



23 June 2021

Dear Shareholder,

ANNUAL GENERAL MEETING 2021

The 2021 Annual General Meeting of ALS Limited will be held at **10.00am (AEST) on Wednesday, 28 July 2021**. Due to the ongoing uncertainty and potential health risks associated with large gatherings during the COVID-19 pandemic, the Meeting will be held as a hybrid meeting comprising a virtual meeting through the Lumi AGM software platform as well as an in-person meeting.

Shareholders can watch and participate in the Meeting using the online platform at <http://web.lumiagm.com> through a computer or mobile device. The ID number for the Meeting is: 351-593-782. More details relating to this are contained in the Notice of Meeting and Online User Guide.

The meeting will cover the ordinary business transacted annually and any other business which may be brought before the Meeting in accordance with the Company's Constitution.

Shareholders will be asked to support several resolutions being put at the meeting, namely the re-election of Mr Charlie Sartain and myself for three-year terms, adoption of the remuneration report, grant of performance rights to the Managing Director and CEO, Raj Naran and renewal of the previous approval of prospective termination benefits.

Further information on these resolutions can be found in the Explanatory Notes section of the enclosed Notice of Meeting.

While shareholders can attend the Meeting in person, you are encouraged to participate online as the physical meeting will be subject to capacity limits and compliance with social distancing requirements. Your participation in the Meeting online is welcomed by Directors as it enables all Shareholders to view the Meeting live, ask questions and cast votes in the real time poll at the appropriate times during the Meeting. Shareholders should refer to the Notice of Meeting and Online User Guide for more information.

If you are unable to participate at the meeting, a proxy voting form is enclosed for your use. Online proxies and proxy voting forms must be received **no later than 10.00am AEST on Monday 26 July 2021**.

Voting on all resolutions will be available during the course of the meeting. Results of all resolutions will be published on the ASX shortly after the meeting.

Enclosed is a Shareholders Questions form which may be completed and sent back to the Company before the meeting.

I look forward to your participation at the Meeting.

Yours sincerely

Bruce Phillips
Chairman



Notice of Annual General Meeting 2021

Notice is hereby given that the 70th Annual General Meeting of the shareholders of ALS Limited (**Company** or **ALS**) will be held at the **Pullman Brisbane King George Square Hotel, Cnr Roma and Ann Streets, Brisbane, Qld 4000** and online at www.lumiagm.com with meeting ID 351-593-782 at **10.00am (AEST) on Wednesday, 28 July 2021 (Meeting)**.

Due to the ongoing uncertainty and potential health risks associated with large gatherings during the COVID-19 pandemic, the Meeting will be held as a hybrid meeting, comprising a virtual meeting through the Lumi AGM software platform as well as an in-person meeting.

Shareholders can watch and participate in the Meeting via the online platform by using:

- **Computer**, by entering the following URL in your browser: <https://web.lumiagm.com>
- **Mobile device or tablet**, by entering the following URL in your browser: <https://web.lumiagm.com>

The meeting ID for the Meeting is: **351-593-782**

Your **username** is your Boardroom Voting Access Code (which can be located on the back of your Voting Form or on your notice of meeting email).

Your **password** is your postcode registered on your holding if you are an Australian shareholder. Overseas shareholders should refer to the Online Voting User Guide.

If you have been nominated as a third party proxy, or for any enquiries relating to virtual participation, please contact the Company's share registry on 1300 737 760 (within Australia) and +61 2 9290 9600 (outside Australia).

Shareholders will be able to log in to the online platform from 9.00am (AEST) on the date of the Meeting.

Further information on how to participate virtually is set out in this Notice of Meeting and in the Online Voting User Guide available online at <https://www.alsglobal.com/en/news/articles/2021/06/als-limited-2021-annual-general-meeting>.

