

A high-angle photograph of a blonde businesswoman in a dark blazer and white shirt walking across a cobblestone street.

# Notice of meeting 2023



11 December 2023

Dear Shareholder,

On behalf of the Directors of FleetPartners Group Limited (**FleetPartners** or the **Company**), I am pleased to invite you to attend the 2024 Annual General Meeting (**AGM** or **Meeting**) of FleetPartners. Set out below is the Notice of Meeting which contains the business of the AGM.

The FleetPartners 2024 AGM will be a hybrid meeting held on Thursday, 25 January 2024 at 9am (AEDT) online and in person at Herbert Smith Freehills, ANZ Tower, Level 34, 161 Castlereagh Street, Sydney NSW.

If you are attending the AGM in person, please bring your Proxy Form with you to facilitate a faster registration.

If you are unable to attend the AGM, this year you will be able to join the meeting virtually. Our online AGM will provide you with similar opportunities to participate in the Meeting as you would have had were you able to attend in person. You will be able to view the proceedings, as well as vote and ask questions or make comments live during the Meeting. Further details on how to participate in the AGM online are set out in the Notice of Meeting and the LINK Group Online Platform Guide.

The LINK Group Online Platform Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step by step guide to successfully logging in and navigating the site. The LINK Group Online Platform Guide will be released to the ASX and is also available on our website at <https://investors.fleetpartners.com.au/Investor-Centre/>.

If you are unable to attend the AGM, either in person or virtually, I encourage you to complete and return the Proxy Form by no later than 9am (AEDT) on 23 January 2024 in one of the ways specified in the Notice of Meeting and Proxy Form.

Subject to the abstentions noted in the Explanatory Memorandum, the Directors of FleetPartners unanimously recommend that Shareholders vote in favour of all Resolutions.

Thank you for your continued support of FleetPartners, and I look forward to your attendance and the opportunity to meet with you at the AGM.

Yours faithfully,



GAIL PEMBERTON AO  
Chair



# Notice of annual general meeting

**FLEETPARTNERS GROUP LIMITED**  
**ABN 85 131 557 901**

The 2024 Annual General Meeting (the **AGM** or **Meeting**) of shareholders (**Shareholders**) of FleetPartners Group Limited (**FleetPartners** or the **Company**) will be held on Thursday, 25 January 2024. The AGM will commence at 9.00am (Sydney time) and will be held in the offices of Herbert Smith Freehills, ANZ Tower, 161 Castlereagh Street, Sydney NSW.

Shareholders who are attending in-person are encouraged to arrive at least 15 minutes before the scheduled time of the AGM to allow sufficient time for registration.

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

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Memorandum and attendance and voting information below, form 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 (collectively **Reports**) for the financial year ended 30 September 2023.

All Shareholders can view the 2023 Annual Report which contains the Reports on the Company's website at <https://investors.fleetpartners.com.au/Investor-Centre/>.

Shareholders are not required to vote on this item.

## **Questions and comments**

Following consideration of the Reports, the Chair of the Meeting will give Shareholders as a whole a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chair of the Meeting will also give Shareholders as a whole a reasonable opportunity 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.



## Items for Approval

### Resolution 1

#### Election of Director – Mark Blackburn

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

*“That Mark Blackburn, who retires in accordance with Article 48(d) of the Company’s Constitution, and being eligible, is elected as a Director of the Company.”*

### Resolution 2

#### Election of Director – Rob McDonald

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

*“That Rob McDonald, who retires in accordance with Article 48(d) of the Company’s Constitution, and being eligible, is elected as a Director of the Company.”*

### Resolution 3

#### Adoption of FY23 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 September 2023, as set out in the Directors’ Report, is adopted.”*

The Remuneration Report is contained in the 2023 Annual Report (available at <https://investors.fleetpartners.com.au/Investor-Centre/>).

Please note that, in accordance with section 250R(3) of the Corporations Act 2001 (Cth) (**Corporations Act**), the vote on this Resolution is advisory only and does not bind the Directors or the Company.

#### Voting Exclusion Statement for Resolution 3

The Company will disregard any votes cast on Resolution 3:

- a. by or on behalf of a member of the Company’s Key Management Personnel (**KMP**) whose remuneration details are included in the Remuneration Report, and their closely related parties, regardless of the capacity in which the vote is cast; or
- b. as proxy by a person who is a member of the KMP on the date of the AGM and their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote:

- a. in accordance with a direction on the proxy form; or
- b. by the Chair of the Meeting in accordance with an express authorisation in the Proxy Form to exercise the proxy even though Resolution 3 is connected with the remuneration of KMP.

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

### Resolutions 4(a) and 4(b)

#### Deferred short-term incentive (FY23 STI) and long-term incentive (FY24 LTI) awards for the CEO and Managing Director (CEO) Mr Damien Berrell under the FleetPartners Group Limited Employee Incentive Plan

To consider and, if thought fit, to pass each of the following as ordinary resolutions of the Company, to be voted on separately:

#### Resolution 4(a) – Grant of Rights to the CEO Damien Berrell, in respect of the FY23 STI

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and is hereby given, to the grant of up to 220,014 Rights over Shares in the Company to Mr Damien Berrell, in respect of the FY23 STI award, in accordance with the terms of the Company’s Employee Incentive Plan and on the terms described in the Explanatory Memorandum which forms part of the Notice of Meeting.”*





**Resolution 4(b) – Grant of Rights to the CEO Damien Berrell, in respect of the FY24 LTI**

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and is hereby given, to the grant of up to 260,119 Rights over Shares in the Company to Mr Damien Berrell in respect of the FY24 LTI award, in accordance with the terms of the Company’s Employee Incentive Plan and on the terms described in the Explanatory Memorandum which forms part of the Notice of Meeting.”*

**Voting Exclusion Statement for Resolutions 4(a) and 4(b)**

The Company will disregard any votes cast on Resolutions 4(a) or 4(b):

- a. in favour of the resolution by or on behalf of Mr Berrell or any of his associates (regardless of the capacity in which the vote is cast); or
- b. as proxy by a person who is a member of the KMP (or their closely related parties) on the date of the AGM,

unless the vote is cast on either of these resolutions:

- a. as proxy or attorney for a person who is entitled to vote on the resolution in accordance with a direction given to the proxy or attorney to vote in that way; or
- b. by the Chair of the Meeting acting as a proxy for a person who is entitled to vote on the resolution, in accordance with an express authorisation given to the Chair of the Meeting to vote on the resolution as the Chair of the Meeting decides; or
- c. 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:
  - i. 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
  - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

“Key management personnel” and “closely related party” have the same meaning as set out in the Corporations Act, and “associate” has the same meaning as set out in the ASX Listing Rules.

