

Notice of Annual General Meeting 2023

Notice is given that the Annual General Meeting of SG Fleet Group Limited (the **Company**) will be held virtually on **Tuesday, 17 October 2023** commencing at **3.00 pm AEDT**.

Shareholders can participate in the meeting using the online platform at web.lumiagm.com/326384843 via a computer or mobile device. Relevant instructions are included in the Online Shareholders' Meeting Guide 2023 annexed to this Notice of Meeting and marked Annexure A.

Shareholders are strongly encouraged to lodge their Voting Forms prior to 3.00 pm AEDT on Sunday, 15 October 2023, whether or not they are planning to participate in the virtual meeting.

The Company also encourages shareholders to send any questions relating to the AGM and its resolutions to investorenquiries@sgfleet.com prior to the meeting in order to assist with the provision of timely responses.

Business of the Meeting

1. Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report of the Company and the Reports of the Directors and Auditor for the financial year ended 30 June 2023.

2. Remuneration Report

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

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

Note: A voting exclusion statement applies to this resolution. The vote on this resolution is advisory only and does not bind the Directors or the Company.

3. Re-election of Kevin Wundram

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

"That Kevin Wundram be re-elected as a Director of the Company".

4. Grant of Options and Performance Rights to the Chief Executive Officer

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

"That approval be given for all purposes, including ASX Listing Rule 10.14, to grant the Company's Chief Executive Officer, Robbie Blau, Options and Performance Rights (to maximum value of \$739,477) as his long-term incentive award for the financial year ending 30 June 2024 under the Company's Equity Incentive Plan, on the terms set out in the Explanatory Notes to this Notice of Meeting."

Note: A voting exclusion statement applies to this resolution.

5. Grant of Options and Performance Rights to the Chief Financial Officer

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

"That approval be given for all purposes, including ASX Listing Rule 10.14, to grant the Company's Chief Financial Officer, Kevin Wundram, Options and Performance Rights (to a maximum value of \$277,315) as his long-term incentive award for the financial year ending 30 June 2024 under the Company's Equity Incentive Plan, on the terms set out in the Explanatory Notes to this Notice of Meeting."

Note: A voting exclusion statement applies to this resolution.

6. Further information about each Resolution of business is set out in the Explanatory Notes accompanying and forming part of this Notice of Meeting

Voting Exclusions

Resolution 2 (Remuneration Report)

In accordance with the *Corporations Act 2001* (Cth) (Corporations Act), the Company will disregard any votes cast on Resolution 2:

- (a) by or on behalf of a member of the Company's key management personnel (KMP) named in the Remuneration Report and their closely related parties (such as close family members or any controlled entities), regardless of the capacity in which the votes are cast; and
- (b) as a proxy by a person who is a member of the KMP on the date of the Annual General Meeting and their closely related parties.

However, the Company will not disregard any votes if they are cast as proxy for a person entitled to vote on Resolution 2:

- (a) in accordance with a direction on the Proxy Form; or
- (b) by the Chairman of the Meeting pursuant to an express authorisation to vote as the proxy decides, even though Resolution 2 is connected with the remuneration of the Company's KMP.

Resolution 4 (Grant of Options and Performance Rights to the Chief Executive Officer)

In accordance with the ASX Listing Rules and the Corporations Act, the Company will disregard any votes cast:

- (a) in any capacity on Resolution 4 by or on behalf of Robbie Blau or any of his associates; and
- (b) as a proxy on Resolution 4 by a person who is a member of the KMP on the date of the Annual General Meeting and their closely related parties.

However, the Company will not disregard any votes if they are cast as proxy for a person entitled to vote on Resolution 4:

- (a) in accordance with a direction on the Proxy Form; or
- (b) by the Chairman of the Meeting pursuant to an express authorisation to vote as the proxy decides, even though the relevant Resolution is connected with the remuneration of the Company's KMP; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5 (Grant of Options and Performance Rights to the Chief Financial Officer)

In accordance with the ASX Listing Rules and the Corporations Act, the Company will disregard any votes cast:

- (a) in any capacity on Resolution 5 by or on behalf of Kevin Wundram or any of his associates; and
- (b) as a proxy on Resolution 5 by a person who is a member of the KMP on the date of the Annual General Meeting and their closely related parties.

