AVJennings

28 September 2020

Dear Shareholder,

On behalf of the Directors of AVJennings Limited (AVJennings), I am pleased to invite you to attend the 2020 Annual General Meeting (AGM) of AVJennings. Enclosed is the Notice of Meeting setting out the business of the AGM.

AVJennings' 2020 AGM will be held on Thursday, 29 October 2020 commencing at 12.00 noon (AEDT) (9.00 a.m. Singapore Time). Due to the ongoing uncertainty and potential health risks created by the COVID-19 pandemic and with the safety of our shareholders and staff in mind, the 2020 AGM will be a virtual (online) meeting rather than a physical meeting.

Shareholders will be able to attend the meeting via a live webcast. To attend, you will need to log in to an online platform provided by our Australian share registry, Link Market Services; https://agmlive.link/AVJ20.

A Virtual AGM Online Guide, which provides all the information you need to access the meeting platform has been lodged on the Australian Securities Exchange (ASX) and the Singapore Exchange (SGX) along with the Notice of Meeting and is also available on the Company's website, www.avjennings.com.au/About Us/Investor Centre/Annual General Meeting. In the event it is necessary for AVJennings to provide further updates on the arrangements for the AGM, we will do so through the Market Announcements platforms of the ASX and SGX.

If your shares are held through the Central Depository (Pte) Ltd., Singapore (CDP), you will be able to attend and observe the meeting, but will not be able to vote or ask questions. You are required to complete the attached Voting Instruction Form and return it to the CDP by the Receipt Date (Thursday, 22 October 2020). Please refer to Note 1 of the enclosed Voting Instruction Form for details regarding the appointment of a proxy to attend the AGM and vote on your behalf.

All resolutions considered at the AGM will be decided on a poll. I encourage you to read the Notice of Meeting (including the Explanatory Notes on each of the resolutions) and to consider providing voting instructions by marking either the "for" "against" or "abstain" boxes for each of the resolutions in the enclosed Voting Instruction Form, prior to returning it to the CDP.

The Directors of the Company strongly recommend that shareholders vote **in favour** of resolutions 2, 3(a), (3b) and 3(c) and **against** resolution 4.

Thank you for your continued support of AVJennings.

Yours sincerely,



Simon Cheong,
Chairman.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of AVJennings Limited will be held virtually via a webinar conferencing facility at 12.00 noon (AEDT) (9.00 a.m. Singapore Time) on Thursday, 29 October 2020.

AGENDA

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive and consider the Financial Report, together with the Directors' Report and Auditors' Report for the year ended 30 June 2020.

2. Remuneration Report

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

"That the Remuneration Report as set out in the Directors' Report for the year ended 30 June 2020 be adopted."

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

3. Re-election of Directors

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

3(a) "That Mr Bobby Chin, a Director retiring by rotation in accordance with the Company's constitution and being eligible for re-election, be re-elected as a Director."

3(b) "That Mr Lai Teck Poh, a Director retiring by rotation in accordance with the Company's constitution and being eligible for re-election, be re-elected as a Director."

3(c) "That Mr Tan Boon Leong, a Director retiring by rotation in accordance with the Company's constitution and being eligible for re-election, be re-elected as a Director."

4. Special meeting to be held within 90 days ("Spill Resolution")

To consider in accordance with section 250V of the *Corporations Act 2001* (Cth), and if thought fit pass the following as a separate ordinary resolution of the Company:

"That subject to at least 25% of the eligible votes cast in respect of Item 2 (Remuneration Report) being cast against the adoption of the Remuneration Report:

a) Another meeting of the Company's shareholders ("spill meeting") be convened within 90 days of the date of this meeting;

b) All of the Company's Directors who are Directors when Items 1 and 2 above are considered at this AGM, with the exception of the Managing Director/CEO, cease to hold office immediately before the end of the spill meeting; and

c) Resolutions to appoint persons to offices that will be vacated immediately before the end of the spill meeting be put to a vote at the spill meeting."

Note: This resolution will be put to the meeting, but will apply only **IF** the Company receives a "second strike" under the "two strikes" legislation on its Remuneration Report – that is if at least 25% of the eligible votes cast on the resolution that the Remuneration Report be adopted are against adoption of the Report (see Explanatory Notes 2, 4 and 5). If a second strike is received **and** the Spill Resolution is passed, the spill meeting will be held within 90 days of the date of this meeting.

Shareholders are referred to the Explanatory Notes accompanying and forming part of this Notice of Meeting.

By Order of the Board



Carl Thompson,
Company Secretary.

28 September 2020

EXPLANATORY NOTES ON RESOLUTIONS

These Explanatory Notes are intended to provide shareholders of the Company with information on the resolutions contained in the accompanying Notice of Annual General Meeting. The Directors recommend that shareholders read these Explanatory Notes in full before making any decision in relation to the Resolutions.

