

ASX Announcement

21 April 2023

Notice of Meeting for 2023 Annual General Meeting

The 2023 Annual General Meeting of Dalrymple Bay infrastructure Limited (ASX:DBI) (“DBI” or “The Company”) will be held at the Karsten Conference Centre, Room 2407 – 2409, Level 24, 215 Adelaide Street, Brisbane QLD 4000, on Wednesday, 24 May 2023, at 10:00am (AEST).

A live webcast of the 2023 AGM will be available at: <https://meetings.linkgroup.com/DBI23>

Attached are the following documents relating to the 2023 Annual General Meeting:

- Notice of Meeting
- Proxy Form
- Notice of Access.

The Notice of Meeting is also available on DBI’s website at:

<https://investors.dbinfrastructure.com.au/investor-centre/?page=agm>

-ENDS-

Authorised for release by the Disclosure Committee of Dalrymple Bay Infrastructure Limited.

More information

Investors

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About Dalrymple Bay Infrastructure

Dalrymple Bay Infrastructure (DBI) through its foundation asset, the Dalrymple Bay Terminal (DBT), aims to provide safe and efficient terminal infrastructure and services for producers and consumers of high quality Australian coal exports. DBT, as the world’s largest metallurgical coal export facility, serves as a global gateway from the Bowen Basin and is a critical link in the global steelmaking supply chain. By providing operational excellence and options for capacity expansions to meet expected strong export demand, DBI intends to deliver value to security holders through distributions, ongoing investment and capital growth. dbinfrastructure.com.au

Forward Looking Statements

This announcement contains certain forward-looking statements with respect to the financial condition, operations and business of the Company and certain plans and objectives of the management of DBI. Forward-looking statements can be identified by the use of forward-looking terminology, including, without limitation, the terms “believes”, “estimates”, “anticipates”, “expects”, “predicts”, “intends”, “plans”, “goals”, “targets”, “aims”, “outlook”, “guidance”, “forecasts”, “may”, “will”, “would”, “could” or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. Such forward looking statements involve known and unknown risks, uncertainties and other factors which because of their nature may cause the actual results or performance of the Company to be materially different from the results or performance expressed or implied by such forward looking statements. Actual results may materially vary from any forecasts in this announcement. No representation or warranty, express or implied, is made as to the fairness, accuracy, completeness or correctness of the information, opinions and conclusions contained in this announcement. To the maximum extent permitted by law, none of DBI, its directors, employees or agents, nor any other person accepts any liability, including, without limitation, any liability arising out of fault or negligence, for any loss arising from the use of the information contained in this announcement. In particular, no representation or warranty, express or implied is given as to the accuracy, completeness or correctness, likelihood of achievement or reasonableness of any forecasts, prospects or returns contained in this announcement nor is any obligation assumed to update such information. Such forecasts, prospects or returns are by their nature subject to significant uncertainties and contingencies. Before making an investment decision, you should consider, with or without the assistance of a financial adviser, whether an investment is appropriate in light of your particular investment needs, objectives and financial circumstances.

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Dalrymple Bay Infrastructure Limited Notice of Meeting for 2023 Annual General Meeting

Dalrymple Bay Infrastructure Limited (**Company**)
ACN 643 302 032

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Notice of Annual General Meeting

Notice is given that the 2023 Annual General Meeting (**Meeting**) of Dalrymple Bay Infrastructure Limited (**DBI** or the **Company**) will be held at the Karsten Conference Centre, Room 2407-2409, Level 24, 215 Adelaide Street, Brisbane Qld 4000, on Wednesday, 24 May 2023, at 10.00am (AEST).

DBI is looking forward to hosting its 2023 AGM as a face-to-face meeting and welcoming securityholders in person.

A live webcast of the Meeting will be available at: <https://meetings.linkgroup.com/DBI23>

Securityholders will be able to view the Meeting live by watching the webcast, but will not be able to ask questions, make comments or vote through the webcast facilities. Voting on the day of the Meeting will only be permissible by securityholders who are physically present at the Meeting. There will be no online voting on the day of the Meeting.

If it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the Meeting, we will provide further information on the Company's website and by ASX announcement.

Agenda items

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

To receive and consider the Financial Report of the Company and its controlled entities and the Reports of the Directors and Auditor for the period ended 31 December 2022.

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

2. Resolution 1 - Re-election of Director - Dr Eileen Doyle

That Dr Eileen Doyle, being eligible, be re-elected as a Director of the Company.