However, the Company will not disregard any votes if they are cast as proxy for a person entitled to vote on Resolution 5:

- (a) in accordance with a direction on the Proxy Form; or
- (b) by the Chairman of the Meeting pursuant to an express authorisation to vote as the proxy decides, even though the relevant Resolution is connected with the remuneration of the Company's KMP; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated 22 August 2023

By order of the Board

Tawanda Mutengwa
Company Secretary

Notes on voting

Voting Entitlement

The Board has determined that persons who are registered as holding shares in the Company at 7.00 pm (AEDT) on Sunday, 15 October 2023 will be entitled to attend and vote at the Meeting. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote.

Voting at the Meeting

It is intended that voting on each of the proposed resolutions at this meeting will be conducted by poll, rather than a show of hands. On a poll, each shareholder present in person or by proxy has one vote for each fully paid ordinary share in the Company they hold.

Voting by proxy

A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder, and may be an individual or a body corporate.

A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise. Otherwise, each proxy will be entitled to exercise half of the shareholder's votes.

If you wish to appoint a proxy, please complete and submit the Proxy Form accompanying this Notice of Annual General Meeting, by following the instructions contained in the Proxy Form.

Shareholders can direct their proxy how to vote by following the instructions on the Proxy Form, and are encouraged to do so.

Appointing a member of the KMP to act as your proxy

If a shareholder appoints a member of the Company's KMP (which includes Directors) or one of the KMP's closely related parties (such as close family members or any controlled entities) as proxy, they will not be able to cast the shareholder's votes on Resolution 2, unless they are directed how to vote on the relevant Resolution(s) or the Chairman of the Meeting is appointed as proxy.

If the Chairman of the Meeting is appointed as a shareholder's proxy or becomes their proxy by default, and the shareholder does not mark a voting box for Resolution 2, then by completing and submitting the Proxy Form, the shareholder will be expressly authorising the Chairman of the Meeting to exercise the proxy in respect of the relevant Resolution(s) as the Chairman decides, even though the Resolution is connected with the remuneration of the Company's KMP.

The Chairman of the Meeting intends to vote all available proxies in favour of each Resolution of business.

How to lodge a Proxy Form

Proxy Forms may be lodged with the Company's Share Registry in one of the following ways:

Online

<https://www.votingonline.com.au/sgfagm2023>

Mail

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia

Hand delivery

Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000
Australia

Fax

+61 2 9290 9655

To be effective, your Proxy Form (and any Power of Attorney or other authority under which it is signed or a certified copy), must be received no later than 48 hours prior to the Annual General Meeting (i.e. no later than **3.00pm (AEDT) on Sunday, 15 October 2023**).

Attorneys

Where a shareholder appoints an attorney to act on their behalf at the Meeting, this appointment must be made by a duly executed power of attorney. The power of attorney must be provided prior to admission to the Meeting.

Corporations

If a body corporate is a shareholder or a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with Section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

Evidence of the appointment of a corporate representative must be received prior to admission to the Meeting.

Explanatory Notes

These Explanatory Notes have been prepared to help shareholders understand the business to be put to shareholders at the 2023 Annual General Meeting.

Resolution 1 – Financial Report, Directors' Report and Auditor's Report

As required by the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2023 will be laid before the Annual General Meeting.

There is no requirement for shareholders to vote on this Resolution.

Shareholders will be provided with the opportunity to ask questions or raise comments about the Reports or the management of the Company. Also, a reasonable opportunity will be given to shareholders to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Report and the independence of the auditor in relation to the conduct of the audit.

Resolution 2 – Remuneration Report

Under the Corporations Act, the Company is required to submit its Remuneration Report for adoption by shareholders at the Annual General Meeting.

The Company's Remuneration Report for the financial period ended 30 June 2023 is set out in the Directors' Report which forms part of the Company's 2023 Annual Report, a copy of which was provided to shareholders with this Notice of Annual General Meeting.

