

14 October 2022

Notice of Annual General Meeting 2022

The following documents are attached:

- Notice of Annual General Meeting (**AGM**) 2022
- Sample Proxy Form

A2B Australia Limited will hold its AGM at 11.00am (Sydney time) on Thursday 17 November 2022 at The Mint, 10 Macquarie Street, Sydney.

Authorised for lodgement by the Board of A2B Australia Limited.

For further information please contact:

Investors

Ronn Bechler
Automic Group
P: +61 400 009 774
E: ronn.bechler@automicgroup.com.au

Media

Tristan Everett
Automic Group
P: +61 403 789 096
E: tristan.everett@automicgroup.com.au

For personal use only

**2022 Notice of
Annual General Meeting**



**To be held at 11am (Sydney time)
on Thursday, 17 November 2022**

**A2B Australia Limited
ABN 99 001 958 390**

For personal use only

A letter from the Chairman

14 October 2022

Dear Shareholder

On behalf of the Board of A2B Australia Limited (the Company), I would like to invite you to attend the Company's Annual General Meeting (Meeting) on Thursday 17 November 2022.

The Meeting details are:

11am (Sydney time) on Thursday 17 November 2022 at The Mint, 10 Macquarie Street, Sydney NSW 2000.

For the health and safety of all attendees attending in person, we will be observing COVID-19 public health orders and restrictions, and any other government requirements that apply at the time of the Meeting.

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

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

If you are unable to attend the Meeting, I encourage you to exercise your voting rights by submitting your completed proxy form online by no later than 11am (Sydney time) on Tuesday, 15 November 2022. Alternatively, you can return a completed proxy form to the Company's Share Registry, Link Market Services.

Please refer to the Notice of Meeting for further information.

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

Yours sincerely



Mark Bayliss
Executive Chairman

Notice of Meeting

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of A2B Australia Limited (**A2B** or the **Company**) will be held at **The Mint, 10 Macquarie Street, Sydney NSW 2000** at **11am (Sydney time) on Thursday, 17 November 2022**.

Items of Business

Ordinary Business

A. Financial statements and reports

To receive and consider the Consolidated Financial Statements, the Directors' Report and the Independent Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2022 (**FY22**).

B. Election and Re-election of Directors

Resolution 1: Election of Mr Brent Cubis

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

"That Mr Brent Cubis be elected as a Director of the Company."

Resolution 2: Re-election of Ms Jennifer Horrigan

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

"That Ms Jennifer Horrigan be re-elected as a Director of the Company."

C. Remuneration Report

Resolution 3: Adoption of the Remuneration Report

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

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

Voting exclusion statement

The Company will disregard any votes cast on Resolution 3:

- by or on behalf of a member of the Company's key management personnel (**KMP**) named in the 2022 Remuneration Report or their closely related parties (regardless of the capacity in which the vote is cast); or
- as a proxy by a member of the Company's KMP at the date of the Meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on Resolution 3:

- in accordance with the directions in the proxy form; or
- by the Chairman of the Meeting pursuant to an express authorisation in the proxy form to exercise the proxy even though Resolution 3 is connected with the remuneration of the KMP.

Notice of Meeting (continued)

Resolution 4: Spill Resolution (conditional resolution)

Resolution 4 is a conditional resolution and a contingent poll will be held. The resolution will be deemed to have been withdrawn and the result of the contingent poll will not be valid if Resolution 3 passes on a majority of more than 75%. Please refer to the explanatory notes for further information.

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

*“That, subject to and conditional on Resolution 3 not being passed by more than 75% of votes cast at the Annual General Meeting, that within 90 days of the date of this resolution an extraordinary meeting of shareholders (**Spill Meeting**) be held and those Directors of the Company prescribed by section 250V(1)(b) of the **Corporations Act 2001** (Cth) will cease to hold office immediately prior to the end of the Spill Meeting and resolutions to appoint persons to fill those vacancies be put to the vote at the Spill Meeting.”*

If you **do not** want a Spill Meeting to take place, you should vote **“against”** Resolution 4. If you want a Spill Meeting to take place, you should vote **“for”** Resolution 4.