3. Resolution 2 - Re-election of Director – Mr Raymond Neill

That Mr Raymond Neill, being eligible, be re-elected as a Director of the Company.

4. Resolution 3 - Adoption of Remuneration Report

That the Remuneration Report for the reporting period ended 31 December 2022 be adopted.

Note: 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 (see Item 2 of the notes relating to voting).

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


5. Resolution 4 – Renewal of proportional takeover provisions

That the Company renew the proportional takeover provisions contained in rule 7 of the Company's Constitution for a period of three years from the date of this annual general meeting.

The notes relating to voting and the Explanatory Memorandum form part of this Notice of Meeting.

By Order of the Board of Dalrymple Bay Infrastructure Limited.

date 14 April 2023

sign here ▶ 

Liesl Burman
Company Secretary

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Notes relating to voting

1 Entitlement to vote

Persons who are registered holders of securities in the Company as at 7:00 pm AEST on Monday, 22 May 2023 will be entitled to attend and vote at the Annual General Meeting (**Meeting**) as a securityholder. Security transfers registered after this time will be disregarded in determining entitlements to attend and vote at the Meeting.

Securityholders will be able to view the Meeting live by watching the webcast, but will not be able to ask questions, make comments or vote through the webcast facilities. Voting on the day of the Meeting will only be permissible by securityholders who are physically present at the Meeting. There will be no online voting on the day of the Meeting.

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

Voting on all resolutions set out in this Notice of Meeting will be conducted by poll. On a poll, securityholders have one vote for every fully paid ordinary security held (subject to the restrictions on voting referred to below)

2 Voting exclusions

Resolution 3 (Adoption of Remuneration Report)

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 Company's Remuneration Report for the reporting period ended 31 December 2022 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is 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 a direction in the proxy form; or
- by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy even though resolution 3 is connected with the remuneration of the Company's KMP.

3 Proxies

- (a) A securityholder entitled to attend and vote has a right to appoint a proxy to attend and vote on behalf of the securityholder. A proxy need not be a securityholder and can be either an individual or a body corporate. A securityholder can appoint a proxy by completing and returning a signed proxy form (see section 4 of these notes relating to voting, and the proxy form).
- (b) A securityholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the securityholder's votes.
- (c) If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.
- (d) Members of the Company's KMP (which includes each of the Directors) and their closely related parties (which includes spouses and dependants) will not be able to vote as proxy on resolution 3, unless you direct them how to vote or the Chairman of the Meeting is your proxy. If you intend to appoint a member of

the KMP (such as one of the Directors) as your proxy, you should ensure that you direct that person how to vote on resolution 3.

- (e) If you intend to appoint the Chairman of the Meeting as your proxy, you can direct the Chairman how to vote by marking the boxes for the relevant resolution (for example, if you wish to vote “for”, “against” or to “abstain” from voting). However, if you do not mark a box next to resolution 3, then by completing and returning the proxy form, you will be expressly authorising the Chairman of the Meeting to vote as they see fit in respect of resolution 3 even though it is connected with the remuneration of the Company’s KMP.
- (f) On a poll, if
- a securityholder has appointed a proxy (other than the Chairman of the Meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
 - that securityholder’s proxy is either not recorded as attending the Meeting or does not vote on the resolution,
- the Chairman of the Meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the securityholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that securityholder.
- (g) Please note that for proxies without voting instructions that are exercisable by the Chairman of the Meeting, the Chairman intends to vote all available proxies in favour of each resolution.

4 Proxy form

If you wish to appoint a proxy to act on your behalf, please complete the proxy form.

To be effective the proxy form must be received no later than 10.00am (AEST) on Monday, 22 May 2023 at:

Online: <https://investorcentre.linkgroup.com>

Mail: Dalrymple Bay Infrastructure Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

By hand: 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)

Facsimile: +61 2 9287 0309

5 Corporate representatives

A body corporate that is a securityholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the *Corporations Act 2001* (Cth). The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it has been signed, unless it has previously been given to the Company or the Company’s share registry.

6 Voting by attorney

A securityholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the Meeting. An attorney may but need not be a member of the Company.

An attorney may not vote at the Meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company (or the Company's share registry) in the same manner, and by the same time, as outlined above for proxy forms.