**Resolution 5****Approval to exceed 10/12 buy-back limit**

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

*“That, for the purposes of section 257C of the Corporations Act and for all other purposes, an on-market buy-back of up to 38 million (approximately 15%) of the fully paid ordinary Shares in the Company in the 12-month period following the approval of this Resolution, on the terms as described in the Explanatory Memorandum which forms part of this Notice of Meeting, be approved.”*

**Resolution 6****Renewal of Proportional Takeover Provisions**

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

*“That the proportional takeover provisions in Articles 80 and 81 of the Company’s Constitution, as set out in Attachment A of the Notice of Meeting, be renewed for a period of three years commencing on the day this Resolution is passed.”*

BY ORDER OF THE BOARD



LAUREN OSBICH

Company Secretary  
11 December 2023



### Attending Online

The AGM will be a hybrid meeting, and Shareholders and proxyholders may participate via the online platform at <https://meetings.linkgroup.com/FPR24>.

Further details on how to participate in the AGM are set out in the attached Notice of Meeting and in the LINK Group Online Platform Guide.

The LINK Group Online Platform Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step by step guide to successfully logging in and navigating the site. The LINK Group Online Platform Guide will be released to the ASX and is also available on our website at <https://investors.fleetpartners.com.au/Investor-Centre/>.

It is recommended that Shareholders log in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting on a supported web browser on their computer or online device. To log in to the Meeting, Shareholders will need their Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**), which is printed at the top of their Proxy Form, along with their postcode.

Proxyholders will need a proxy code to log in. This will be provided by the Share registry via email within 24 hours prior to the Meeting.

### Shareholders Entitled to Attend and Vote

In accordance with Reg 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 7pm (AEDT) on 23 January 2024 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, by attorney or by corporate representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

### Voting at the Meeting

Each of the Resolutions set out in the Notice of Meeting will be decided by way of a poll.

Shareholders who do not attend the meeting in person may vote by:

- › using the online platform during the meeting; or
- › appointing a proxy.

Online voting will be open between the commencement of the AGM at 9.00am (AEDT) on Thursday 25 January 2024 and the time at which the Chair of the Meeting announces voting closure.

### Voting by Proxy

If you are a Shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, please see the 'Corporate Representatives' section below for further information.

A proxy need not be a Shareholder of the Company.

A Shareholder who is entitled to cast two or more votes 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.

To be effective, the proxy form must be received no later than 9am (AEDT) on 23 January 2024. Proxy forms must be received before that time by one of the following methods:

#### Online (preferred):

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

#### By post:

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



**By facsimile:**

02 9287 0309 (within Australia)  
+61 2 9287 0309 (from outside Australia)

**By delivery in person\*:**

Link Market Services Limited Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150 (\*during business hours Monday to Friday (9:00am to 5:00pm)).

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

**IMPORTANT: If you appoint the Chair of the Meeting as your proxy, or the Chair of the Meeting becomes your proxy by default, and you do not direct your proxy how to vote on Resolution 3, 4(a) or 4(b), then by completing and submitting the Proxy Form you will be expressly authorising the Chair of the Meeting to exercise your proxy on the Resolution, even though the Resolutions are connected, directly or indirectly, with the remuneration of the KMP.**

**Power of Attorney**

A Proxy Form and the original power of attorney (if any) under which the Proxy Form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 9am (AEDT) on 23 January 2024, being 48 hours before the AGM.

**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 Corporations Act. The representative should bring to the AGM a properly executed letter or other document confirming their authority to act as the body corporate's representative. 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 – Submitting questions in advance**

Shareholders who are unable to attend the Meeting or who may prefer to submit questions in advance to the Company are invited to do so.

Shareholders are also invited to submit written questions to the Auditor if the questions are relevant to the content of the Independent Auditor's Report or the conduct of its audit of the financial statements for the financial year ended 30 September 2023 (FY23).

Please log onto [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), select "Voting" and then click "Ask a Question".

To allow time to collate questions and prepare answers, please submit any questions by 5pm (AEDT) on Thursday 18 January 2024.

Questions will be collated, and, during the AGM, the Chair of the Meeting 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.

**Shareholder Questions – Submitting questions online during the meeting**

Shareholders and proxyholders who are attending the meeting online will be given an opportunity to ask questions either through the online platform or in real-time by telephone. Shareholders will need to contact Link Market Services on +61 1800 990 363 by 8:00am prior to the Meeting to obtain a personalised PIN number in order to ask a question via the telephone. If you plan to ask questions by telephone, you will still need to log into the online platform if you wish to vote during the meeting.



### Conduct of the Meeting

FleetPartners 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. The Company 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 their powers to ensure that the Meeting is conducted in an orderly and timely fashion, in the interests of all attending Shareholders.

In the event that technical issues arise, FleetPartners will have regard to the impact of the technical issues on Shareholders participating and casting votes online and the Chair of the Meeting may, in exercising their powers, issue any instructions for resolving the issue and may continue the Meeting if it is appropriate to do so. For this reason, Shareholders are encouraged to lodge a directed proxy by 9am (AEDT) on Tuesday 23 January 2024, even if they plan to attend the AGM in person or online.





## EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in relation to the business to be conducted at the Company's AGM to be held on 25 January 2024.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote on the Resolutions.

Subject to the 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 accordance with the Directors' recommendations.

Resolutions 1, 2, 4(a), 4(b) and 5 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 and does not bind the Directors or the Company.

Resolution 6 is to be voted on as a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution.

### Financial Statements and Reports

The Corporations Act requires that the Annual Financial Report, Directors' Report and Auditor's Report be presented to the Meeting. Apart from the Remuneration Report (which forms part of the Directors' Report) which is required to be voted upon, the Corporations Act does not require a vote of the Shareholders at the Meeting on such reports or statements. However, Shareholders as a whole will be given a reasonable opportunity to raise questions with respect to these reports and statements and the management of FleetPartners at the Meeting.