The Remuneration Report discusses matters including the remuneration policy of the Company, the remuneration paid to Directors and executives who are members of the Company's KMP, and the relationship between remuneration of those Directors and executives and performance.

The vote on this resolution is advisory only and does not bind the Directors or the Company.

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

Board recommendation for Resolution 2

The Directors recommend that shareholders vote in favour of the resolution to adopt the Remuneration Report.

Resolution 3 – Re-election of Mr Kevin Wundram

Rule 8.1(d) of the Company's Constitution provides that a Director of the Company must not hold office (without re-election) past the third annual general meeting following the Director's last election or re-election.

While no Directors are eligible for re-election at this year's Annual General Meeting, Mr Wundram, who was re-elected at the 2021 Annual General Meeting, volunteers himself for re-election in accordance with Listing Rules 14.4 and 14.5.

The experience, qualifications and other information about Mr Wundram are set out below.

Mr Wundram was appointed to the Board as an Executive Director in August 2015. He has been Chief Financial Officer of SG Fleet since July 2006 and has significant experience in the fleet management and leasing industry. Prior to joining the Company, Mr Wundram was responsible for special projects at Super Group, including the execution of acquisitions, disposals and due diligence. He was also a member of the management committees of the Automotive Parts, Commercial Vehicle Dealerships and Supply Chain Divisions of that company. Prior to joining Super Group, he worked in the audit and corporate finance divisions of KPMG South Africa for six years.

Mr Wundram holds a Bachelor of Commerce from the University of the Witwatersrand, an Honours Bachelor of Accounting Science degree from the University of South Africa and is a Chartered Accountant.

Board recommendation for Resolution 3

The Directors (Mr Wundram abstaining) recommend that shareholders vote in favour of the re-election of Mr Wundram as a Director.

Resolutions 4 and 5 – Grant of Options and Performance Rights as FY2024 LTI award to Chief Executive Officer and Chief Financial Officer

ASX Listing Rule 10.14 requires the Company to obtain shareholder approval for the issue of securities to a director under an employee incentive scheme. The Company is seeking shareholder approval for the grant of Options and Performance Rights to Mr Robbie Blau, Chief Executive Officer (CEO), and to Mr Kevin Wundram, Chief Financial Officer (CFO), as their Long-Term Incentive (LTI) awards for FY2024 under the Company's Equity Incentive Plan (Plan).

Explanatory Notes

These LTI awards are designed to align the interests of the CEO and CFO with the interests of shareholders by providing the opportunity to receive an equity interest in the Company by granting Options and/or Performance Rights.

FY2024 LTI	
Number of Performance Rights and Options	CEO: Options and Performance Rights to a maximum value of \$739,477.
	CFO: Options and Performance Rights to a maximum value of \$277,315.
	The maximum number of Options to be granted to the CEO and CFO will be determined based on the formula: Long-term outperformance opportunity multiplied by the proportion to be allocated to Options divided by the fair value of the Options at the Grant Date.
	The maximum number of Performance Rights to be granted to the CEO and CFO will be determined based on the formula: Long-term outperformance opportunity multiplied by the proportion to be allocated to Performance Rights divided by the fair value of the Performance Rights at the Grant Date.
Performance period	Three-year performance period commencing on 1 July 2023 and ending on 30 June 2026
Vesting period	Vesting will occur on the date the results for the financial year ending 30 June 2026, and subject to approval by the Board.

Maximum number of Options and Performance Rights to be granted

The CEO's long-term outperformance opportunity amounts to \$739,477 and the CFO's long-term outperformance opportunity amounts to \$277,315.

In accordance with the terms of the Company's Equity Incentive Plan, the CEO and CFO can elect to receive Options or Performance Rights or any combination of Options or Performance Rights up to their long-term outperformance opportunity.

Prior to the Grant Date, the CEO and CFO will determine the proportion of their long-term outperformance opportunity to be allocated to Options and the proportion to be allocated to Performance Rights.

The maximum number of Options to be granted to the CEO and CFO will be determined based on the formula: Long-term outperformance opportunity multiplied by the proportion to be allocated to Options divided by the fair value of the Options at the Grant Date.