Note 1
Financial Statements and Reports

The Australian *Corporations Act 2001* (Cth) requires the Company to lay its Financial Report and the reports of the Directors and Auditor for the last financial year before the Annual General Meeting.

No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company's Auditor will be present at the meeting and shareholders will be given the opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company and the independence of the Auditor.

Note 2
Remuneration Report

The Remuneration Report of the Company for the financial year ended 30 June 2020 is set out on pages 27 to 39 of the Company's 2020 Annual Report, which is also available on the Company's website at www.avjennings.com.au.

The Remuneration Report sets out the Company's remuneration arrangements for Directors and certain executives who together constitute Key Management Personnel ("Executive KMP").

The table and following commentary set out the remuneration responses taken by the Company, Directors, Executive KMP, other senior executives and general staff in response to the impact of the COVID-19 crisis on the Company.

	Maximum STI Opportunity Forgone $	Rights Cancelled	
		Service Rights Number	LTI Performance Rights Number
PK Summers	218,397	268,505	403,993
CD Thompson	71,393	61,440	57,777
SC Orlandi	66,667	53,044	46,758
L Mahaffy	65,272	56,174	52,825
L Hunt	44,121	37,970	35,706
Executive KMP	**465,850**	**477,133**	**597,059**
Other Executives	**272,784**	**256,927**	**255,635**
Total	**738,634**	**734,060**	**852,694**

Directors, Executive KMP, other senior executives and general staff agreed to a number of changes to remuneration arrangements in response to the COVID-19 crisis. The measures are outlined below:

- Non-Executive Directors agreed to a 20% reduction in fees for the period 1 May – 31 July 2020;
- SC Global agreed to a 20% reduction in consultancy fees for the period 1 May to 31 July 2020;
- Executive KMP and other senior executives agreed to forego any STI payments in respect of FY20;
- Executive KMP and other senior executives agreed to cancel all Retention Rights due to vest in 2020;
- Executive KMP and other senior executives agreed to cancel all LTI Rights due to be tested for vesting in 2020; and
- All office-based staff (including Executive KMP) agreed to take one day of annual leave per week for the period 1 May to 31 July 2020 thereby reducing the Company's leave liabilities.

The cancelled STI arrangements saved the Company the cost of those payments – maximum opportunity being $738,634.

The cancelled Retention Rights were due to vest in early July 2020, subject to the executives being employed by the Company at 30 June 2020. All relevant executives including all Executive KMP remained employed at that date and so all the Retention Rights would have vested, but for their cancellation in late June.

Cancellation of the Retention Rights saved the Company the cost of acquiring shares on market to meet vesting obligations. The share price at the time when those shares would have been acquired (early July) being the Volume Weighted Average Price for the first 5 trading days of July was $0.4753. If shares had been acquired at around that price for Executive KMP and all other participating executives, the Company would have acquired 734,060 shares at a cost of $348,898 plus brokerage in acquiring those shares. That is a real cash saving to the Company.

The Performance Rights were due to have the performance conditions tested to determine vesting in September 2020. The Performance Rights were cancelled in late June and therefore no testing will take place in September 2020. It is not possible to determine what percentage if any, of the Performance rights might have vested. In any event, executives including Executive KMP agreed to cancellation of the Performance Rights and so saved the Company the cost of acquiring shares on market to meet any vesting obligation which may have arisen.

In addition, all employees (other than site and sales staff) including Executive KMP agreed to leave management arrangements, in particular a 4 day week from 1 May until 31 July 2020. Other leave arrangements have been put in place from 1 August 2020.

The following comments in respect of this resolution should also be noted:

a) The vote on this resolution is advisory only and does not bind the Directors or the Company. However under the "two strikes" legislation which came into effect on 1 July 2011, a "first strike" is triggered if at least 25% of the eligible votes cast at the Annual General Meeting are against adoption of the Remuneration Report. If, in the following year, at least 25% of the eligible votes cast are again against adoption, a "second strike" will be triggered and the Company is required to put to shareholders a "spill" resolution. If the "spill" resolution is passed, the Company must within 90 days hold an additional meeting (a spill meeting) under which all Directors (except the Managing Director/CEO) are deemed to vacate office as a Director of the Company and persons including those Directors may be appointed to the Board of the Company.

b) At the Company's 2019 AGM, 38.9% of eligible votes cast were against the Remuneration Report. This meant that the Company recorded a first strike on the Report. The nature of the Company's share register means that shareholders holding a significant number of shares are excluded from casting votes on this resolution by reason of being Key Management Personnel or closely related parties (see Explanatory Note 5). Consequently, a relatively small number of votes is all that is necessary in order for 25% of the eligible votes cast to be against the resolution.