In addition, and as required under Sections 250RA and 250T of the Corporations Act, a representative of the Company's auditors, KPMG, will be present to answer any questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies of the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

The Annual Report, Directors' Report and Auditor's Report are contained in the Company's Annual Report for the period 1 October 2022 to 30 September 2023 which has been sent to Shareholders who requested a copy and is available on the Company's website at [www.fleetpartners.com.au](http://www.fleetpartners.com.au)

A Shareholder Resolution is not required in respect of this item of business.

### Resolution 1

#### Election of Director – Mark Blackburn

The Board appointed Mr Mark Blackburn as an independent non-executive Director of the Company on 15 November 2023 pursuant to Article 47(b) of the Company's Constitution. In accordance with Article 48(d) of the Constitution, Mr Blackburn retires from office at the conclusion of the AGM and is eligible for election as a Director of the Company. Mr Blackburn has over 23 years' experience as a CFO in both listed and unlisted companies in financial services, manufacturing and mining sectors.

Most recently, Mr Blackburn was CFO of McMillan Shakespeare Limited, an ASX listed market-leading provider of salary packaging, novated leasing, asset management and related financial products and services. He retired from McMillan Shakespeare Limited in December 2020.

Mr Blackburn has a Diploma of Business Studies (Accounting), is a CPA and is a Graduate member of the Australian Institute of Company Directors (GAICD).

Mr Blackburn is currently Non-Executive Director and Chair of Audit for Lifestyle Communities Limited (ASX:LIC) and Non-Executive Director, Chair of Audit, Business Risk and Compliance Committee for Pro-Pac Packaging Limited (ASX:PPG).

Mr Blackburn is a CPA who brings to the Board extensive financial and capital management skills and experience with ASX listed companies, acquisitions and establishing joint ventures. Mr Blackburn also brings to the Board strong industry domain experience particularly in Fleet and Novated leasing as well as Salary Packaging.

*For the reasons set out above, the Directors, with Mark Blackburn abstaining, unanimously recommend Shareholders vote in favour of Resolution 1.*



## Resolution 2

### Election of Director – Rob McDonald

The Board appointed Rob McDonald as an independent non-executive Director of the Company on 15 November 2023 pursuant to Article 47(b) of the Company's Constitution. In accordance with Article 48(d) of the Constitution, Mr McDonald retires from office at the conclusion of the AGM and is eligible for election as a Director of the Company.

Mr McDonald is an experienced Non-Executive Director based in New Zealand and an experienced Chief Financial Officer. Mr McDonald retired from Air New Zealand in 2017. As CFO, he successfully led the financial function and financial turnaround of an international company during periods of intense adverse market and financial turmoil (GFC and Christchurch earthquake).

Mr McDonald has a Bachelor of Commerce and has attended Harvard Business School, successfully completing a Bachelor of Commerce and Program for Management Development. He is a fellow of Chartered Accountants Australia and New Zealand and a Chartered Member of the Institute of Directors of New Zealand.

Mr McDonald is currently Chair of Contact Energy Limited (ASX/NZX), Non-Executive Director with the Chartered Accountants Australia and New Zealand, Non-Executive Director with Fletcher Building (ASX/NZX) and Councillor with the University of Auckland.

Mr McDonald brings to the Board extensive experience in financial risk management including the development and execution of treasury policies and multibillion dollar funding programmes and structures, as well as a strong understanding of digital issues and concepts. Additionally, given the strength and significance of our operations in New Zealand, the Board believes it is appropriate to have a New Zealand based Director who has a strong business profile in that local market.

*For the reasons set out above, the Directors, with Rob McDonald abstaining, unanimously recommend Shareholders vote in favour of Resolution 2.*

## Resolution 3

### Adoption of FY23 Remuneration Report

Section 250R(2) of the Corporations Act requires that the section of the Directors' Report dealing with the Remuneration of Directors and KMP of the Company 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 Annual Report which is available on the FleetPartners website at [www.fleetpartners.com.au](http://www.fleetpartners.com.au).

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 as a whole a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. Section 250R(3) of the Corporations Act provides that 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.

*The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to Resolution 3.*



## Resolutions 4(a) and 4(b): Deferred FY23 STI and FY24 LTI awards for the CEO and Managing Director, Mr Damien Berrell

### Background

The Company operates the FleetPartners Group Limited Employee Incentive Plan (**Plan**), under which eligible executives may receive grants of Rights to acquire Shares in the Company, subject to meeting certain conditions.

The Board considers that the grants of Rights under the Plan is an important tool in the Company's remuneration strategy to attract, retain, and motivate employees of the Company and foster business performance that delivers sustainable long-term value creation between Shareholders and executives. The Plan has been designed to:

- a. assist in the motivation, retention and reward of key executives; and
- b. align the interests of participants with the interests of Shareholders of FleetPartners.

### Remuneration Package

Set out below are details (including the amount) of Mr Berrell's total remuneration package for FY24:

REMUNERATION COMPONENT	AMOUNT
Fixed remuneration	\$720,531 (including superannuation guarantee).
Short-term incentive	Maximum of 100% of fixed remuneration (\$720,531) delivered as Rights and deferred for a period of 12 months after the initial 12-month performance period.
Long-term incentive	Maximum long-term incentive opportunity of 100% of fixed remuneration (\$720,531), delivered as Rights subject to performance hurdles and continued service over a 3-year performance period.

Further information regarding the remuneration of Mr Berrell is set out in the Company's Remuneration Report which forms part of the 2023 Annual Report.

### Resolution 4(a): Grant of Rights for the CEO, in respect of the FY23 STI award

The Company has agreed, subject to obtaining Shareholder approval, which is being sought under Resolution 4(a), to grant up to 220,014 Rights to Mr Damien Berrell in respect of his FY23 STI award, following his successful FY23 performance review and determination of his STI outcome.

Based on the Board's assessment of the CEO's performance review, an FY23 STI outcome of 90% of the CEO's target STI was determined. The CEO's FY23 STI award is being made in the form of Rights which vest and become exercisable after a 12 month deferral period subject to the CEO's continued employment. The Rights will remain exercisable for a period of 2 years following vesting, after which time any unexercised vested Rights will lapse.

If Shareholders approve Resolution 4(a), the Company will proceed with the issue of Rights to Mr Berrell with respect to his FY23 STI award, on the terms and conditions as set out in this Notice.