The maximum number of Performance Rights to be granted to the CEO and CFO will be determined based on the formula: Long-term outperformance opportunity multiplied by the proportion to be allocated to Performance Rights divided by the fair value of the Performance Rights at the Grant Date.

The fair value of the Options and the Performance Rights will be determined by an independent expert.

Example calculation of number of Performance Rights and Options to be allocated to CEO and CFO

	CEO	CFO
Long-term Outperformance Opportunity	739,477	277,315
Proportion to be allocated to Performance Rights and Options (As selected by CEO and CFO)		
Performance Rights	25%	33%
Options	75%	67%
Amount to be allocated to Performance Rights and Options		
Performance Rights	184,869	91,514
Options	554,608	185,801
Independent Expert's valuation of Performance Rights and Options (Based on 10-day VWAP leading up to the Grant Date and other assumptions)		
Performance Rights	2.19	2.19
Options	0.693	0.693
Number of instruments to be issued to CEO and CFO		
Performance Rights	84,415	41,787
Options	800,300	268,111

Issue price of Options and Performance Rights

As the Options and Performance Rights will form part of the CEO and the CFO's remuneration, they will be granted at no cost to the CEO and CFO.

Timing of awards of Options and Performance Rights

If shareholder approval is obtained, it is anticipated that the Options and Performance Rights will be granted to the CEO and CFO as soon as practicable after the 2023 AGM, and in any event no later than 12 months after the 2023 AGM.

Explanatory Notes

Performance measures

70% of the LTI awards to the CEO and the CFO will be subject to a Financial Performance Measure and 30% to a Strategic Performance Measure.

The Financial Performance Measure is growth in Underlying Earnings Per Share (EPS). The Underlying EPS performance condition will be tested based on the compound annual growth rate (CAGR) of the Company's Underlying EPS over the three-year performance period.

Calculation of the CAGR of the Underlying EPS and achievement against the performance condition will be determined by the Nomination and Remuneration Committee in its absolute discretion, having regard to any matters that it considers relevant. In determining the Underlying EPS for this purpose the Nomination and Remuneration Committee intends to deduct the costs incurred by the Company in integrating the LeasePlan acquisition.

The percentage of Options and Performance Rights in each component that vest (and become exercisable, in the case of the Options), if any, will be determined by reference to the following vesting schedule, subject to any adjustments for abnormal or unusual profit items that the Nomination and Remuneration Committee, in its discretion, considers appropriate:

Company's CAGR of Underlying EPS over the Performance Period that applies to the relevant component	% of Options or Performance Rights in a component that vest (and become exercisable, in the case of Options)
Less than 3% CAGR	Nil
3% CAGR (threshold performance)	42.9%
Between 3% and 7% CAGR (Target)	42.9% to 100%
7% CAGR or above (Outperformance)	100%

Testing of each component is expected to occur shortly after the end of the relevant performance period. Any Options or Performance Rights that do not vest on the relevant test date will lapse and there is no retesting of the award.

The Strategic Performance Measure will be tested on the achievement of a defined set of strategic goals which have been set by the Board. The achievement or non-achievement of the Strategic Component will be assessed and determined by the Nomination and Remuneration Committee at the end of the performance period.

Vesting and exercise of Performance Rights and Options

Each Share Option and each Share Performance Right entitles the CEO and the CFO to one ordinary share in the Company on vesting (and exercise, in the case of Options), although the Board retains the discretion to pay a cash-equivalent payment instead where it considers it appropriate.

Options may be exercised up to the third anniversary of the vesting date and if they are not exercised by this time, they will lapse.

The exercise price of the Options will be the daily volume weighted average market price (VWAP) of the Company's shares traded on the ASX during the 10 days prior to the grant date of the Options. The exercise price is payable in cleared funds unless a "net settlement" (or cashless exercise) mechanism is approved by the Board. The commercial effect of the net settlement is that only the value net option profit will be provided in the form of fully paid ordinary shares or cash-equivalent payment.

Further details relating to the exercise price for the Options granted to the CEO and the CFO will be disclosed to the ASX in their respective Appendix 3Y's.

Dividend and voting rights

Prior to vesting and exercise, Options and Performance Rights do not entitle the CEO or CFO to any dividends or voting rights.