c) The vote against the Remuneration Report at the 2019 AGM represented 6.2% of the Company's total shares. Of that 6.2%, approximately one-half represented one particular shareholder. That shareholder has voted against the Remuneration Report at previous AGMs. As a consequence, the Company has, on a number of occasions, reached out to the shareholder to ascertain whether there were any specific concerns in relation to the Company's remuneration arrangements. However, there has been no specific response provided. The Company did not receive any specific feedback at the 2019 AGM on its remuneration arrangements.

d) The Company became aware of separate commentary on the FY19 Remuneration Report from proxy advisers. This feedback indicated specific concerns in relation to the Return On Equity Component of the LTI Plan. As a consequence, the Company has dropped this measure and replaced it with a more widely used Total Shareholder Return measure. There was also some confusion over the classification of the Retention Component as part of the LTI Plan. The Retention Rights are not part of the separate LTI Performance Rights plan and this has been clarified in the Annual Report. The Company will continue to consult with shareholders and their representatives to ensure its remuneration practices balance the need to meet the objectives of the remuneration practices and the need to be consistent with prevailing community standards.

e) As a consequence of the "first strike" being recorded against the Company's Remuneration Report at the 2019 AGM, the Company is required to put to the shareholders at this AGM a resolution ("spill resolution") proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company. A spill resolution has been included on the Agenda (see item 4 of the Agenda).

Section 250R of the *Corporations Act 2001* (Cth) requires a publicly listed company to put a resolution to shareholders to adopt the Company's Remuneration Report. The Chair of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the Remuneration Report prior to voting on the resolution relating to Item 2.

The Directors of the Company strongly recommend that shareholders vote ***in favour*** of the resolution relating to item 2, to adopt the Remuneration Report.

Subject to the voting exclusion statement relating to this resolution as set out in Explanatory Note 5, the Chair of the meeting intends to vote undirected proxies in favour of this resolution.

Note 3
Re-Election of Directors

Three Directors, Messrs Bobby Chin, Lai Teck Poh and Tan Boon Leong retire by rotation at this Annual General Meeting and seek re-election. A profile of each Director follows.

Mr Bobby Chin *CA (ICAEW) B.Acc.*
Independent Non Executive Director

Mr Chin has been a Director of the Company since 18 October 2005. He is Chairman of the Audit Committee and a member of the Nominations Committee.

Mr Chin is currently the Chairman of NTUC Fairprice Co-operative Ltd, NTUC Fairprice Foundation Ltd and the Housing & Development Board. He is the Deputy Chairman of NTUC Enterprise Co-operative Ltd and a Director of Singapore Labour Foundation. He also serves as Chairman of the Singapore Corporate Governance Advisory Committee. Mr Chin served 31 years with KPMG Singapore and was its Managing Partner from 1992 until September 2005. He is an Associate Member of the Institute of Chartered Accountants in England and Wales. Mr Chin resides in Singapore.

Mr Chin has made significant contributions to the Board and the Company during his years of service as a Director. With his extensive business and financial experience, Mr Chin adds considerable value and leadership to the Committees on which he serves, particularly to the Audit Committee, of which he is Chairman.

The other members of the Board unanimously support the re-election of Mr Chin and recommend that shareholders vote ***in favour*** of this resolution. The Chair of the meeting intends to vote undirected proxies in favour of this resolution.

Mr Lai Teck Poh *BA Hons. (Economics)*
Independent Non-Executive Director

Mr Lai has been a Director of the Company since 18 November 2011. He is Chairman of the Remuneration Committee and a member of the Audit Committee and Investments Committee.

Mr Lai has been a career banker since the late 1960s. He joined Citibank Singapore in April 1968, rising through the ranks to become Vice President and Head of the Corporate Banking Division. During his time with Citibank, Mr Lai undertook international assignments with Citibank in Jakarta, New York and London. His last position with Citigroup was as Managing Director of Citicorp Investment Banking Singapore Ltd (Corporate Finance and Capital Market Activities) from 1986 to 1987.

Mr Lai joined Oversea-Chinese Banking Corporation (OCBC) in January 1988 as Executive Vice President and Division Head of Corporate Banking. He moved on to various other senior management positions in OCBC, such as Head of Information Technology and Central Operations and Risk Management. He was head of Group Audit prior to retiring in April 2010. Mr Lai resides in Singapore.

Mr Lai has been a valuable member of the Board and the Directors consider his skills and experience, particularly his significant financial experience, to be a valuable addition to the Board's existing skills and experience.

The other members of the Board unanimously support the re-election of Mr Lai and recommend that shareholders vote ***in favour*** of this resolution. The Chair of the meeting intends to vote undirected proxies in favour of this resolution.

Mr Tan Boon Leong *DipUrbVal (Auck University, NZ)*
Non-Executive Director

Mr Tan has been a Director of the Company since 9 June 2017. He is a member of the Investments Committee.

Mr Tan has over 36 years' experience in real estate investment and asset management. He is a non-executive Director of SC Global Developments Pte Ltd., the Company's major shareholder.