Voting exclusion statement

The Company will disregard any votes cast on Resolution 4:

- by or on behalf of a member of the Company's KMP named in the 2022 Remuneration Report or their closely related parties (regardless of the capacity in which the vote is cast); or
- as a proxy by a member of the Company's KMP at the date of the Meeting or their closely related parties, unless the vote is cast as proxy for a person entitled to vote on Resolution 4:
- in accordance with the directions in the proxy form; or
- by the Chairman of the Meeting pursuant to an express authorisation in the proxy form to exercise the proxy even though Resolution 4 is connected with the remuneration of the KMP.

Shareholder and Voting Information Notes

Determination of shareholders' rights to vote

For the purposes of the Meeting, the Directors have determined that those shareholders holding shares at **7pm (Sydney time) on Tuesday, 15 November 2022** will be voting members of the Meeting.

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

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

If you are planning to attend in person, please bring the Chairman's letter and proxy form with you to facilitate registration.

Registration opens from 10am on the day of the AGM.

AGM Considerations and Shareholder Questions

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

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

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

Written questions in advance of the AGM must be received by the Company or Link Market Services by **5pm (Sydney time) on Tuesday, 15 November 2022**, and can be submitted by email to either investorrelations@a2baustralia.com or registrars@linkmarketservices.com.au.

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

All Resolutions by Poll

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

How to Vote

Voting in person at the Meeting

Voting will be open between the commencement of the Meeting at **11am (Sydney time) on Thursday, 17 November 2022** and the time at which the Chairman of the Meeting announces voting closure.

Appointing a proxy

Please note that:

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

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

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

Unless the Chairman of the Meeting is your proxy, members of the Company's KMP (which includes each of the Directors), or their closely related parties, will not be able to vote as your proxy on Resolution 3 or 4, unless you direct them how to vote.

If you intend to appoint a member of the KMP as your proxy, you should ensure that you direct that person how to vote on Resolution 3 and 4.

If you intend to appoint the Chairman of the Meeting as your proxy, you can direct the Chairman of the Meeting how to vote by marking the boxes for the relevant resolution (for example, if you wish to vote "for", "against" or to "abstain" from voting). However, if you do not mark a box next to Resolution 3 and 4, then by completing and submitting the proxy form, you will be expressly authorising the Chairman of the Meeting to vote as he sees fit in respect of those resolutions even though they are connected with the remuneration of the Company's KMP.

Other than for Resolution 4 which the Chairman of the Meeting intends to vote undirected proxies against, the Chairman of the Meeting intends to vote any undirected proxies in favour of each other Resolution.

Notice of Meeting (continued)

Corporate representation

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

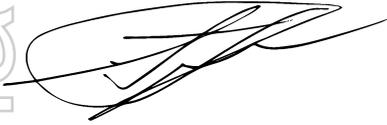
- a letter or certificate, executed in accordance with the corporate shareholder's Constitution, authorising that person to act as the company's representative; or
- a copy of the resolution, certified by the secretary or director of the corporate shareholder, appointing the representative.

Lodgement of proxies & appointment of corporate representation

To be valid, the proxy form (together with any power of attorney) and appointments of corporate representation must be received by the Company's Share Registry, Link Market Services by **11am (Sydney time) on Tuesday, 15 November 2022** in one of the following ways. Proxies and appointments of corporate representation received after this time will not be accepted.

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

By order of the Board



Adrian Lucchese
Company Secretary

14 October 2022

Explanatory Notes

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

A. Financial statements and reports

The Corporations Act requires the Company's financial statements, Directors' Report and Independent Auditor's Report for the last financial year to be received at the AGM. The financial statements and the reports are contained in the 2022 Annual Report, which is available on the Company's website at a2baustralia.com.

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

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

B. Election and Re-election of Directors

Resolution 1: Election of Mr Brent Cubis

Pursuant to Rule 6.1(e) of the Company's Constitution, Mr Brent Cubis who was appointed by the Directors since the last AGM, will retire at the Meeting and will offer himself for election.

Mr Cubis was appointed Director of A2B on 3 October 2022. He is an Independent Non-Executive Director, Chairman of the Audit and Risk Committee and a member of the Remuneration and Nominations Committee. Brent has over 20 years' experience in public and private companies across the following industries – Medical Devices, Health, Media and Property.