Cessation of employment

Where the employment of the CEO or the CFO is terminated for cause or by resignation, all unvested Options and Performance Rights and vested but unexercised Options will automatically lapse, unless if the Board decides otherwise. In all other circumstances of cessation of employment, unvested Options and Performance Rights will remain on foot and subject to the original terms and vested but unexercised Options will be exercisable for three months from the date of cessation. However, the Board retains a discretion to lapse some or all of the unvested Options and Performance Rights in certain circumstances.

Change of control

Where there is a change of control event or the Board considers there is likely to be a change of control or an event that should otherwise be treated in accordance with the change of control rule in the Plan Rules, the Board has the discretion to determine that all or a specified number of the CEO or the CFO's Options and Performance Rights vest, lapse or be forfeited. Where only some of the Options and Performance Rights are vested on a change of control, the remainder of the Options and Performance Rights will immediately lapse. If a change of control occurs before the Board exercises its discretion:

- a pro rata portion of unvested Options and Performance Rights will vest immediately and the Board retains a discretion to determine whether the remainder vest or lapse; and
- Vested but unexercised Options will remain exercisable for a period notified by the Board.

Explanatory Notes

Preventing inappropriate or unfair benefits

The Options and Performance Rights are subject to forfeiture or “clawback” provisions that the Board may apply in certain circumstances to ensure that neither the CEO nor the CFO obtain an inappropriate or unfair benefit, for example, if there is a material misstatement in a Group company’s accounts.

Additional information provided in accordance with ASX Listing Rule 10.14 and 10.15

- The CEO and the CFO are the only Directors (or associates of a Director) that are entitled to participate in the Equity Incentive Plan, and both fall under Listing Rule 10.14.1. For purposes of Listing Rule 10.15.4, details of their remuneration are set out in Annexure B of this Notice of Meeting.
- No loan will be made by the Company in relation to the acquisition of Options and Performance Rights by the CEO or the CFO.
- If approval is given under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1. This means that the Options and Performance Rights granted to the CEO and the CFO and any shares issued pursuant to this approval will not use up any or part of the 15% available under ASX Listing Rule 7.1.
- If shareholder approval is obtained, the Company intends to grant Options and Performance Rights to the CEO and CFO as the Long-Term Incentive component of their annual remuneration for the financial year ending 30 June 2024. If shareholder approval is not obtained, it is intended that an equivalent award will be provided in cash, subject to the same performance and other conditions as described in these Explanatory Notes.
- For purposes of Listing Rule 10.15.5, details of any securities issued under the scheme are set out in Table 2 of Annexure B of this Notice of Meeting.
- Details of any securities issued under the scheme will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under that rule.

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

Board recommendation for Resolutions 4 and 5

The Non-Executive Directors recommend that shareholders vote in favour of Resolutions 4 and 5.

Annexure A

Online Shareholder's Meeting Guide 2023

Attending the AGM virtually

If you choose to participate online, you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

To access the meeting:

Visit web.lumiagm.com/326384843 on your computer, tablet or smartphone. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

Meeting ID: 326-384-843

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 2:00pm (AEDT), 17th October 2023

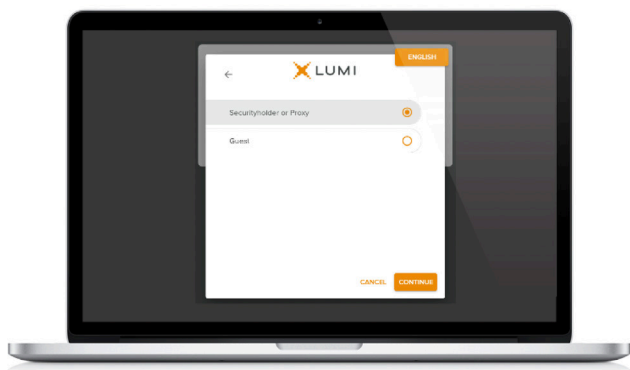
Using the Lumi AGM platform

ACCESS

The 1st page of the platform will ask in what capacity you are joining the meeting.