7 Questions for the Auditor

Securityholders may submit written questions to the Company's Auditor, Deloitte Touche Tohmatsu, in advance of the Meeting if the question is relevant to the content of the Auditor's Report for the reporting period ended 31 December 2022 or the conduct of its audit of the Company's Financial Report for the reporting period ended 31 December 2022.

Relevant written questions for the Auditor must be received by the Company no later than 5.00pm (AEST), Wednesday 17 May 2023. Please send any written questions to:

companysecretary@dbinfrastructure.com.au

A list of written questions will be made available to securityholders attending the Meeting.

If written answers are tabled at the Meeting, they will be made available to securityholders as soon as practicable after the Meeting. Please note that individual responses will not be sent to securityholders.

12 Questions for the Company

Securityholders may also submit written questions to the Company prior to the Meeting relevant to the business of the Meeting. The Chairman of the Meeting will seek to address as many of the more frequently raised relevant questions as possible. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to securityholders.

Written questions for the Company should be submitted in the same way and by the same time and date as written questions to the Auditor as set out above.

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Explanatory Memorandum

This Explanatory Memorandum has been prepared to help securityholders understand the items of business at the forthcoming Annual General Meeting (**Meeting**).

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

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires:

- the reports of the Directors and Auditor; and
- the annual Financial Report, including the Financial Statements of the Company,

for the year ended 31 December 2022, to be laid before the Meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of securityholders on the reports or statements. However, securityholders will be given an opportunity to raise questions or comments on the management of the company.

Also, a reasonable opportunity will be given to securityholders as a whole at the Meeting 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 statements and the independence of the Auditor in relation to the conduct of the audit.

The Annual Report (including the Annual Financial Report, Directors' Report and Auditor's Report) is accessible on the Company's website at <https://investors.dbinfrastructure.com.au/investor-centre/?page=annual-reports>

2 Re-election of Director – Dr Eileen Doyle

In accordance with the ASX Listing Rules and the Constitution of the Company, Dr Eileen Doyle is retiring by rotation and being eligible, offers herself for re-election to the Board of the Company.

Eileen was appointed as an Independent Non-Executive Director on 30 October 2020. Her profile is included below.

Eileen has more than 30 years of experience in innovation in large companies, small to medium sized enterprises and start ups. Eileen was previously a director of Boral Ltd, GPT Ltd, OneSteel Ltd, Oil Search Ltd and Bradken Ltd. She is the past Chairman of Port Waratah Coal Services and Deputy Chairman of CSIRO. She is presently a director of Santos Limited, SWOOP Analytics Pty Ltd, Air Services Australia and NextDC Ltd.

Eileen holds a PhD in Applied Statistics from the University of Newcastle. She was Australia's first Fulbright Scholar in Business Management for which she attended Columbia University. She is a Fellow of the Australian Institute of Company Directors and a Fellow of the Australian Academy of Technology and Engineering.

The Board considers Eileen to be an independent director. Eileen has reconfirmed that she has sufficient time to meet her responsibilities as a director of the Company.

Recommendation

For the reasons set out above, the Board (with Dr Doyle abstaining) unanimously recommends that securityholders vote **in favour of** the re-election of Dr Doyle as a director of the Company.

3 Re-Election of Director – Raymond Neill

Raymond Neill was appointed as a Director on 27 February 2023. In accordance with the ASX Listing Rules and the Constitution of the Company, Raymond offers himself for re-election to the Board of the Company. His profile is included below.

Raymond is a Managing Director in Brookfield's Infrastructure Group, responsible for leading business development and transaction execution in Australia. Mr. Neill serves as a board member on several of Brookfield's operating companies.

Raymond joined Brookfield in 2010, following Brookfield's acquisition of the Australian-listed company, Prime Infrastructure, where he worked as an investment analyst. Prior to that, Raymond worked for the strategy consulting firm Booz and Co.

Raymond holds a bachelor's degree in engineering from the University of Queensland and a Graduate Diploma in Applied Finance from the Securities Institute of Australia.

Raymond was nominated as a Director of the Company by Brookfield Infrastructure Partners LP (**BIP**) pursuant to a Relationship Agreement between BIP and the Company. Under that Relationship Agreement, BIP has the right to appoint one director to the Company's Board. Raymond is nominated to the Board in that capacity.

The Board considers that Raymond's role as a nominee Director means that he is not considered an independent director.

Recommendation

For the reasons set out above, the Board (with Mr Neill abstaining) unanimously recommends that securityholders vote **in favour of** the re-election of Mr Neill as a director of the Company.

