan rules.

Exception

Unless otherwise specified in Mr Bayliss' grant letter, the Board will, in its sole and absolute discretion, determine how the Performance Rights held by Mr Bayliss will be treated in the event that Mr Bayliss ceases to be an employee within the Company group or is under notice of termination of employment prior to the vesting of the Performance Rights due to:

1. resignation by Mr Bayliss for any reason;
2. abandonment;
3. termination for cause (including misconduct or gross misconduct);
4. poor performance; or
5. in any other circumstances determined by the Board prior to termination of employment taking effect.

TSR performance condition

TSR is a measure of return to shareholders as defined by the percentage change in the Company's share price over a three-year period from 1 July 2023, with vesting and measurement for the Performance Rights tested at the end of that three year period (**Period**).

TSR is calculated by reference to:

1. the volume weighted average price of the Company's shares as traded on the ASX during the 30 Trading Days before and including the first Trading Day (as defined in the Listing Rules) of the Period and the 30 Trading Days up to and including the last Trading Day of the Period; and
2. the value (on a basis determined by the Board from time to time) of any shareholder benefits (including dividends or any other benefits that the Board determines from time to time are to be taken into account) paid or otherwise made available generally to shareholders over the Period.

The number of Performance Rights that satisfy the TSR Performance Condition and subsequently vest will be determined by the Board based on the following vesting scale:

A2B Australia Limited compound annual growth in absolute TSR over the applicable TSR Performance Period	Percentage of Rights that satisfy the TSR Performance Condition
Below 7% per annum	0%
7% per annum	75%
Above 7% but less than 10% per annum	A percentage between 75% and 99.9%, as determined on a straight line basis
10% or above per annum	100%

Any Performance Rights that do not vest because of a failure to achieve targeted performance will lapse unless the Board, at its discretion, determines otherwise. No re-testing of targeted performance is permitted.

If the number of Performance Rights that would satisfy the TSR Performance Condition is a fraction, the number will be rounded down to the nearest whole number.

If a change of control event occurs prior to vesting of the Performance Rights, the Board may, in its absolute discretion, determine the proportion of Performance Rights to vest.

Further details of the LTI plan and rules are set out in the Remuneration Report on pages 22 to 36 of the 2023 Annual Report.

Cost of rights and exercise price

No amount is payable by Mr Bayliss for the issue of the Performance Rights as they form part of his remuneration package issued under the employee incentive scheme.

The exercise price for the Performance Rights are nil, as is standard market practice for Performance Rights that are part of a remuneration package and that only vest on the achievement of vesting conditions.

Reasons for approval being sought

Under ASX Listing Rule 10.14, shareholder approval is required for the issue of securities to a director under an employee incentive scheme. Approval is being sought under ASX Listing Rule 10.14 to issue the Performance Rights to Mr Bayliss.

The Board has formed the view that the issuance of the Performance Rights is reasonable to incentivise Mr Bayliss to continue driving the Company's profitability and growth in FY24 following the strong FY23 results led by Mr Bayliss.

If Resolution 3 is passed, the Company will issue Mr Bayliss with the Performance Rights outlined in these explanatory notes. If shareholder approval is not obtained for Resolution 3, then the Company will not be able to proceed with issuance of the Performance Rights.