Shareholders or appointed proxies should select **"Shareholder or Proxyholder"**

Guests should select **"Guest"**



Credentials

Shareholders/Proxies

Your username is your **Voting Access Code** and your password is your **Postcode or Country Code**, or, for Non-Australian residents, your **3-letter country code**.

Proxy holders should obtain their log in credentials from the registrar by calling 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

Guests

Please enter your name and email address to be admitted into the meeting.

Please note, guests will not be able to ask questions or vote at the meeting.

Annexure A

Online Shareholder's Meeting Guide 2023

Navigation

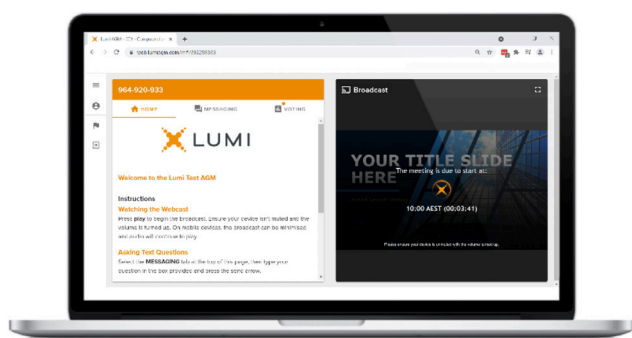
Once successfully authenticated, the home page will appear. You can view meeting instructions, ask questions and watch the webcast.

If viewing on a computer the webcast will appear at the side automatically once the meeting has started.

On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.



During the meeting, mobile users can minimise the webcast at any time by selecting the arrow by the broadcast icon. You will still be able to hear the meeting. Selecting the broadcast icon again will reopen the webcast.



Desktop/Laptop users can watch the webcast full screen, by selecting the full screen icon.



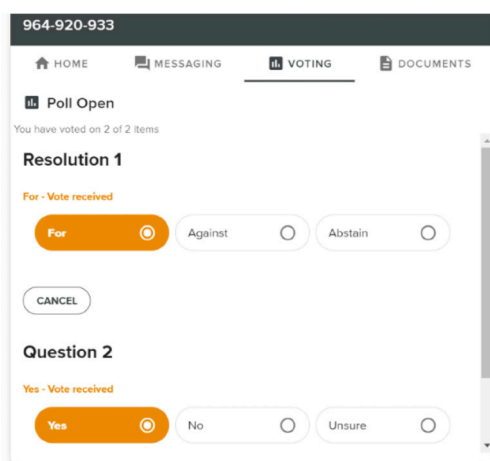
To reduce the webcast to its original size, select the X at the top of the broadcast window.

Voting

The Chair will open voting on all resolutions at the start of the meeting. Once voting has opened, the voting tab will appear on the navigation bar.



Selecting this tab will open a list of all resolutions and their voting options.

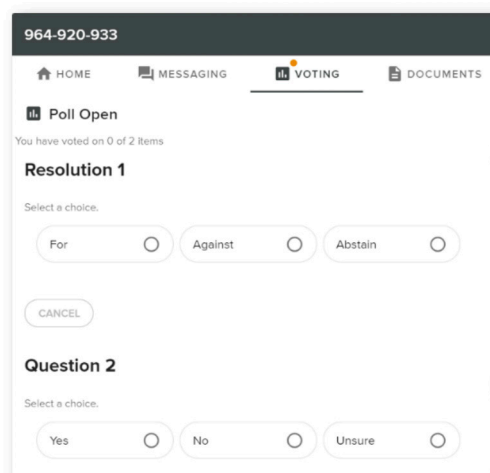


To vote, simply select your voting direction from the options displayed on screen. Your selection will change colour and a confirmation message will appear.

To change your vote, simply select another option. If you wish to cancel your vote, please press cancel.

There is no need to press a submit or send button. Your vote is automatically counted.

Voting can be performed at any time during the meeting until the Chair closes the poll.



Annexure A

Online Shareholder's Meeting Guide 2023

Questions

Any shareholder or appointed proxy is eligible to ask questions.

If you would like to ask a question. Select the messaging tab.



Messages can be submitted at any time from the start of the meeting, up until the Chair closes the Q&A session.