Mr Tan last held the position of Group Chief Operating Officer cum Chief Executive Officer (Singapore Investments) in Mapletree Investments Pte Ltd, a real estate company wholly-owned by Temasek Holdings (Private) Limited. Prior to his career in Mapletree Investments, Mr Tan served in Temasek Holdings (Private) Limited from 1995 to 2003 and held the position of Managing Director (Strategic Investments). His portfolio included Temasek Holdings' investments in real estate in Asia and Australia. His eight-year career in Temasek Holdings included stints in venture capital investments in the IT sector, infrastructure investments in the energy and transportation sectors, and investments in financial services.

Mr Tan had also served in the Inland Revenue Authority of Singapore (IRAS) from 1975 to 1995 where he last held the position of Tax Director in the Superscale grade. Mr Tan resides in Singapore.

Mr Tan has been a valuable member of the Board and has made significant and constructive contributions to the Board during his years of service as a Director. His extensive experience in finance and property are a valuable addition to the Board's existing skills and experience.

The other members of the Board unanimously support the re-election of Mr Tan and recommend that shareholders vote ***in favour*** of this resolution. The Chair of the meeting intends to vote undirected proxies in favour of this resolution.

Note 4
Spill Resolution

This resolution will be put to the meeting but will apply only IF the Company receives a "second strike" on its Remuneration Report as detailed in Explanatory Note 2.

Subject to the voting exclusion statement relating to this resolution as set out in Explanatory Note 5, if more than 50% of the eligible shareholders vote in favour of the spill resolution, the Company must convene an extraordinary general meeting ("spill meeting") within 90 days of the 2020 AGM. All of the Directors of the Company (except the Managing Director/CEO) who were in office when the 2020 Directors' Report was approved will cease to hold office immediately before the end of the spill meeting, but may stand for re-election at the spill meeting. Following the spill meeting, those persons whose election or re-election as Directors is approved will be the Directors of the Company.

Shareholders should be aware, however, that convening a spill meeting will result in the Company incurring material additional expense in conducting a meeting as well as disruption and distraction to senior management's focus on core business operations during these uncertain times. Moreover, shareholders should note that there are no voting exclusions applicable to resolutions appointing directors at the spill meeting. This would mean that there is no barrier to existing major shareholders of the Company exercising their voting rights to reappoint the existing Directors of the Company without any changes to the composition of the Board.

The Directors of the Company strongly recommend that shareholders vote ***against*** the spill resolution. The Chair of the meeting intends to vote undirected proxies against this resolution.

Note 5
Voting Exclusion Statement

A vote on items 2 and 4 must not be cast (in any capacity) by, or on behalf of, the following:

- A Member of the Key Management Personnel (KMP) (being the Directors and the other Executive KMP as disclosed in the Remuneration Report); and
- Closely related parties of such a KMP (such as close family members and any companies the KMP controls).

However, a person described above may cast a vote on items 2 and 4 as a proxy if the vote is not cast on behalf of a person described above and either:

- The proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- The vote is cast by the Chairman of the meeting and the appointment of the Chairman as proxy:

  (a) Does not specify the way the proxy is to vote on the resolutions; and

  (b) Expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP, which includes the Chairman.

"Key Management Personnel" and "closely related parties" have the same meaning as set out in the *Corporations Act 2001* (Cth).

The Chairman of the meeting intends to vote all available proxies in favour of all items of business except item 4, where he will be voting against.

Any directed proxies that are not voted on a poll at the meeting will automatically default to the Chairman of the meeting, who is required to vote proxies as directed.

The Company will disregard any votes cast on items 2 and 4 of the Agenda by a KMP or closely related party, which have not been cast in accordance with this Voting Exclusion Statement.

The following information forms part of this Notice of Meeting.

1. A Voting Instruction Form accompanies this Notice. Please refer to Note (1) of the Voting Instruction Form regarding the appointment of the Chairman as your proxy.

2. How to be present virtually at the Meeting

CDP Depositors will have the opportunity to be present virtually via the live webcast and view the meeting.

The online platform can be accessed at: **https://agmlive.link/AVJ20.**

As Depositors are required to provide voting instructions to the CDP and can only appoint the Chairman as their proxy, they will not be able to ask questions or vote at the meeting.

3. Technical difficulties

Technical difficulties may arise during the course of the Meeting. Where the Chairman considers it appropriate, he may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

4. Chairman's Voting Intention

The Chairman intends to exercise all available proxies ***in favour*** of Resolutions 2, 3(a), 3(b) and 3(c) and ***against*** Resolution 4, unless a Shareholder has expressly indicated a different voting intention.

AVJENNINGS LIMITED
ABN 44 004 327 771
Incorporated in Australia

Voting Instruction Form
Annual General Meeting – Thursday, 29 October 2020

Please read the notes overleaf before completing and signing this form. A copy of the Notice of Annual General Meeting is enclosed.

