



**17 October 2023**

**2023 ANNUAL GENERAL MEETING DOCUMENTS**

GTN Limited (**ASX: GTN**) attaches the Notice of Annual General Meeting (**AGM**) and Voting Form for its 2023 AGM to be held on 16 November 2023.

**CONTACT:**

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**Announcement authorised by:**

Anna Sandham, Company Secretary



17 October 2023

Dear Shareholder,

On behalf of the Board of GTN Limited (**GTN** or the **Company**), I am pleased to invite you to attend the 2023 Annual General Meeting (**AGM**) of GTN.

Enclosed is the Notice of Meeting (including the Explanatory Memorandum) and Voting Form setting out the business of the AGM. This contains full details of the meeting and the resolutions to be considered at the meeting.

*Attendance at the meeting*

GTN's 2023 AGM will be held in person on **Thursday, 16 November 2023 at 10:00am (Sydney time)** at Dexus Place, Level 15, 1 Farrer Place Sydney NSW 2000.

*Voting*

If you are planning to attend the AGM, please bring your Voting Form to the AGM to assist with registration on the day. Your Voting Form was enclosed with the letter dated the same date as this Notice of Meeting advising you of the time and date of the AGM and how to access the Notice of Meeting via the Company's website. If you are unable to attend the AGM in person, you are encouraged to complete and submit your completed Voting Form prior to the meeting in accordance with the deadlines set out in this Notice of Meeting.

All Voting Forms must be received by the share registry no later than 10:00am (Sydney time) on Tuesday, 14 November 2023 in one of the ways specified in the Notice of Meeting and Voting Form.

*Shareholder questions*

If you are attending the meeting in person, you will be able to ask a question at the meeting. If you are not able to attend the meeting in person, you are able to submit your question in advance of the meeting by logging onto [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) select Voting then click 'Ask a Question'.

*Proceedings at the meeting*

At the meeting, we will comment briefly on the performance of GTN during the year ended 30 June 2023. For further information please also refer to the 2023 Annual Report, which is available on GTN's website.

Subject to the abstentions noted in the Explanatory Memorandum, the Directors of GTN unanimously recommend that shareholders vote for each resolution.

Thank you for your continued support of GTN and I look forward to your attendance at the 2023 AGM.

Yours faithfully,

Peter Tonagh  
**Chair**

**GTN LIMITED**  
**ACN 606 841 801**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting (**AGM** or the **Meeting**) of shareholders of GTN Limited (**GTN** or the **Company**) will be held:

Date: Thursday, 16 November 2023

Time: 10:00am (Sydney time)

Venue: Dexus Place  
Level 15  
1 Farrer Place  
Sydney NSW 2000

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Voting Form are part of this Notice of Meeting.

**A. CONSIDERATION OF REPORTS**

The first item of business is to receive and consider the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the financial year ended 30 June 2023.

All shareholders can view the Company's 2023 Annual Report which contains the Financial Report, the Directors' Report and the Independent Auditor's Report for the year ended 30 June 2023 on the Company's website at <http://www.gtnetwork.com.au/investor-centre/?page=reports>

**B. QUESTIONS AND COMMENTS**

Following consideration of the Reports, the Chair will give those shareholders attending the meeting in person a reasonable opportunity to ask questions about and make comments on the business of the Meeting, the management of the Company or about the Company generally.

The Company's external auditor, Grant Thornton (**Auditor**), will attend the Meeting and there will be a reasonable opportunity for those shareholders present to ask the Auditor questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the Independent Auditor's Report;
- c. the accounting policies adopted by the Company in relation to the preparation of the financial statements;  
and
- d. the independence of the Auditor in relation to the conduct of the audit.

The Chair will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit.

## **C. ITEMS FOR APPROVAL**

### **Resolution 1: Re-election of Director – Peter Tonagh**

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

*“That Peter Tonagh, who retires in accordance with article 10.3(b)(iii) of the Company’s Constitution and being eligible, is re-elected as a Director of the Company.”*

### **Resolution 2: Re-election of Director – David Ryan AO**

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

*“That David Ryan, who retires in accordance with article 10.3(b)(iii) of the Company’s Constitution and being eligible, is re-elected as a Director of the Company.”*

### **Resolution 3: Remuneration Report**

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

*“That the Company’s Remuneration Report for the financial year ended 30 June 2023, be adopted.”*

Note: The Remuneration Report is contained in the 2023 Annual Report (available at <http://www.gtnetwork.com.au/investor-centre/?page=reports>). Please note that, in accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (**Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

### **Voting Exclusion Statement for Resolution 3**

A vote on Resolution 3 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2023 Remuneration Report; or
- b. a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 3 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing that specifies the way the proxy is to vote on the resolution; or
- b. the vote is cast by the Chair of the Meeting and the appointment of the Chair as proxy:
  - i. does not specify the way the proxy is to vote on the resolution; and
  - ii. expressly authorises the Chair of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

“Key management personnel” and “closely related party” have the same meaning as set out in the Act.