If Shareholders do not approve the resolution, the proposed issue of Rights to Mr Berrell with respect to his FY23 STI award will not proceed. However, to ensure FleetPartners can attract and retain the right talent and align Mr Berrell's interests with those of Shareholders, the Board considers it is important for FleetPartners to offer incentives to its executives that are in line with market practice. Accordingly, the Board would need to consider alternative remuneration arrangements.



### Considerations in determining the number of Rights under the FY23 STI award

The number of Rights to be granted has been calculated by dividing the value of Mr Berrell's FY23 STI outcome (100% of which is deferred into equity), being \$609,438 (90% of Mr Berrell's maximum STI outcome pro-rated to reflect positions held in FY23) by \$2.77 being the volume-weighted average price (VWAP) of a Share over the 5 trading days following the announcement of the Company's FY23 full-year results.

### Vesting Conditions

The Rights will vest subject to the CEO's continued service over the 12 month deferral period. Following vesting, Rights will be exercisable from the date of vesting for approximately two years. Any Rights that have not been exercised by the third anniversary of the grant date will expire.

### Further information

Further information with respect to the terms of the CEO's FY23 STI award, including a summary of the material terms of the Plan, is set out in Attachment B to this Notice.

### Resolution 4(b): Grant of Rights for the CEO, in respect of the FY24 LTI

Resolution 4(b) seeks approval for the grant of up to 260,119 Rights to Mr Damien Berrell, in respect of the long-term variable component of his remuneration package for FY24.

If Shareholders approve Resolution 4(b), the Company will proceed with the issue of Rights to Mr Berrell with respect to his FY24 LTI award, on the terms and conditions as set out in this Notice.

If Shareholders do not approve the resolution, the proposed issue of Rights to Mr Berrell with respect to his FY24 LTI award will not proceed. However, to ensure FleetPartners can attract and retain the right talent and align Mr Berrell's interests with those of Shareholders, the Board considers it is important for FleetPartners to offer incentives to its executives that are in line with market practice. Accordingly, the Board would need to consider alternative remuneration arrangements.

### Considerations in determining the number of Rights under the FY24 LTI award

The number of Rights to be granted has been calculated by dividing the value of Mr Berrell's long-term incentive opportunity, being 100% of Mr Berrell's fixed remuneration (\$720,531), by \$2.77 being the VWAP of a Share over the 5 trading days following the announcement of the Company's FY23 full-year results.

### Vesting Conditions

The Rights will vest to the extent that the Board determines the vesting conditions are satisfied when tested following the end of the performance period (anticipated to occur in or around November 2026).

The Rights will vest following a three year performance period, subject to performance metrics and continued employment. Following vesting, Rights will be exercisable from the date of vesting for approximately two years. Any Rights that have not been exercised by the fifth anniversary of the grant date will expire.

Vesting of Rights is subject to meeting an Earnings per Share (EPS) hurdle (75%) and a Return on Assets (ROA) hurdle (25%).

### The EPS Hurdle (75%)

Broadly, cash EPS measures the earnings generated by the Company attributable to each Share on issue adjusted for certain accounting and non-recurring items.

The percentage of Rights that vest, if any, will be determined based on the Company's growth in cash EPS over the Performance Period by reference to the "base year" cash EPS. For the FY24 LTI award, the base year will be FY23.

The growth in cash EPS achieved over the three-year performance period (stated as a percentage) will determine the proportion of the Rights that vest for the EPS Hurdle.



**The ROA Hurdle (25%)**

ROA measures the profitability of the Company in relation to its total assets and for the purposes of this measure is calculated based on adjusted NPATA divided by Assets Under Management or Finance.

The percentage of Rights that vest, if any, will be determined based on the Company's ROA in the final year of the Performance Period.

The ROA achieved in the final year of the Performance Period (stated as a percentage) will determine the proportion of the Rights that vest for the 25% ROA Hurdle.

Any Rights that do not vest following testing of the vesting conditions will lapse.

The Rights will vest as follows:

GROWTH IN THE COMPANY'S CASH EPS FROM FY23 – FY26	COMPANY'S ROA IN FY26	% OF RIGHTS THAT VEST IN THE RELEVANT TRANCHE
Below 5% compound annual growth	Below 2.9% ROA	Nil
At 5% compound annual growth	At 2.9% ROA	50%
Between 5% and 6.5% compound annual growth	Between 2.9% and 3% ROA	Straight line vesting between 50% and 100%
At or above 6.5% compound annual growth	At or above 3.0% ROA	100%

The Vesting Conditions set out above and/or the vesting schedule may be adjusted in certain appropriate circumstances, including for matters outside of management's influence and the impact of any material acquisitions or corporate activity during the Performance Period, to ensure there is no material advantage or disadvantage that would materially affect the achievement of the Vesting Conditions.

**No re-testing**

Rights are not eligible for re-testing. Any Rights that do not vest following the end of the performance period will lapse immediately.

**Further information**

Further information with respect to the terms of the CEO's FY24 LTI award, including a summary of the material terms of the Plan, is set out in Attachment B to this Notice.

**Resolutions 4(a) and 4(b) - Previous awards under the Plan**

The number of securities that have been previously issued to Mr Berrell under the LTI Plan or STI Plan is set out below. All securities issued previously to Mr Berrell have been in the form of Options or Rights granted for nil consideration.

GRANT DATE	TYPE OF GRANT	NUMBER GRANTED	TOTAL FAIR VALUE OF AWARD
27/11/2019	FY20 LTI Options	747,682	\$934,602.50
27/11/2019	FY20 Special Options	819,672	\$1,024,590.00
29/11/2021	FY22 LTI Performance Rights	78,431	\$225,881.28
21/11/2022	FY22 STI Rights	90,426	\$260,426.88
21/11/2022	FY23 Performance Rights	383,261	\$1,103,791.68

*The Directors (with Damien Berrell abstaining) recommend that Shareholders vote in favour of Resolutions 4(a) and 4(b).*





## Resolution 5

### Approval to exceed 10/12 buy-back limit

#### Background and reasons for the buy-back

As initially announced in the Company's 1H21 results, the combination of a strengthened debt position, a better liquidity profile and a stronger overall performance has enabled FleetPartners to accelerate its capital management strategy.