4 Adoption of Remuneration Report

The Remuneration Report on pages 31 to 48 of the Company's 2022 Annual Report, which is available at <https://investors.dbinfrastructure.com.au/investor-centre/?page=annual-reports>, sets out the remuneration policies and practices of the Company and reports on the remuneration arrangements in place for the Company's KMP during the reporting period ended 31 December 2022 (**Remuneration Report**). Securityholders as a whole will have a reasonable opportunity at the Meeting to ask questions about or make comments on the Remuneration Report.

As prescribed by the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote and discussion at the Meeting into account in setting remuneration policy for future years.

Recommendation

The Board unanimously recommends that securityholders vote **in favour** of the adoption of the Remuneration Report.

5 Renewal of proportional takeover provisions

Rule 7 of the Company's Constitution contains provisions which prohibit the registration of transfers of securities acquired under a proportional takeover bid unless a resolution is passed by the securityholders approving the bid.

Under the Corporations Act, proportional takeover approval provisions expire three years from adoption or renewal and may then be renewed. The proportional takeover provisions were adopted in November 2020 just prior to the listing of the Company on the ASX in December 2020. Accordingly, the provisions will cease to have effect from November 2023 unless renewed.

To avoid a period between November 2023 and the Company's next Annual General Meeting (in or around May 2024) where the provisions would not be operational, the Board is seeking securityholder approval to renew the proportional takeover provisions in the Constitution. The proposed proportional takeover provisions are identical to those previously adopted by the Company.

What is a proportional takeover bid?

A proportional takeover bid is one where the takeover offer made by a bidder to each securityholder is only for a proportion of that securityholder's securities. For example, the bidder only makes a bid for 30 per cent of each securityholder's securities. The specified proportion must be the same in the case of all securityholders.

This means that control of the company may pass without securityholders having the chance to sell all their securities to the bidder. The bidder may take control of the company without paying an adequate amount for gaining control.

To deal with this possibility, a company may provide in its constitution that if a proportional takeover bid is made for securities in the company, securityholders must vote on whether to accept or reject the offer and that decision will be binding on all securityholders. The benefit of the provision is that securityholders are able to decide collectively whether the proportional offer is acceptable in principle and it may ensure that any partial offer is appropriately priced.

Effect of the provisions

If a proportional takeover bid is made, the Directors must ensure that a meeting is held more than 14 days before the last day of the bid period, at which securityholders will consider a resolution to approve the takeover bid.

Each member has one vote for each fully paid security held. The vote is decided on a simple majority and will be binding on all securityholders. The bidder and its associates are not allowed to vote. If the resolution is not passed, no transfer will be registered as a result of the takeover bid and the offer will be taken to have been withdrawn.

The Directors breach the Corporations Act if they fail to ensure the approving resolution is voted on. However, if the resolution is not voted on, the bid will be taken to have been approved.

If the bid is approved (or taken to have been approved), all valid transfers must be registered. This effectively means that securityholders may only prohibit a proportional takeover bid by passing a resolution rejecting the proportional takeover bid. The proportional takeover provisions do not apply to full takeover bids.

The renewed provisions will expire after three years, unless again renewed by securityholders by a special resolution. Similar provisions are commonly found in the constitutions of publicly-listed companies on the ASX and are regularly renewed.

Potential advantages and disadvantages

The provisions enable the Directors to ascertain the views of securityholders on a proportional takeover bid. Apart from this, there is no specific advantage for Directors (in their capacity as directors) in renewing the proportional takeover provisions because they remain free to make their own recommendation on whether a proportional takeover bid should be approved or rejected.

The potential advantages of the proportional takeover provisions for securityholders are:

- securityholders have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed, which is likely to ensure that an intending bidder structures its offer in a way which is attractive to a majority of securityholders;
- securityholders may avoid being locked in as a minority;
- securityholders' bargaining power is increased which may help to ensure that any proportional takeover bid is adequately priced; and
- knowing the view of the majority of securityholders may help each individual securityholder assess the likely outcome of the proportional takeover offer and decide whether to accept or reject that offer.

The potential disadvantages for securityholders include:

- proportional takeover offers for securities in the Company may be discouraged;
- securityholders may lose an opportunity of selling some or all of their securities at a premium;
- the chance of a proportional takeover being successful may be reduced; and
- the provisions may be considered to constitute an additional restriction on the ability of individual securityholders to deal freely in their securities.