Mr Cubis is a Non-Executive Director of Canteen Australia and Carbon Cybernetics and was previously Chairman of the Audit and Risk Committee for Prime Media. His most recent CFO roles were for Cochlear and the Sydney cancer centre, Chris O'Brien Lifehouse. Prior to that he was CFO for Nine Network and ACP Magazines and also worked at Bankers Trust and Westfield.

Mr Cubis has a Bachelor of Commerce from the University of New South Wales, is a graduate of the Australian Institute of Company Directors and is a member of Chartered Accountants Australia & New Zealand.

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

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

Recommendation

The Directors (with Mr Cubis abstaining) recommend that shareholders vote **in favour** of Resolution 1.

Explanatory notes (continued)

Resolution 2: Re-election of Ms Jennifer Horrigan

Pursuant to Rule 6.1(f) of the Company's Constitution, Ms Jennifer Horrigan retires at the Meeting and, being eligible, offers herself for re-election.

Ms Horrigan was appointed as a Director in September 2020. She is Chair of the Remuneration and Nominations Committee and a member of the Audit and Risk Committee.

Ms Horrigan is an experienced Director across ASX-listed, unlisted and not-for-profit boards, with specific sector expertise in property, funds management, healthcare, transport and consumer-facing businesses. She brings strong governance, risk & compliance, remuneration, financial reporting and transaction experience, including M&A, IPOs, capital raisings.

Her executive career included 25 years' commercial experience across investment banking, financial communications and investor relations and she was formerly the Chief Operating Officer in Australia of the independent investment bank Greenhill & Co.

Ms Horrigan's also serves on the following listed boards: Chairman of Dexus Industria REIT and Dexus Convenience Retail REIT, and as a Director of QV Equities. She was previously Chairman and a Director of national children's cancer charity, Redkite.

Ms Horrigan's qualifications include Bachelor of Business (QUT), Graduate Diploma in Applied Finance (FINSIA) and Graduate Diploma in Management (AGSM). She is a Member of the Australian Institute of Company Directors.

Prior to submitting herself for re-election, Ms Horrigan acknowledged to the Company that she would have sufficient time to properly fulfil her duties to the Company.

The Board is satisfied that Ms Horrigan continues to be an independent Director.

Recommendation

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

C. Remuneration Report

Resolution 3: Adoption of the Remuneration Report

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

The Remuneration Report is set out on pages 21 to 33 of the 2022 Annual Report, which can be found on the Company's website at a2baustralia.com.

The Remuneration Report details:

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

The Company received a "first strike" against its Remuneration Report at the 2021 AGM. The Board took that very seriously. As a result, the Board completed a comprehensive review of our executive remuneration framework, and as a result it has made changes to its remuneration structure. The Company's goals and incentive framework have been updated to achieve a better balance between improving the overall position of the Company and rewarding its KMP accordingly.

The Board is looking forward to receiving shareholders' feedback on the Remuneration Report, and this Resolution provides an opportunity for shareholders to comment on, and ask questions about the 2022 Remuneration Report.

Resolution 3 is an advisory resolution only and does not bind the Directors or the Company, except as outlined below and in the explanatory notes for Resolution 4. The Board will take into account the outcome of the vote on this Resolution and discussion at the Meeting as it continues to develop and refine the Company's remuneration arrangements going forward.

Additional information

Under the Corporations Act, if at least 25% of the votes cast on the resolution to adopt the remuneration report at two consecutive AGMs are against the resolution, shareholders must be given an opportunity to vote on a 'spill resolution' at the second meeting (see Resolution 4). This is known as the 'two strikes' rule. Therefore, if at least 25% of the votes cast on this resolution in Resolution 3 are cast against adoption of the 2022 Remuneration Report the Company would receive a 'second strike' and would be required to put the conditional spill resolution in Resolution 4 to the AGM. For details of the effect of the spill resolution, please read the explanatory notes for Resolution 4.

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

Recommendation

The Directors recommend that shareholders vote **in favour** of Resolution 3.