FleetPartners is a beneficiary of the Australian Federal Government's temporary full expensing policy. It therefore does not expect to make Australian tax instalments for the foreseeable future. Accordingly, FleetPartners will not accrue franking credits, nor does it have distributable franking credits today. As a result, FleetPartners has concluded that an on-market buy-back is the most efficient form of capital distribution to Shareholders and has accordingly not chosen other ways of returning excess capital to Shareholders.

Against this background, and since the Company announced the inaugural share buy-back on 6 May 2021, the Company has bought back a total of \$166 million in Shares up to 30 September 2023.

Owing to the ongoing organic capital generation of the Company, it announced its intention to target a share buy-back capital pay-out ratio (CPR) of 55-65% of NPATA going forward.

#### Reason for requiring Shareholder approval

Under the Corporations Act, the Company is limited to buying back up to 10% of the smallest number of shares on issue at any time in any 12-month period (10/12 Limit).

As the Board and Management continue to believe that a return of capital to Shareholders is best achieved through an on-market share buy-back and cancellation, this Resolution is proposed to give the Company the flexibility to buy back further Shares beyond the 10/12 Limit over the 12-month period following the end of the AGM.

If Resolution 5 is passed, the Company will be authorised to buy back up to 38 million shares in the Company in the 12-month period following the approval of Resolution 5. This would represent approximately 15% of the Company's 253 million shares on issue as at 13 November 2023 (being the last practicable day prior to the finalisation of this Notice of Meeting).

#### Terms and offer price

The usual rules for settlement of transactions which occur on market on the ASX will apply in respect of the shares acquired under the buy-back. Shares which are bought back will be cancelled immediately upon settlement of the trade.

The buy-back will commence on 28 January 2024 and remains open until the limit set out in this Resolution is reached, or the Board determines otherwise.

The price to be paid by the Company for shares purchased under the buy-back will be the then- prevailing market price of the shares on the ASX. In accordance with ASX Listing Rule 7.33, the Company may only buy back shares at a price which is not more than 5% above the volume-weighted average market price for the shares, calculated over the last five days on which sales in the shares were recorded before the day on which the purchase under the buy-back was made.

To provide an indication of the recent market prices, the closing price of the Company's shares on 13 November 2023 was \$2.70. The table below sets out the highest and lowest market sale prices for shares on the ASX during the previous three months:

MONTH	LOW	HIGH
October 2023	\$2.35	\$2.76
September 2023	\$2.72	\$3.06
August 2023	\$2.54	\$2.97



### Directors' interests

As at the date of this Notice of Meeting, the following Directors have an interest in the buy-back program, as they hold shares in the Company:

DIRECTOR	NUMBER
Gail Pemberton	450,221
Russell Shields	335,647
Trevor Allen	214,846
Cathy Yuncken	27,500
Fiona Trafford-Walker	25,834

### Financial effect of the buy-back

As the buy-back would result in the cancellation of shares, it would have the effect of reducing the Company's share capital.

Extending the buy-back is not expected to:

- › pose any significant disadvantage to Shareholders;
- › materially prejudice the Company's ability to pay its creditors; or
- › result in a material change in the control of or liquidity in the Company's shares.

The buy-back will be funded with the Company's excess cash reserves and debt facilities. FleetPartners intends to proceed with buy-backs beyond the 10/12 Limit under this approval only if there is no alternative use of capital that would otherwise generate a superior return on capital, including for example, organic growth beyond internal forecasts or acquisition opportunities.

As stated above, the Company does not currently have any distributable franking credits. The buy-back is therefore not expected to impact on the level of franking credits to be expended.

### Advantages and disadvantages of the buy-back

The potential advantages of the buy-back include the following:

- › the buy-back is an efficient form of capital distribution to Shareholders; and
- › by reducing the number of shares on issue, the buy-back is likely to be accretive to overall earnings per share.

The potential disadvantages of the buy-back include the following:

- › the buy-back will reduce the Company's available cash, which may adversely impact its ability to generate return on capital, including for example, organic growth beyond internal forecasts or acquisition opportunities; and
- › the buy-back will result in a reduction in the number of shares on issue, which may decrease liquidity of the Company's shares on the ASX.

### Additional information for Shareholders

- › A copy of the Company's latest audited financial statements is available in the FY23 Annual Report.
- › Information about the Company's current share price and any additional information required by the ASX's Listing Rules are available on the Company's website at: [www.fleetpartners.com.au](http://www.fleetpartners.com.au).

*The Directors unanimously recommend that Shareholders vote in favour of this Resolution 5.*



## Resolution 6

### Renewal of Proportional Takeover Provisions

Articles 80 and 81 of the Constitution provide that the Company must not register a transfer of shares which would give effect to a contract resulting from the acceptance of an offer made under a proportional takeover bid unless Shareholders, in a general meeting, approve the offer. Under the Corporations Act and Article 80(b) of the Constitution, Articles 80 and 81 cease to have effect at the end of three years from when they were adopted or on the date that they were last renewed.

The proposed Resolution seeks to renew the provision of Articles 80 and 81 of the Constitution for three years from the date of approval of the proposed Resolution.

The Corporations Act requires that the following information be provided to Shareholders when they are considering the renewal of proportional takeover provisions in a constitution.

#### What is a proportional takeover bid?

In a proportional takeover bid, the bidder offers to buy a proportion only of each Shareholder's shares in the target company.

#### Why are the proportional takeover approval provisions required?

A proportional takeover bid means that control of a company may pass without Shareholders having the chance to sell all of their shares to the bidder. In addition, this means the bidder may take control of a company without paying an adequate amount for gaining control.

In order to deal with this possibility, the Corporations Act permits a company, in certain circumstances to provide in its constitution that if a proportional takeover bid is made for shares in the company, Shareholders must vote at a general meeting on whether to accept or reject the offer.

The majority decision of Shareholders present and voting at the meeting will be binding on all Shareholders.

The Directors consider that Shareholders should be able to vote on whether a proportional takeover bid ought to proceed given such a bid might otherwise allow control of the Company to change without Shareholders being given the opportunity to dispose of all of their shares for a satisfactory control premium. The Directors also believe that the right to vote on a proportional takeover bid may avoid Shareholders feeling pressure to accept the bid even if they do not want it to succeed.

The benefit of the provision is that Shareholders are able to decide collectively whether the proportional offer is acceptable in principle, and it may ensure that any partial offer is appropriately priced.

If the offer does proceed, individual Shareholders can then make a separate decision as to whether they wish to accept the bid for their shares.