In accordance with section 250BD of the Act, a vote must not be cast on Resolution 3 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

## **BY ORDER OF THE BOARD**

**Anna Sandham**  
**Company Secretary**  
17 October 2023

## **ENTITLEMENT TO ATTEND AND VOTE**

### **Attendance at the AGM**

Shareholders may attend the AGM in person at Dexus Place, Level 15, 1 Farrer Place Sydney NSW 2000. Shareholders attending the meeting will need their Shareholder Reference Number (**SRN**) or Holder identification Number (**HIN**). This number is located at the top of your Voting Form.

If you are unable to attend the meeting in person you may:

- lodge questions online before the AGM at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au); and
- vote on the resolutions to be considered at the AGM by completing and lodging your Voting Form in accordance with the instructions set out below – this includes an option to lodge your votes online ahead of the AGM.

### **Voting on resolutions to be considered at the AGM**

This section sets out important information about how Shareholders can vote on the resolutions to be considered at the AGM.

#### ***Voting entitlements***

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7:00pm (Sydney time) on Tuesday, 14 November 2023 (**Effective Time**) will be entitled to attend and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

#### ***Voting by poll***

Voting on each of the proposed resolutions at this Meeting will be conducted by a poll (rather than on a show of hands) as required by the Act.

#### ***Direct Voting***

In accordance with article 9.22 of the Company's Constitution, the Directors have:

- determined that a Shareholder who is entitled to vote on a Resolution at the AGM is entitled to a direct vote in respect of that Resolution; and
- approved rules governing direct voting (**Rules**), a copy of which is available on the Company's website <http://www.gtnetwork.com.au/investor-centre/>

Any shareholder who submits a direct vote agrees to be bound by the Rules.

#### ***Direct voting before the AGM***

In accordance with article 9.22 of the Company's Constitution, Shareholders may vote directly on the Resolutions to be considered at the AGM.

Shareholders who wish to exercise a direct vote before the AGM should lodge a Voting Form by no later than 10.00am (Sydney time) on Tuesday, 14 November 2023. Details of how to lodge your Voting Form are set out in the section below headed "How to Submit Voting Forms".

Shareholders who do not lodge a valid Voting Form by this time will only be able to vote at the AGM by attending the AGM at the location referred to above and voting in person.

Shareholders who wish to exercise a direct vote before the AGM should ensure that they tick box A on the Voting Form. If you tick box A to lodge a direct vote, you are voting directly on each Resolution and are not appointing a proxy to vote on your behalf. If you wish to appoint a proxy, please tick box B on the Voting Form and follow the instructions below under the heading "Appointment of Proxies".

Shareholders lodging a direct vote may include in the Voting Form the number of shares to be voted for or against any Resolution by inserting the percentage or number of shares to be voted in each manner. If no percentage or share number is inserted, a voting direction will be taken to apply to all shares held by the Shareholder. If any Shareholder purports to vote more than their total number of shares, excess votes will be disregarded.

### ***Appointment of Proxy***

All Shareholders as at the Effective Time who are entitled to attend and vote at the AGM may appoint an individual or a body corporate for that purpose. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Act to exercise its powers as proxy at the AGM.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

A proxy need not be a shareholder of the Company.

If you wish to appoint a proxy for this AGM, please use the Voting Form and tick box B.

**IMPORTANT:** If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on resolution 3 then by submitting the proxy form you will be expressly authorising the Chair to exercise your proxy on that resolution, even though the resolution is connected, directly or indirectly, with the remuneration of the KMP.

### **How to submit Voting Forms**

To be valid for use at the AGM, Voting Forms must be received by the Company's Share Registry no later than **10:00am** (Sydney time) on **Tuesday, 14 November 2023** (48 hours before the AGM) by one of the following methods:

- By logging onto [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) and following the instructions on the Voting Form
- By post addressed to GTN Limited, c/-Link Market Services, Locked Bag A14, Sydney South NSW 1235, Australia
- By fax to Link Market Services + 61 2 9287 0309
- By hand\* to Link Market Services, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150

\*during business hours Monday to Friday (9:00am – 5:00pm Sydney time)

- By scanning the QR code on the back of the Voting Form using a mobile device

If a Voting Form is signed under a power of attorney, it must be accompanied by the original or a certified copy of the power of attorney or other authority under which the Voting Form is signed.