Explanatory notes (continued)

Resolution 4: Spill Resolution (conditional Resolution)

Resolution 4 (Spill Resolution) is required to be included in this Notice of Meeting by Division 9 of Part 2G.2 of the Act because the adoption of the Remuneration Report contained in the Company's 2021 Annual Report was passed on a majority of less than 75% at the 2021 Annual General Meeting.

If, at this AGM, Resolution 3 is not passed, or passes but not by more than 75% of the votes cast, then the Company is required to put the Spill Resolution to a vote.

To allow the Company to progress the business of this AGM without the need for any adjournment to consider the results of the vote on Resolution 3, the Company will proceed to put the Spill Resolution to a vote on a conditional basis. A contingent poll will be held on this basis. The result of the vote on the Spill Resolution will only be valid if Resolution 3 is not passed, or passes but not by more than 75% of the votes cast. Conversely, if Resolution 3 passes on a majority of more than 75%, the Spill Resolution will be deemed withdrawn and any votes cast on the Spill Resolution prior to the withdrawal of the Spill Resolution will be treated as invalid.

Majority required for Spill Resolution

The Spill Resolution will be carried by ordinary majority (more than 50%). If the Spill Resolution is valid and carried, a Spill Meeting must be held within 90 days of the passing of the Spill Resolution.

The Spill Meeting

If a Spill Meeting is held, the Directors who will cease to hold office immediately before the end of the Spill Meeting (unless they resign before the Spill Meeting) will be, pursuant to section 250V(1)(b)(i) of the Act:

- Jennifer Horrigan (assuming she is re-elected at this Annual General Meeting).
- Clifford Rosenberg.

Each of these Directors is eligible to stand for re-election at the Spill Meeting and intends to seek re-election.

Executive Chairman, Mark Bayliss and Brent Cubis (assuming he is elected at this Annual General Meeting) will not be required to stand for election as a Director at the Spill Meeting and will continue to hold office.

The Spill Meeting, if required, will be subject to separate notice in accordance with the Constitution of the Company and the Act.

Nominations for director appointments at the Spill Meeting may be made in accordance with the Constitution of the Company and may include the Directors listed above.

In deciding how to vote on Resolution 3, the Board suggests that shareholders take the following factors into account:

- Response to first strike – the Board has taken action to address concerns expressed by shareholders relating to the Company's remuneration framework (as noted in the explanatory notes for Resolution 3 above);
- Potential loss of Directors' leadership, skills and knowledge – the Company has benefited from the clear focus and leadership each of the Directors as part of the Board have provided to the business; and
- Disruption to the Company – if the Spill Resolution is passed, this will create instability in the leadership and potentially a negative impact on the Company's ability to implement its critical strategic review and strategy. The Board has been integral in developing and overseeing this strategy.

A voting exclusion applies to Resolution 4 and is set out in the Notice of Meeting. These voting exclusions will not apply to the Spill Meeting and all shareholders will be entitled to vote on the Director appointments at the Spill Meeting.

If you **do not want** a spill meeting to take place, you should vote "**against**" Resolution 4. If you want a spill meeting to take place, you should vote "**for**" Resolution 4.

Recommendation

The Directors recommend that shareholders vote **against** Resolution 4.

For personal use only

Further information

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

For personal use only



A2B Australia Limited
ABN 99 001 958 390



A2B AUSTRALIA LIMITED
ABN 99 001 958 390

LODGE YOUR VOTE

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

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

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

 **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474

PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (Sydney time) on Thursday, 17 November 2022 at The Mint, 10 Macquarie Street, Sydney NSW 2000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 3 and 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, then by signing and returning this proxy form, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 3 and 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

Other than for item 4 which the Chairman of the Meeting intends to vote undirected proxies against, the Chairman of the Meeting intends to vote undirected proxies in favour of each other item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

	For	Against	Abstain*
1 Election of Mr Brent Cubis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Ms Jennifer Horrigan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Spill Resolution (conditional resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, any of the shareholders may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

A2B PRX2202C

For personal use only

STEP 1

STEP 2

STEP 3

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

A proxy need not be a shareholder of the Company.

PROXY VOTING BY THE CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

Joint Holding: where the holding is in more than one name, any of the shareholders may sign.

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

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (Sydney time) on Tuesday, 15 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



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



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

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

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

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