Select the "Ask a Question" box and type in your message.

Once you are happy with your message, select the send icon.



Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.

Asking Audio Questions

If you are a shareholder or proxy you can ask a verbal question. Dial by your location below:

1800 416 188
within Australia

+61 2 9189 1107
outside Australia

Once dialled in you will be connected to an Operator that will ask for your VAC (Voting Access Code) to verify you as a shareholder.

You will be muted upon entry. To ask a question press *1 to signal the moderator. Once your question has been answered your line will be muted. Feel free to either hang up or stay on the line. For additional questions press *1 to signal the operator.

Meeting ID: 326-384-843

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 2:00pm (AEDT), 17th October 2023

Annexure A

Country codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

ABW Aruba	DZA Algeria	LBR Liberia	ROU Romania
AFG Afghanistan	ECU Ecuador	LBY Libyan Arab Jamahiriya	RUS Russian Federation
AGO Angola	EGY Egypt	LCA St Lucia	RWA Rwanda
AIA Anguilla	ERI Eritrea	LIE Liechtenstein	SAU Saudi Arabia Kingdom Of
ALA Aland Islands	ESH Western Sahara	LKA Sri Lanka	SDN Sudan
ALB Albania	ESP Spain	LSO Lesotho	SEN Senegal
AND Andorra	EST Estonia	LTU Lithuania	SGP Singapore
ANT Netherlands Antilles	ETH Ethiopia	LUX Luxembourg	SGS Sth Georgia & Sth Sandwich Isl
ARE United Arab Emirates	FIN Finland	LVA Latvia	SHN St Helena
ARG Argentina	FJI Fiji	MAC Macao	SJM Svalbard & Jan Mayen
ARM Armenia	FLK Falkland Islands (Malvinas)	MAF St Martin	SLB Solomon Islands
ASM American Samoa	FRA France	MAR Morocco	SCG Serbia & Outlying
ATA Antarctica	FRO Faroe Islands	MCO Monaco	SLE Sierra Leone
ATF French Southern	FSM Micronesia	MDA Republic Of Moldova	SLV El Salvador
ATG Antigua & Barbuda	GAB Gabon	MDG Madagascar	SMR San Marino
AUS Australia	GBR United Kingdom	MDV Maldives	SOM Somalia
AUT Austria	GEO Georgia	MEX Mexico	SPM St Pierre And Miquelon
AZE Azerbaijan	GGY Guernsey	MHL Marshall Islands	SRB Serbia
BDI Burundi	GHA Ghana	MKD Macedonia Former Yugoslav Rep	STP Sao Tome And Principe
BEL Belgium	GIB Gibraltar	MLI Mali	SUR Suriname
BEN Benin	GIN Guinea	MLT Mauritania	SVK Slovakia
BFA Burkina Faso	GLP Guadeloupe	MMR Myanmar	SVN Slovenia
BGD Bangladesh	GMB Gambia	MNE Montenegro	SWE Sweden
BGR Bulgaria	GNB Guinea-Bissau	MNG Mongolia	SWZ Swaziland
BHR Bahrain	GNQ Equatorial Guinea	MNP Northern Mariana Islands	SYC Seychelles
BHS Bahamas	GRC Greece	MOZ Mozambique	SYR Syrian Arab Republic
BIH Bosnia & Herzegovina	GRD Grenada	MRT Mauritania	TCA Turks & Caicos Islands
BLM St Barthelemy	GRL Greenland	MSR Montserrat	TCO Chad
BLR Belarus	GTM Guatemala	MTQ Martinique	TGO Togo
BLZ Belize	GUF French Guiana	MUS Mauritius	THA Thailand
BMU Bermuda	GUM Guam	MWI Malawi	TJK Tajikistan
BOL Bolivia	GUY Guyana	MYS Malaysia	TKL Tokelau
BRA Brazil	HKG Hong Kong	MYT Mayotte	TKM Turkmenistan
BRB Barbados	HMD Heard & Mcdonald Islands	NAM Namibia	TLS Timor-Leste
BRN Brunei Darussalam	HND Honduras	NCL New Caledonia	TMP East Timor
BTN Bhutan	HRV Croatia	NER Niger	TON Tonga
BUR Burma	HTI Haiti	NFK Norfolk Island	TTO Trinidad & Tobago
BVT Bouvet Island	HUN Hungary	NGA Nigeria	TUN Tunisia
BWA Botswana	IDN Indonesia	NIC Nicaragua	TUR Turkey
CAF Central African Republic	IMN Isle Of Man	NIU Niue	TUV Tuvalu
CAN Canada	IND India	NLD Netherlands	TWN Taiwan
CCK Cocos (Keeling) Islands	IOT British Indian Ocean Territory	NOR Norway Montenegro	TZA Tanzania United Republic of
CHE Switzerland	IRL Ireland	NPL Nepal	UGA Uganda
CHL Chile	IRN Iran Islamic Republic of	NRU Nauru	UKR Ukraine
CHN China	IRQ Iraq	NZL New Zealand	UMI United States Minor
CIV Cote D'Ivoire	ISM Isle of Man	OMN Oman	URY Uruguay
CMR Cameroon	ISL Iceland	PAK Pakistan	USA United States of America
COD Democratic Republic of Congo	ISR Israel	PAN Panama	UZB Uzbekistan
COK Cook Islands	ITA Italy	PCN Pitcairn Islands	VNM Vietnam
COL Colombia	JAM Jamaica	PER Peru	VUT Vanuatu
COM Comoros	JEY Jersey	PHL Philippines	WLF Wallis & Futuna
CPV Cape Verde	JOR Jordan	PLW Palau	WSM Samoa
CRI Costa Rica	JPN Japan	PNG Papua New Guinea	YEM Yemen
CUB Cuba	KAZ Kazakhstan	POL Poland	YMD Yemen Democratic
CYM Cayman Islands	KEN Kenya	PRI Puerto Rico	YUG Yugoslavia Socialist Fed Rep
CYP Cyprus	KGZ Kyrgyzstan	PRK Korea Dem Peoples Republic of	ZAF South Africa
CXR Christmas Island	KHM Cambodia	PRT Portugal	ZAR Zaire
CZE Czech Republic	KIR Kiribati	PRY Paraguay	ZMB Zambia
DEU Germany	KNA St Kitts And Nevis	PSE Palestinian Territory Occupied	ZWE Zimbabwe
DJI Djibouti	KOR Korea Republic of	PYF French Polynesia	
DMA Dominica	KWT Kuwait	QAT Qatar	
DNK Denmark	LAO Laos	REU Reunion	
DOM Dominican Republic	LBN Lebanon		