To be valid, a Voting Form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any Voting Form not received in this manner.

## **Corporate Representatives**

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative must ensure that Link Market Services receives a properly executed letter or other document confirming its authority to act as the company's representative prior to the Meeting. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

## **Shareholder questions**

Shareholders who are unable to attend the AGM or who may prefer to register questions in advance are invited to do so. Please log onto [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) select Voting, then click 'Ask a Question'.

To allow time to collate questions and prepare answers, please submit any questions by 10:00am (Sydney time) on Thursday 9 November 2023. Questions will be collated and, during the AGM, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

Any shareholder attending the meeting in person will be able to ask questions.

## **Conduct of Meeting**

GTN is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxy holders) who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Company generally. GTN will not allow conduct at any shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chair of the meeting will exercise his powers as the Chair to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

## **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum has been prepared for the information of shareholders of the Company (**Shareholders**) in relation to the business to be conducted at the Company's AGM to be held at 10:00am (Sydney time) on Thursday, 16 November 2023.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions. Subject to any abstentions noted below, the Directors unanimously recommend Shareholders vote **in favour** of all Resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of all Resolutions.

Resolutions 1 and 2 are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the resolution.

Resolution 3, relating to the Remuneration Report, is advisory only and does not bind the Directors or the Company.

### **Resolution 1: Re-Election of Director – Peter Tonagh**

Peter Tonagh was appointed as an independent Non-Executive Director of GTN on 1 September 2020 and was elected by shareholders at the 2020 AGM. Peter was appointed Chair of the Company on 27 January 2021. In accordance with article 10.3(b)(iii) of the Constitution, Peter retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company. If shareholders do not approve the re-election of Peter, then he will cease to be a Director at the conclusion of this Meeting.

ASX Listing Rule 14.4 provides that a Director must not hold office (without re-election) past the third annual general meeting following the director's appointment.

Prior to Peter's appointment as a Director in 2020, the Company completed several background and screening checks with no adverse findings.

The Board considered whether Peter had any interest, position or relationship that may interfere with his independence as a Director, having regard to the relevant factors as set out in the ASX Corporate Governance Principles & Recommendations (4<sup>th</sup> edition) (**ASX Principles**). The Board considers that Peter (if re-elected), will continue to be an independent Director.

Peter currently serves as Chair of the GTN Nomination & Remuneration Committee and as a member of the GTN Audit & Risk Committee.

Peter has a background as a C-suite executive in large Australian media companies, including as CEO of Foxtel and News Corp Australia, interim-CEO of REA Group and Chairman of Multi Chanel Network.

Peter is a former partner of The Boston Consulting Group where he led the Asia Pacific Organisation Practice and worked across media, consumer and financial services businesses. Peter is currently Deputy Chair of the Australian Broadcasting Corporation (ABC) and Chair of Quantum Group Holdings Pty Limited. Peter was previously the lead independent director of Village Roadshow Limited.

Peter has a Bachelor of Commerce from the University of New South Wales and a Masters of Business Administration from INSEAD, Europe's leading business school. In 2012 he was named the Australian Financial Review's CFO of the Year.

Prior to submitting himself for re-election, Peter confirmed that he has sufficient time to properly fulfil his duties and responsibilities to the Company.

The Board supports the re-election of Peter as he will contribute to the Board with his proven commercial acumen and deep media experience, as well as public company experience and will complement the skills of the existing directors.



**Board Recommendation:**

*The Directors, with Peter Tonagh abstaining, unanimously recommend Shareholders vote **in favour** of this Resolution 1.*

**Resolution 2: Re-Election of Director – David Ryan AO**

David Ryan AO was appointed as an independent Non-executive Director of the Company on 18 April 2016 and was re-elected at the 2016, 2017 and 2020 AGMs. Therefore, in accordance with article 10.3(b)(iii) of the Constitution, David Ryan retires from office at the conclusion of the AGM and is eligible for re-election as a Director of the Company. If shareholders do not approve the re-election of David as a Director then David will cease to be a Director at the conclusion of the Meeting.

ASX Listing Rule 14.4 provides that a Director must not hold office (without re-election) past the third annual general meeting following the director's appointment.

Prior to David's appointment as a Director in 2016, the Company completed several background and screening checks with no adverse findings.