The Board considers that the potential advantages for securityholders of the proportional takeover provisions outweigh the potential disadvantages.

No knowledge of any present acquisition proposals

As at the date of this Notice of Meeting, none of the Directors are aware of a proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Recommendation

The Board unanimously recommends that securityholders vote **in favour** of the renewal of the proportional takeover provisions.

14 April 2023

Dear Securityholder,

Notice is given that the 2023 Annual General Meeting of Dalrymple Bay Infrastructure Limited (**DBI** or the **Company**) will be held at the Karsten Conference Centre, Room 2407-2409, Level 24, 215 Adelaide Street, Brisbane Qld 4000, on Wednesday, 24 May 2023, at 10.00am (AEST) (the **Meeting**).

A live webcast of the Meeting will be available at <https://meetings.linkgroup.com/DBI23>

Securityholders will be able to view the Meeting live by watching the webcast, but will not be able to ask questions, make comments or vote through the webcast facilities. Voting on the day of the Meeting will only be permissible by securityholders who are physically present at the meeting. There will be no online voting on the day of the meeting.

If it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the Meeting, we will provide further information on the Company's website and by ASX announcement.

Further details on how to view the live webcast of the Meeting are set out in the *Notice of Meeting* and in the *Meeting Online Guide (Online Guide)*. The Online Guide includes details of how to ensure your browser is compatible with the webcast facilities, and a step-by-step guide to logging in and navigating the site.

I encourage you to read the Notice of Meeting (including the Explanatory Memorandum and Notes relating to voting) and Online Guide.

To view or download a copy of the Notice of Meeting and Online Guide, please visit <https://investors.dbinfrastructure.com.au/investor-centre/?page=agm>

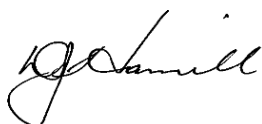
To view or download a copy of the Annual Report, please visit <https://investors.dbinfrastructure.com.au/investor-centre/?page=annual-reports>

If you are unable to attend the Meeting, I encourage you to lodge your proxy votes by completing the attached proxy form or lodging your proxy online at <https://investorcentre.linkgroup.com>. Proxy forms must be received no later than 10.00am (AEST) on Monday, 22 May 2023.

Securityholders can also ask questions before the Meeting by emailing companysecretary@dbinfrastructure.com.au by no later than 5.00pm (AEST) on Wednesday 17 May 2023. Please note that individual responses will not be sent to securityholders.

Thank you for your continued support of DBI and I look forward to your participation and the opportunity to engage with you at the Meeting.

Yours sincerely,



David John Hamill
Chairman

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LODGE YOUR VOTE

-  **ONLINE**
<https://investorcentre.linkgroup.com>
-  **BY MAIL**
Dalrymple Bay Infrastructure 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 Dalrymple Bay Infrastructure Limited (the **Company**) 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 **10:00am (AEST) on Wednesday, 24 May 2023 (the Meeting)** and at any postponement or adjournment of the Meeting.

You can attend the meeting at **Karsten Conference Centre, Room 2407-2409, Level 24, 215 Adelaide Street, Brisbane Qld 4000** or you can view a webcast of the Meeting by logging in online at <https://meetings.linkgroup.com/DBI23> (refer to details in the Meeting Online Guide).

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

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 10:00am (AEST) on Monday, 22 May 2023. Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

	For	Against	Abstain*
1 Re-election of Director - Dr Eileen Doyle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director - Mr Raymond Neill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Renewal of proportional takeover provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual) <input style="width: 100%; height: 30px;" type="text"/>	Joint Securityholder 2 (Individual) <input style="width: 100%; height: 30px;" type="text"/>	Joint Securityholder 3 (Individual) <input style="width: 100%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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).



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STEP 1

STEP 2

STEP 3

HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities 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. A proxy need not be a securityholder of the Company. 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.

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 completing and 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 the Company's KMP.

VOTES ON RESOLUTIONS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

If you are entitled to cast two or more votes, 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 security 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 securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

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

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

Joint Holding: where the holding is in more than one name, either securityholder 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 (Cth)*) 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 unless it has previously been given to the Company or Company's security registry. A form of the certificate may be obtained from the Company's security 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 **10:00am (AEST) on Monday, 22 May 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders 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 securityholding.

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

Dalrymple Bay Infrastructure 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.**