#### What is the effect of the proportional takeover approval provisions?

If a proportional takeover bid is made, the Directors must ensure that Shareholder vote on a resolution to approve the bid more than 14 days before the last day of the bid period. The vote is decided on a simple majority.

Each person who held bid class securities as at the end of the day on which the first offer under the bid was made is entitled to vote, but the bidder and its associates are not allowed to vote (and if they do vote, their votes must not be counted).

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. Any contracts formed by acceptances will be rescinded. If the bid is approved (or taken to have been approved), the transfers must be registered provided they comply with the Corporations Act and the Company's Constitution.

If the resolution is not voted on before the 14 day deadline specified in the Corporations Act, the bid will be taken to have been approved.

The proportional takeover approval provisions do not apply to full takeover bids and would only apply for 3 years from the date of their renewal pursuant to Resolution 6 (if passed). The provisions may again be renewed or reinserted upon expiry of that three-year period, but only by way of a special resolution passed by Shareholders.



### No present acquisition proposals

At the date this Notice of Meeting was prepared, no Director is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

### Potential advantages and disadvantages

While the renewal of Articles 80 and 81 will allow the Board to ascertain Shareholders' views on a proportional takeover bid, the Directors consider that the proportional takeover approval provisions have no potential advantages or disadvantages for Directors. They remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover approval provisions for Shareholders include:

- › the provisions give all Shareholders (other than the offeror and its associates) an opportunity to study the terms of a proportional takeover proposal to determine whether it is in their best interests that it proceed and, on that basis, enables Shareholders to decide whether or not to accept the offer;
- › the provisions may discourage the making of a proportional takeover bid which may be considered to be opportunistic and may prevent control of the Company passing without the payment of an appropriate control premium;
- › the provisions may assist Shareholders in not being locked into a minority interest in the Company;
- › the provisions may increase Shareholders' bargaining power and may assist in ensuring that any future proportional takeover offer is structured so as to be attractive to a majority of independent Shareholders; and
- › knowing the view of the majority of Shareholders may assist each individual Shareholder in assessing the likely outcome of the proportional takeover scheme bid and whether to approve or reject that bid.

The potential disadvantages for Shareholders include:

- › proportional takeover bids for shares in the Company may be discouraged and may reduce any speculative element in the market price of the Company's shares arising from a takeover offer being made;
- › Shareholders may lose an opportunity of selling some of their shares at a premium;
- › the chance of a proportional takeover bid being successful may be reduced due to the delay, cost and uncertainty in convening a general meeting; and
- › the renewal of Articles 80 and 81 may also be considered an additional restriction on the ability of Shareholders to deal freely with their shares.

While the proportional takeover approval provisions have been in effect, there have been no full or proportional takeover bids for the Company. Therefore, there has been no example against which to review the advantages or disadvantages of the provisions for the Directors and the Shareholders, respectively, during this period.

The Board considers that the potential advantages for Shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, Shareholders as a whole are able to decide whether or not a proportional takeover bid is successful.

*The Directors unanimously recommend that Shareholders vote in favour of Special Resolution 6 for the approval of the renewal of the proportional takeover provision in Articles 80 and 81 of the Constitution of FleetPartners Group Limited.*



## ATTACHMENT A

### Takeover approval provisions

#### 80 Refusal to register transfers

- a. The Company must refuse to register a transfer of Shares giving effect to a takeover contract resulting from acceptance of an offer made under a proportional takeover bid in respect of a class of Shares unless and until a resolution to approve the takeover bid is passed in accordance with Article 81.
- b. This Article 80 and Article 81 cease to have effect on the day which is 3 years after the later of their adoption or last renewal in accordance with the Corporations Act.

#### 81 Approval procedure

- a. Where offers are made under a proportional takeover bid, the Board must, subject to the Corporations Act, call and arrange to hold a meeting of persons entitled to vote on a resolution to approve the proportional takeover bid.
- b. Subject to this Constitution, each person (other than the bidder under a proportional takeover bid or an associate of that bidder) who, as at the end of the day on which the first offer under that bid was made, held bid class securities for that bid:
  - i. is entitled to vote on the resolution referred to in Article 81(a); and
  - ii. has one vote for each Share in the bid class securities that the person holds.
- c. The provisions of this Constitution concerning meetings of Shareholders apply to a meeting held pursuant to Article 81(a) with any modifications that Board resolves are required in the circumstances.
- d. A resolution referred to in Article 81(a) that has been voted on is passed if more than 50% of votes cast on the resolution are in favour of the resolution, and otherwise is taken to have been rejected.
- e. If a resolution referred to in Article 81(a) has not been voted on as at the end of the day before the fourteenth day before the last day of the bid period under the proportional takeover bid, or a later day allowed by the Australian Securities and Investments Commission, then that resolution is taken to have been passed.





## ATTACHMENT B

### Information relating to the proposed grant of Rights to Mr Berrell in respect of his FY23 STI award and FY24 LTI award

#### Terms of the Rights

- › Each Right is an entitlement to receive one Share (or a cash payment of equivalent value), subject to the satisfaction of the applicable service-related conditions.
- › Rights do not carry any dividend or voting rights, or in general, a right to participate in other corporate actions such as bonus issues.
- › Rights are not transferable (except in limited circumstances or with the consent of the Board).
- › The Rights are granted for nil financial consideration and the exercise price is nil.
- › Any Shares issued pursuant to the vesting of Rights will, subject to the Constitution of the Company, rank in all respects (other than in respect of dividends, rights issues or bonus issues that accrued prior to allotment) *pari passu* with existing Shares at the date of issue and allotment.
- › The Rights will not be quoted on the ASX. The Company intends to apply to the ASX for quotation of any Shares issued on conversion of the Rights.
- › On a 50% change of control, all Rights will vest and be automatically exercised, subject to the Board determining that an alternative treatment should apply. A 50% change of control occurs where, as a result of any event or transaction, a new person or entity becomes entitled to more than 50% of the Shares.
- › Where a transaction or event, other than a 50% change of control, occurs which, in the opinion of the Board should be treated as a change of control for the purposes of the Plan, the Board has the discretion to determine the treatment of the Rights, including the timing of such treatment and level of vesting.
- › The Plan provides the Board with the ability to apply malus/clawback and declare that all, or some, of the CEO's Rights lapse (i.e. malus) and Shares held under the Plan are forfeited (i.e. clawback) where there has been a material breach of a participant's obligations to the Company or a subsidiary, or where a participant's behaviour has brought the Company or group into disrepute.
- › Any Rights which have not vested will lapse upon cessation of employment.