The Board has considered whether David had any interest, position of relationship that may interfere with his independence as a Director, having regard to the relevant factors as set out in the ASX Principles. The Board considers that David Ryan (if re-elected), will continue to be an independent director.

David currently serves as Chair of the GTN Audit & Risk Committee and as a Member of the GTN Nomination & Remuneration Committee.

David has over 40 years of experience in commercial banking, investment banking and operational business management.

David holds a Bachelor of Business from the University of Technology, Sydney and is a Fellow of the Australian Institute of Company Directors and of CPA Australia.

David is currently Chairman of Visit Sunshine Coast Limited, a director of First American Title Insurance Company of Australia Pty Ltd, a director of First Mortgage Services Pty Ltd, a director of Sunshine Coast Airport Pty Limited, Board member of the Sunshine Coast Events Board and a Board Member of the Ted Noffs Foundation.

David has previously held positions as a non-executive director of GetSwift Limited from April 2018 to April 2019, a non-executive director of Lendlease Corporation Limited from December 2004 until his retirement in November 2017, non-executive director of Aston Resources from 2011 until its merger with Whitehaven Coal and as non-executive chairman of Transurban Holdings (appointed director in 2003, chairman in 2007, and retired in 2010).

Prior to submitting himself for re-election, David has confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

The Board supports the re-election of David as he will contribute to the Board significant experience in the areas of finance and risk and compliance and deep listed public company experience.

**Board Recommendation:**

*The Directors, with David Ryan abstaining, unanimously recommend Shareholders vote **in favour** of this Resolution 2.*

### **Resolution 3: Remuneration Report**

Section 250R(2) of the Act requires that the section of the Directors' Report dealing with the remuneration of directors and KMP of the Company (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote.

Shareholders can view the full Remuneration Report in the 2023 Annual Report which is available on GTN's website at <http://www.gtnetwork.com.au/investor-centre/?page=reports>.

Broadly, the Remuneration Report details the remuneration policy for the Company and:

- explains the structure of and rationale behind the Company's remuneration practices and the link between the remuneration of executives and the Company's performance;
- sets out remuneration details for each Director and for each executive with authority and responsibility for directing the affairs of the Company; and
- discusses the relationship between the policy and Company performance.

Following consideration of the Remuneration Report, the Chair of the Meeting will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote. The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into account in setting remuneration policy for future years.

#### **Board Recommendation:**

*Noting that each director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Directors unanimously recommend Shareholders vote **in favour** of this Resolution 3.*



**GTN Limited**  
ACN 606 841 801

**LODGE YOUR VOTE**

**ONLINE**  
<https://investorcentre.linkgroup.com>

**BY MAIL**  
GTN 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: +61 1300 554 474



**X99999999999**

**VOTING FORM**

I/We being a shareholder(s) of GTN Limited (GTN or **Company**) and entitled to attend and vote hereby:

**STEP 1** Please mark either A or B

**A VOTE DIRECTLY**

elect to lodge my/our vote(s) directly (mark box)

in relation to the Annual General Meeting of the Company to be held on **Thursday, 16 November 2023 at 10:00am (Sydney time)**, and at any adjournment or postponement of the Meeting.

You should mark either “for” or “against” for each item. Do not mark the “abstain” box.

**OR B 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.

**Attendance at the meeting**

GTN's 2023 AGM will be held in person on **Thursday, 16 November 2023 at 10:00am (Sydney time)** at **Dexus Place, Level 15, 1 Farrer Place Sydney NSW 2000**.

**Important for Resolution 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, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 3, even though the Resolution is 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**

**Voting Directions and 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 Re-Election of Director – Peter Tonagh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Director – David Ryan AO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Remuneration Report	<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.

If you wish to vote directly and have marked the Abstain box for a particular Item, your vote for that Item will not be counted in computing the required majority of a poll.

**STEP 2**

**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, 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).

**STEP 3**

**GTN PRX2301G**



## HOW TO COMPLETE THIS SHAREHOLDER VOTING 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.**

### VOTING UNDER BOX A – VOTE DIRECTLY

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will not be counted in computing the required majority on a poll.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

If you have lodged a direct vote, and then you attend and vote at the Meeting, your direct vote will be cancelled.

The Chairman's decision as to whether a direct vote is valid is conclusive.

### VOTING UNDER BOX B – APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

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

### VOTES ON ITEMS OF BUSINESS

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://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 **10:00am 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

GTN 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 Sydney time)



### COMMUNICATIONS PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



#### 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 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

**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.**