To: AV Jennings Limited
c/o The Central Depository (Pte) Limited
11 North Buona Vista Drive #06-07
The Metropolis Tower 2
Singapore 138589

I/We

request you to appoint the Chairman of the Meeting as my/our proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of AVJennings Limited to be held virtually via a webinar conferencing facility at 12.00 noon (AEDT) (9.00 a.m SGT) on Thursday, 29 October 2020 and at any adjournment of that meeting.

I/We direct that my/our proxy vote as indicated:

	ORDINARY BUSINESS	**Director Recommendation***	**For**	**Against**	**Abstain**
2	Adoption of Remuneration Report	**For**			
3(a)	Re-election of Mr Bobby Chin as a Director	**For**			
3(b)	Re-election of Mr Lai Teck Poh as a Director	**For**			
3(c)	Re-election of Mr Tan Boon Leong as a Director	**For**			
4	Spill Resolution	**Against**			

***Please refer to Explanatory Notes in the Notice of Meeting for further details regarding these resolutions.**

Number of Ordinary Shares to which this instruction relates
Securities Account Number to which this instruction relates

If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a poll.

TO BE COMPLETED BY DIRECT ACCOUNT HOLDER(S)/DEPOSITORY AGENT IF HE/SHE/IT WISHES TO GIVE VOTING INSTRUCTIONS:

For Individuals: **For Corporations:**

_____ _____
Signature of Direct Account Holder Signature of Director(s)/Secretary Common Seal

_____
Signature of Direct Account Holder

Dated this …… day of …… 2020

Notes:

1. Your shares are registered with the Central Depository (Pte) Limited ("CDP"). As CDP is not allowed under the Constitution of the Company to appoint more than 2 proxies, Depositors are not able to attend or appoint their own proxies to attend the Company's Annual General Meeting, and can only request CDP to appoint the Chairman of the Meeting as their proxy to attend and vote on their behalf in accordance with the voting instructions herein. CDP will not appoint a proxy other than the Chairman of the Meeting to attend and vote in accordance with the voting instructions herein.

2. This voting instruction form, duly completed, must be returned by the Direct Account Holder(s) or Depository Agent to the office of AVJennings Limited c/o The Central Depository (Pte) Limited, 11 North Buona Vista Drive #06-07, The Metropolis Tower 2, Singapore 138589 by **5.00 pm on Thursday, 22 October 2020 (the "Receipt Date").**

3. The Direct Account Holder or Depository Agent should complete each box for the Meeting resolutions indicating the number of shares to be voted for or against or abstain. The total number of shares represented should not exceed the total shareholding.

4. The Direct Account Holder or Depository Agent should provide the Securities Account Number to which the number of ordinary shares in this voting instruction relates. If the securities account number is not provided, this Form will be deemed to be incomplete and CDP is entitled (but not obliged) to disregard your instruction.

5. If CDP does not receive your specific instructions by the Receipt Date, it will not vote or take any action with respect to your shares at the Company's Annual General Meeting.

6. If a Direct Account Holder or Depository Agent wishes to give voting instructions on its shares, this form must be signed by the Direct Account Holder or Depository Agent or his/her/its attorney duly authorised in writing or if the Direct Account Holder or Depository Agent is a corporation, executed under its common seal or under the hand of its attorney duly authorised in writing. In the case of joint Direct Account Holders, all joint Direct Account Holders must sign this Form. The Power of Attorney or other authority appointing the attorney or a notarially/duly certified copy of that Power of Attorney or other Attorney or other Authority must be attached to this form if it is signed by an attorney.

7. If, as at the Receipt Date, the total shareholding of the Direct Account Holder or Depository Agent exceeds the total number of shares to which any voting instruction relates, CDP will forward the Direct Account Holder's or Depository Agent's voting instructions only in respect of the shares in respect of which any voting instruction relates.

8. If, as at the Receipt Date, the total shareholding of the Direct Account Holder or Depository Agent is less than the total number of shares to which any voting instruction relates, CDP will forward the Direct Account Holder's or Depository Agent's voting instructions only in respect of the lesser number of shares, i.e. the Direct Account Holder's or Depository Agent's total shareholding as at the Receipt Date, provided that any instruction which requires CDP to allocate the securities between votes "For" or "Against" or "Abstain" any resolution shall be invalid. For example, if on the Receipt Date an account holder's total shareholding is 10 shares but his voting instruction relates to 20 shares, CDP will forward the voting instructions in respect of 10 shares if the votes are either wholly for or against the resolution. If the account holder has split his or her shares into votes for and against the resolution, CDP will not be able to allocate the shares amongst the split votes and will accordingly treat the voting instruction as invalid.