#### Allocation of Shares

Subject to Mr Berrell's continued employment, one Share will be allocated for each vested and exercised Right. The Company's obligation to allocate Shares on exercise may be satisfied by issuing new Shares, acquiring Shares on-market or transferring Shares from the Company's employee share trust.

The Board has the discretion to satisfy the vested and exercised Rights in cash.

#### Additional Information

- › Damien Berrell is a Managing Director of the Company and accordingly, falls within the director category under Listing Rule 10.14.1.
- › The Company grants Rights under the Plan because they create share price alignment between executives and ordinary Shareholders but do not provide executives with the full benefits of Share ownership (such as dividend and voting rights) unless and until the Rights vest.
- › If Shareholder approval is provided, the Company expects to grant the Rights under the Plan to Mr Berrell on or about the date of the AGM, and in accordance with ASX Listing Rule 10.15.7.
- › A summary of the material terms of the Plan is set out in the table below.
- › There is no loan attaching to the offers under the Plan.
- › Details of any securities issued under the Plan will be published in the FleetPartners 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 securities under the Plan after Resolutions 4(a) and 4(b) are approved and who are not named in this Notice will not participate until approval is obtained.



- › ASX Listing Rule 7.1 imposes a 15% cap on the number of equity securities that can be issued by FleetPartners without approval of Shareholders in any rolling twelve month period. However, FleetPartners is permitted to issue Shares (or other securities) in excess of the 15% limit if those Shares or securities are issued in reliance on an exception to ASX Listing Rule 7.1 or the issue is approved by Shareholders.
- › Resolution 4(a) and resolution 4(b), if passed, will provide approval for this purpose in relation to both the Rights and any Shares issued on vesting and exercise of those Rights. If approval is given under Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1, in accordance with Exception 14 in ASX Listing Rule 7.2.

### Summary of the material terms of the Plan

FEATURES	KEY TERMS
Eligibility	<ul style="list-style-type: none"> <li>› Eligibility to participate in the Plan and the number of Awards offered to each participant will be determined by the Board.</li> <li>› Offers under the Plan may be made to employees of the Company including Executive Directors. However, Non-Executive Directors will not participate in the Plan.</li> </ul>
Offers under the Plan	<ul style="list-style-type: none"> <li>› Terms and conditions of offers, including any vesting conditions, will be set at the Board's discretion and will appear in individual offer documents.</li> <li>› The Company will provide offer documentation to eligible employees, which must contain the information required by the rules of the Plan.</li> </ul>
Form of Awards	<ul style="list-style-type: none"> <li>› Participants may be granted Options or Rights (together, Awards) under the Plan.</li> <li>› Each Option is an entitlement to acquire one fully-paid ordinary share in the capital of the Company (Share), upon payment of an exercise price (which may be nil), subject to the satisfaction of any applicable conditions.</li> <li>› Each Right is an entitlement to acquire one Share, upon the satisfaction of applicable conditions.</li> <li>› Awards may be required to be exercised by the participant, in order to be allocated the underlying Shares. Alternatively, the terms of the Awards may allow for automatic exercise following vesting.</li> <li>› The vesting (and if applicable, exercise) of Awards may, at the Board's discretion, be settled in cash rather than Shares.</li> <li>› The Board also has the discretion to satisfy vested Options (that have an exercise price above nil) with a "Share Equivalent Number of Shares" (as defined under the Plan Rules) in lieu of payment of any applicable exercise price. Broadly, the Share Equivalent Number of Shares is the number of Shares corresponding to the Options that are being exercised on that occasion, less the number of Shares equal in value to the applicable exercise price.</li> </ul>
Award and exercise price (for Options)	<ul style="list-style-type: none"> <li>› Unless the Board determines otherwise, a participant is not required to pay for a grant of Awards.</li> <li>› The exercise price of an Option (if any) will be determined by the Board.</li> </ul>
Expiry	<ul style="list-style-type: none"> <li>› FY23 STI award - Unless the Board specifies a later date, Awards expire on the third anniversary of the date of grant of the Award.</li> <li>› FY24 LTI award – Unless the Board specifies a later date, Awards expire on the fifth anniversary of the date of grant of the Award.</li> </ul>
Vesting period and conditions	<ul style="list-style-type: none"> <li>› The Board in its discretion determines the applicable vesting conditions which apply to each offer, which may include performance and/or service conditions that must be satisfied before Awards vest (and, if relevant, become exercisable).</li> <li>› The vesting conditions will be measured and tested over a period determined by the Board. The vesting conditions that apply to the FY24 LTI award and the FY23 STI award are described separately in this Notice.</li> </ul>
Restrictions on dealing in Awards	<ul style="list-style-type: none"> <li>› A participant must not sell, transfer, encumber, hedge or otherwise deal with unvested Awards.</li> <li>› Following vesting, dealing in any Shares received is subject to any restrictions that apply under the Company's securities trading policy.</li> </ul>



# Virtual Meeting Online Guide

## Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **[whatismybrowser.com](http://whatismybrowser.com)**

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Supported browsers are:

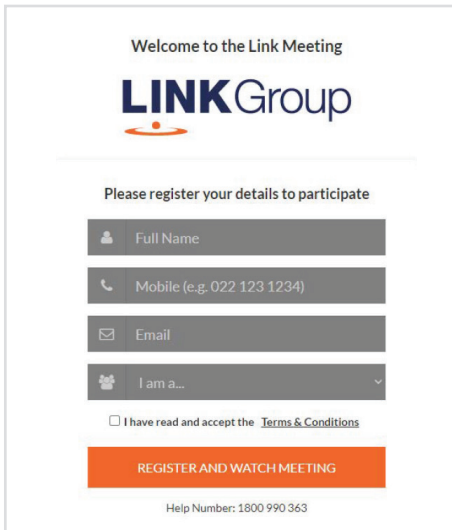
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Edge – 92.0 and up

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

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

**Please make sure you have this information before proceeding.**

# Virtual Meeting Online Guide



## Step 1

Open your web browser and go to <https://meetings.linkgroup.com/FPR24>

## Step 2

Log in to the portal using your full name, mobile number, email address, and participant type

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

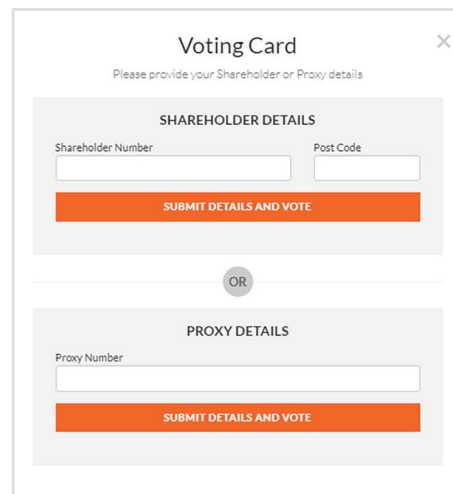
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

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

## 1. Get a Voting Card

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

This will bring up a box which looks like this.