Additional information required by ASX Listing Rules

- ASX Listing Rule 10.14 requires shareholder approval for a grant of securities to a director or associate of a director under an employee incentive scheme. Mr Bayliss is a director of the Company and therefore approval is being sought from shareholders for the proposed grant of Performance Rights representing an employee incentive scheme of A2B. For the purposes of ASX Listing Rule 10.15.2, it is noted that Mr Bayliss falls within Listing Rule 10.14.1 by virtue of being a director eligible to participate in the employee incentive scheme in question and that no other directors or associates of Mr Bayliss are currently eligible for the performance rights under this arrangement.
- The number and class of securities proposed to be issued is set out above. The fair value of the Performance Rights has been calculated to be \$274,584. This valuation has been calculated using the assumption underlying the Black-Scholes methodology to produce a Monte-Carlo simulation model, which allows for the incorporation of the vesting conditions that must be met before the Performance Rights will vest to Mr Bayliss. The calculation included the following assumptions: a share price of \$1.58 (being the closing price on 28 September 2023), a term of three years and that the performance rights are not eligible for any dividends until such time as they vest.
- Mr Bayliss' current total remuneration package is a fixed fee of \$695,000 p.a. (plus statutory superannuation entitlements). Mr Bayliss is also eligible for a short term incentive of up to \$208,500 and up to 500,000 performance rights.
- Mr Bayliss was previously issued with 1,500,000 performance rights at the EGM dated 28 April 2022. If the issue of the Performance Rights is approved, this will bring Mr Bayliss' total issued performance rights to 2,000,000.
- A summary of the material terms of the grant Performance Rights comprising the scheme is set out above.
- As stated above, the Performance Rights will be granted to Mr Bayliss shortly after the AGM and in any event no later than 12 months after the approval is received.
- Performance Rights are being used as they also create alignment between the interests of the participant and shareholders but do not provide the full benefits of share ownership (such as dividend and voting rights) unless and until the Performance Rights vest.
- No other persons identified in ASX Listing Rule 10.14 are participants in the proposed equity grants forming the scheme.
- There is no loan scheme in relation to the grant of Performance Rights.
- Details of Performance Rights granted to Mr Bayliss pursuant to this approval will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights after this resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.

Voting exclusion

A voting exclusion applies in relation to this resolution, as set out in the Notice of Meeting.

Recommendation

The Directors (with Mr Bayliss abstaining) recommend that shareholders vote **in favour** of Resolution 3.

Further information

If you would like any further information regarding the AGM, please contact Link Market Services, the Company's Share Registry on +61 1300 554 474, or visit its website linkmarketservices.com.au.



A2B Australia Limited
ABN 99 001 958 390



A2B AUSTRALIA LIMITED

ABN 99 001 958 390

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

A2B Australia 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
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

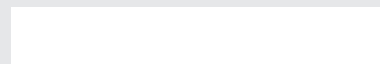
I/We being a member(s) of A2B Australia Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

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



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (Sydney time) on Thursday, 16 November 2023 at The Gold Melting Room, The Mint, 10 Macquarie Street, Sydney NSW 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

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

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

VOTING DIRECTIONS

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

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

Resolutions

For Against Abstain*

1 Adoption of the Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Re-election of Mr Clifford Rosenberg

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Approval to Issue Performance Rights to Mark Bayliss

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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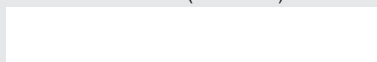
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)



Joint Shareholder 2 (Individual)



Joint Shareholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, any of the shareholders 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).

A2B PRX2301C

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. If you leave this section blank, or if your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. If your named proxy attends the Meeting but does not vote on a poll on a resolution in accordance with your directions, the Chairman of the Meeting will become your proxy in respect of that resolution.

A proxy need not be a shareholder of the Company.

PROXY VOTING BY THE CHAIRMAN OF THE MEETING

On a poll, the Chairman of the Meeting will vote directed proxies as directed and may vote undirected proxies as the Chairman of the Meeting sees fit. If the Chairman of the Meeting is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting the Proxy Form you are expressly authorising the Chairman of the Meeting to exercise your proxy on resolutions that 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:

- (a) 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
- (b) 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, any of the shareholders may sign.

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

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

CORPORATE REPRESENTATIVES

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

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 below by **11:00am (Sydney time) on Tuesday, 14 November 2023**, 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

<https://investorcentre.linkgroup.com>

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).



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 <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



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



BY MAIL

A2B Australia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

* During business hours (Monday to Friday, 9:00am–5:00pm)

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