LINK Market Services

Virtual Meeting Online Guide



Part of **Link Group** | Corporate Markets

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. You can easily check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 “Mavericks” & OS X v10.10 “Yosemite” and after
- Internet Explorer 9 and up (please note Internet Explorer 8 is not supported)

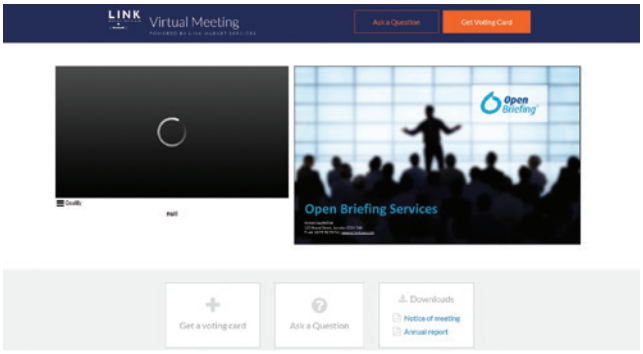
The virtual meeting is viewable from desktops and laptops. To attend and vote at the virtual Meeting you must have:

- ASX registered holders: Shareholder number and postcode

If you are an appointed proxy you will need your proxy number which will be provided by Link Market Services prior to the meeting. **Please make sure you have this information before proceeding.**

Step 1

Open your web browser and go to https://agmlive.link/AVJ20 and select the relevant meeting.



Step 2

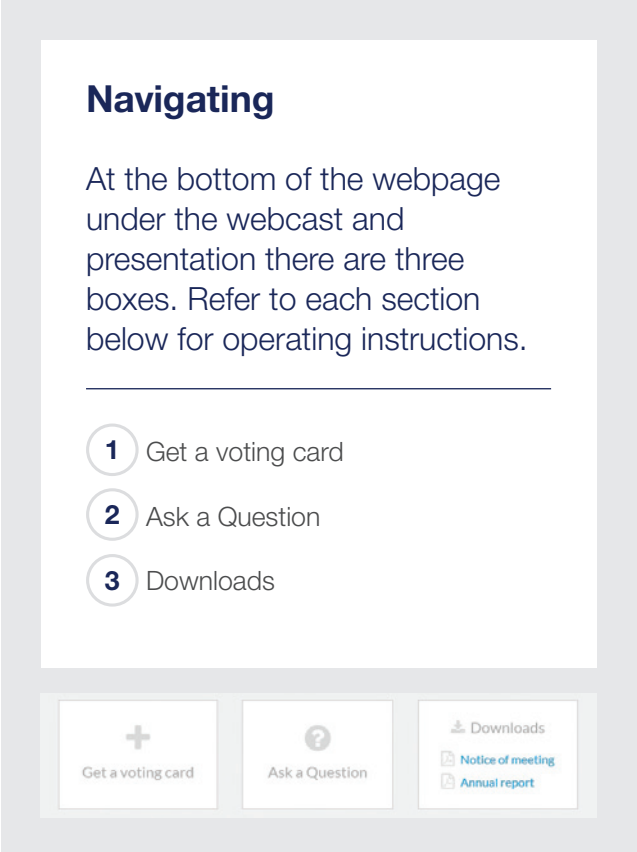
Login to the portal using your full name, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **‘Register and Watch Meeting’** button. Once you have logged in you will see:

- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting.

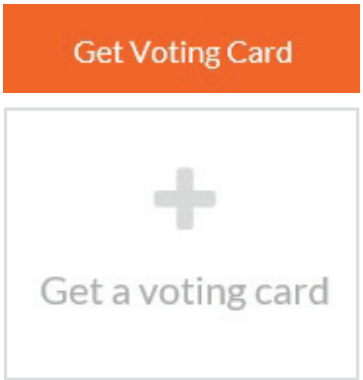
Note: After you have logged in we recommend that you keep your browser open for the duration of the meeting. If you close your browser, your session will expire. If you attempt to log in again, you will be sent a recovery link via email for security purposes.



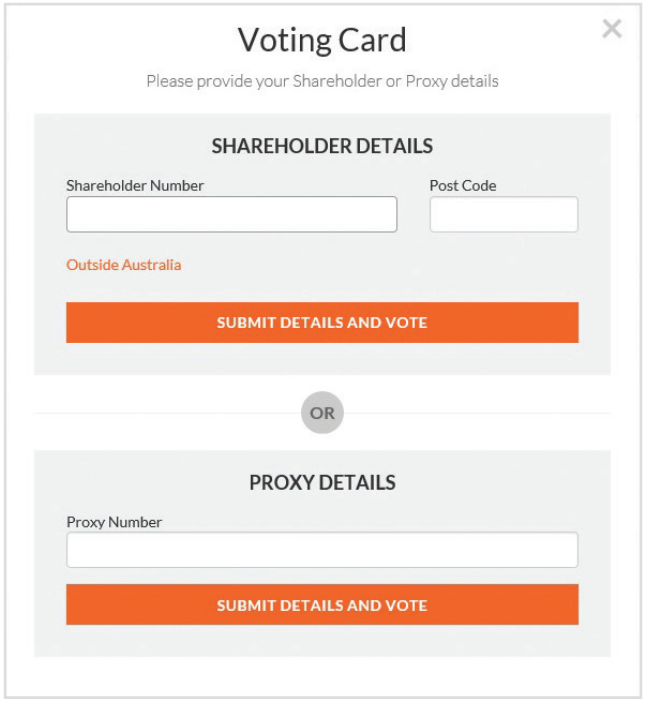


1. Get a voting card

To register to vote - click on the 'Get a voting card' box at the top of the webpage or below the videos.