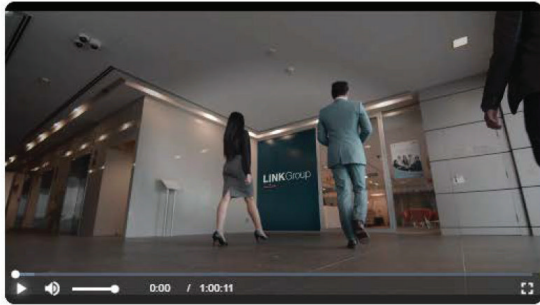
If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

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

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

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










**+**  
Get a Voting Card

**?**  
Ask a Question

**Downloads**

-  Speakers Bio's
-  Sustainability Report
-  Notice of meeting
-  Online Guide
-  Annual Report

JOHN SAMPLE
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✕

### Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the shareholder's voting instructions.

Full Vote
Partial Vote

**Resolution 1**     For     Against     Abstain

GENERAL BUSINESS

**SUBMIT VOTE**

### Full Votes

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

### Partial Votes

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

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

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

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

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

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards. Once voting has been closed all submitted voting cards cannot be changed.

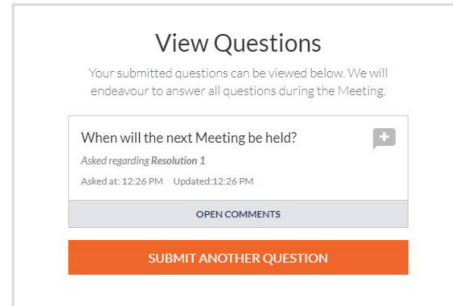
# Virtual Meeting Online Guide *continued*

## 2. How to ask a question

**Note:** Only verified Securityholders, Proxyholders and Corporate Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your security holder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

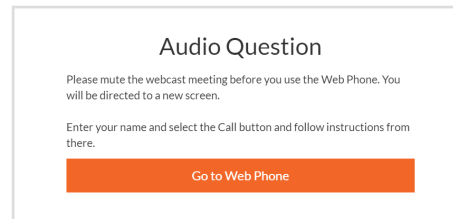
Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



## 2a. How to ask a written question

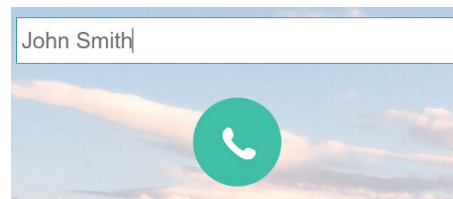
The 'Ask a Question' box will pop up and you have the option to type in a written question of ask an audio question over the phone line.

## 2b. How to ask an audio question



### Step 1

Click on 'Go to Web Phone'



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

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

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

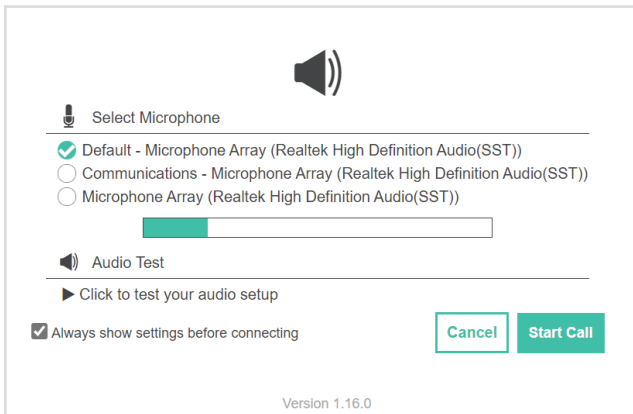
If your question has been answered and you would like to exercise your right of reply, you can submit another question.

### Step 2

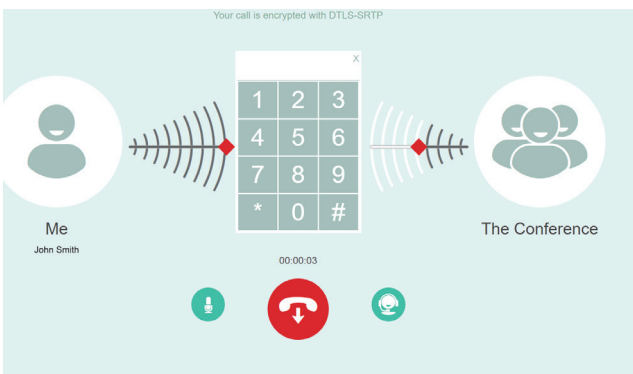
Type in your name and hit the green call button. You will then be in the meeting and able to listen to proceedings.

### Step 3

A box will pop up with a microphone test. Select **'Start Call'**



### Step 4



You are now in the meeting (on mute) and will be able to listen to proceedings.

When the Chairman calls for questions or comments on each item of business, press \*1 on the keypad on your screen for the item of business that your questions or comments relates to. If at any time you no longer wish to ask a question or make a comment, you can lower your hand by pressing \*2 on the keypad.

### Step 5

When it is time to ask your question or make your comment, the moderator will introduce you to the meeting. Your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.

### Step 6

Your line will be muted once your question or comment has been asked / responded to

### Step 7

You can hang up and resume watching the meeting via the online platform. If you would like to ask a question on another item of business, you can repeat the process above.

Please ensure you have muted the webcast audio.

## 3. Downloads

View relevant documentation in the Downloads section.

## 4. Voting closing

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

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

## Contact us

### Australia

T +61 1800 990 363

E [info@linkmarketservices.com.au](mailto:info@linkmarketservices.com.au)