Annexure B

Table 1 – Details of Directors' current total remuneration package

	Cash salary and fees \$	Current year bonus \$	Non Monetary \$	Super- annuation \$	Leave benefits \$	Deferred bonus equity settled \$	Other equity settled \$	Total \$
Mr Blau	1,155,356	934,756		25,292	25,319	267,009	788,625	3,196,357
Mr Wundram	582,586	336,678		25,292	12,778	97,295	298,277	1,352,906

Table 2 – Details of securities previously issued under the scheme

Grant date	Mr Blau	Mr Wundram	Vested/Lapsed
25 October 2022 (FY2023 Long-Term Incentives)	867,705 Options 94,349 Performance Rights	335,091 Options 36,436 Performance Rights	Vesting will occur on the date the results for the financial year ending 30 June 2025, and subject to approval of the Board
26 October 2021 (FY2022 Long-Term Incentives)	723,551 Options 64,186 Performance Rights	271,332 Options 24,070 Performance Rights	Vesting will occur on the date the results for the financial year ending 30 June 2024, and subject to approval of the Board
27 October 2020 (FY2021 Long-Term Incentives)	1,326,510 Options 115,349 Performance Rights	497,441 Options 43,256 Performance Rights	Vested
27 October 2020 (FY2020 Long-Term Incentives)	1,326,510 Options 107,555 Performance Rights	497,441 Options 40,333 Performance Rights	Vested
24 October 2017 (FY2018 Long Term Incentives)	781,756 Options 67,980 Performance Rights	279,199 Options 24,279 Performance Rights	Lapsed