This will bring up a box which looks like this.



If you are an individual or joint Shareholder you will need to register and provide validation by entering your details in the top section:

- **ASX registered holders:** Shareholder number and postcode

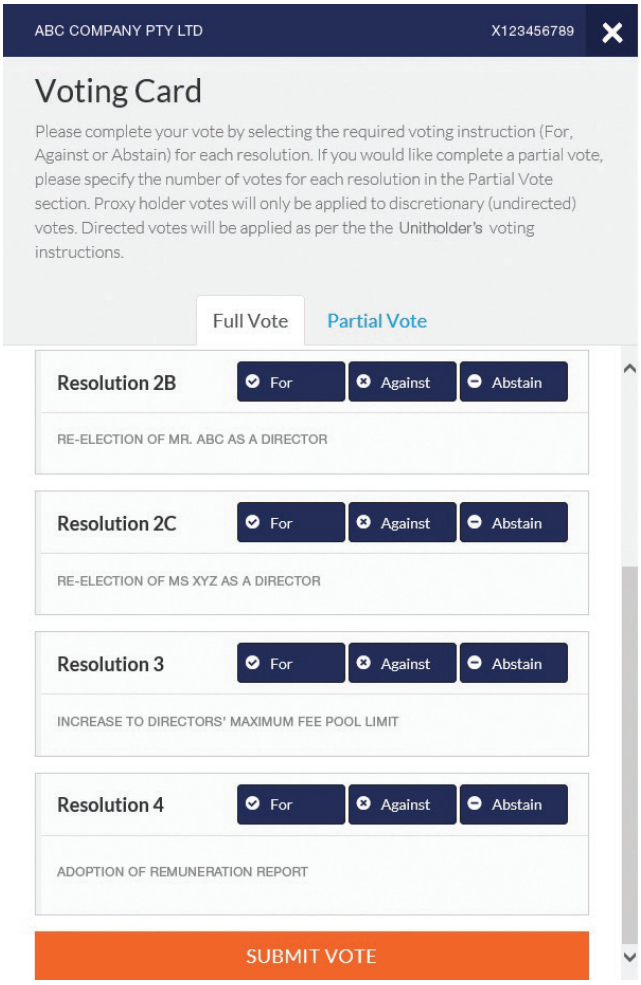
If you are an appointed Proxy, please enter the Proxy Number issued to you by Link Market Services in the PROXY DETAILS section. Once you have entered your appropriate details click the blue **'SUBMIT DETAILS AND VOTE'** button.

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

Shareholders and proxies can either submit a Full Vote or a Partial Vote. You can move between the two tabs by clicking on **'Full Vote'** or **'Partial Vote'** at the top of the voting card.

Virtual Meeting Online Guide

continued



Full Votes

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

Partial Votes

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

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

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

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

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

If at any point you have submitted your voting card and wish to make a change while voting is still open you can do so by clicking the **'Edit Card'** button and making the required change. Once you have completed your card select the blue **'Cast Vote'** or **'Cast Partial Vote'** button.

The voting card remains editable until the voting is closed at the conclusion of the Meeting. Once voting has been closed all voting cards, submitted and un-submitted, will automatically be submitted and cannot be changed.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time available to shareholders. Please make any changes required to your voting cards at this point and submit your voting cards.

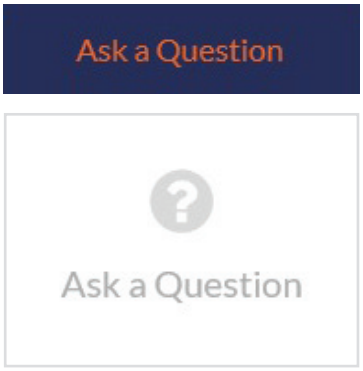
If an additional resolution is proposed during the meeting, there will be a short delay while the resolution is added to the voting card. Once the resolution has been added you will be notified by the Chairman during the meeting. In order to vote on the extra resolution you will need to reopen your voting card to cast your vote by clicking the **'Edit Card'** button.

Note: Registration for the Meeting and voting opens one hour before the meeting begins.

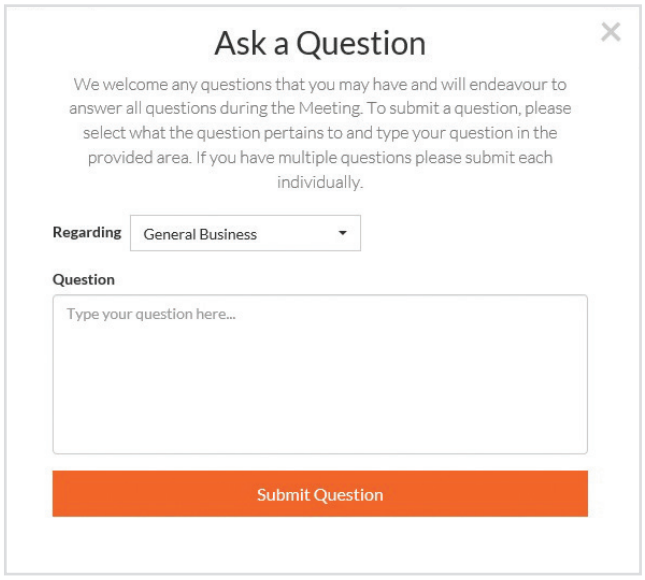
2. How to ask a question

Note: Only shareholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. If you would like to ask a question, click on the 'Ask a Question' box either at the top or bottom of the webpage.



The **'Ask a Question'** box will then pop up with two sections for completion.



In the **'Regarding'** section click on the drop down arrow and select one of the following categories:

- General Business
- Resolution 1
- Resolution 2
- Resolution 3
- Resolution 4
- Resolution 5
- Resolution 6

After you have selected your question category, click in the **'Question'** section and type your question.

When you are ready to submit your question - click the blue **'Submit Question'** button. This will send the question to the Management/Board.

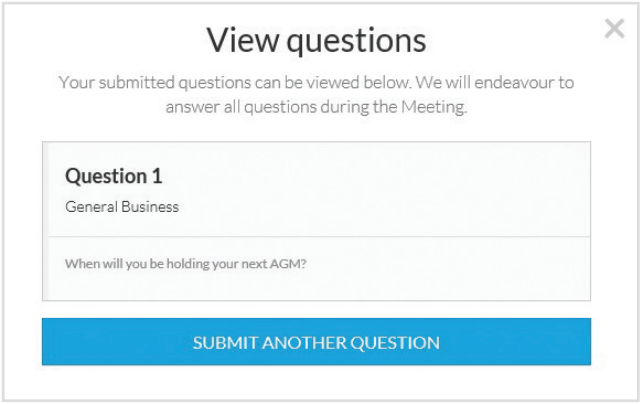
Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.

Once you have asked a question a **'View Questions'** box will appear.

At any point you can click on **'View Questions'** and see all the questions you have submitted. Only you can see the questions you have asked.

Note: You can submit your questions by this method one hour before the meeting begins, if you have registered to vote. You can continue to submit questions up until the close of voting.

If your question has been answered and you would like to exercise your right of reply, you can do so by submitting another question.

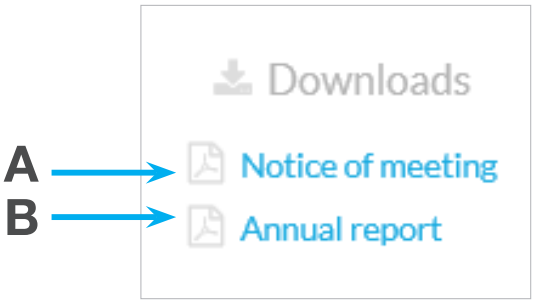


Virtual Meeting Online Guide

continued

3. Downloads

If you would like to see the Notice of Meeting or the Annual Report you can do so here.



- To download the Notice of Meeting – click A
- To download the Annual Report – click B

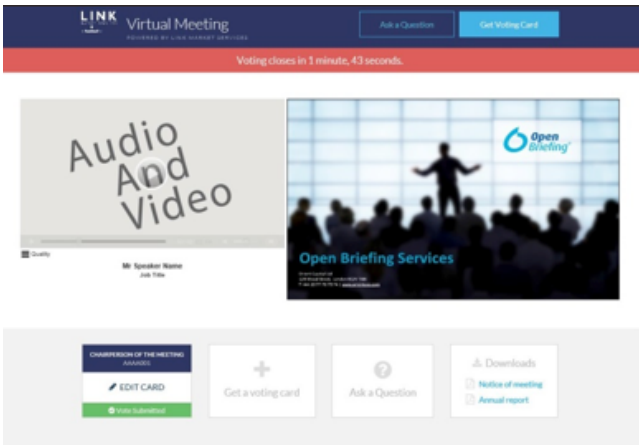
When you click on these links the file will open in another tab in your browser.

Voting closing

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

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

At the close of the meeting any votes you have placed will automatically be submitted.



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