While shareholders can attend the Meeting in person, shareholders are encouraged to participate online as detailed above as the physical meeting will be subject to capacity limits and compliance with social distancing requirements. Only shareholders or their appointed proxies and attorneys will be allowed to ask questions in person and online and no refreshments will be served. If it becomes necessary to make further alternative arrangements for holding or conducting the Meeting (including changing to a virtual format) as a result of the government guidance, the Company will ensure that shareholders are given as much notice as possible. Further information will be made available on the Company's website at <https://www.alsglobal.com/en/news/articles/2021/06/als-limited-2021-annual-general-meeting> or the ASX.

BUSINESS OF THE MEETING

1. Presentations by the Chairman and Managing Director/CEO.

2. Re-election of Directors

- i. To consider and, if thought fit, to pass the following ordinary resolution:

"That Bruce Phillips, a non-executive Director retiring in accordance with clause 63.4 of the Company's Constitution, who offers himself for re-election and being eligible for election, be re-elected as a non-executive Director of the Company."

- ii. To consider and, if thought fit, to pass the following ordinary resolution:

"That Charlie Sartain, a non-executive Director retiring in accordance with clause 63.4 of the Company's Constitution, who offers himself for re-election and being eligible for election, be re-elected as a non-executive Director of the Company."

3. Remuneration Report

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

"That the Remuneration Report contained in the Company's 2021 Annual Report in respect of the financial year ended 31 March 2021, be adopted."

(This resolution is advisory only and does not bind the directors or the Company)

(Refer to Explanatory Notes for Voting Exclusions applying to this resolution).

4. Grant of Performance Rights to the Managing Director/CEO

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

"That, for the purposes of the Corporations Act 2001 (Cth) and ASX Listing Rules (including ASX Listing Rule 10.14), and for all other purposes, approval is hereby given for the grant of 112,436 Performance Rights (incorporating the right to acquire shares in the Company) to the Managing Director and CEO, Raj Naran under the Company's Long Term Incentive Plan (LTIP), which is constituted and administered in accordance with the Rules of the LTIP, as described in the Explanatory Notes to this Notice of Meeting."

(Refer to Explanatory Notes for Voting Exclusions applying to this resolution)

5. Prospective Termination Payments

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

"That approval be given for all purposes, including sections 200B and 200E of the Corporations Act 2001 (Cth), for the giving of all benefits (including any termination benefits), under the Company's Short Term Incentive Plan and Long Term Incentive Plan, to any current or future personnel, who hold or during the 3 years prior to retirement held a managerial or executive office in the Company or a related body corporate, in connection with that person's retirement from an office or cessation of employment in the Company or a related body corporate, on the terms set out in the Explanatory Notes accompanying this Notice of Meeting."

(Refer to Explanatory Notes for Voting Exclusions applying to this resolution)

6. Financial Statements and Reports

To receive and consider the Financial Report of the Company and the reports of the Directors and Auditor in respect of the financial year ended 31 March 2021.

OTHER BUSINESS

To transact any other business which may legally be brought before the Meeting in accordance with the Company's Constitution.

The Explanatory Notes attached to this Notice are incorporated into and form part of this Notice. A detailed

explanation of the background and reasons for the proposed resolutions are set out in the Explanatory Notes.

By Order of the Board



Michael Pearson
Company Secretary
23 June 2021

EXPLANATORY NOTES

The following explanatory notes (including any annexures) have been prepared to provide information to shareholders about the items of business set out in the Notice of Annual General Meeting and form part of that Notice.

Item 2 - Re-election of Directors (Resolutions 1 and 2)

The ASX Listing Rules and clause 63 of the Company's Constitution provide that at each AGM, an election of directors must be held. As well, a director cannot serve more than three years without submitting themselves for re-election. The directors to retire are determined by length of time in office, with those having spent the longest time in office retiring. Each retiring director is eligible for re-election in accordance with ASX Listing Rules and the Company's Constitution.

At the Meeting, each of Bruce Phillips and Charlie Sartain, having held office as a non-executive director for a continuous period of three years since their election to the Board, retires and, being eligible, offers themselves for re-election as a non-executive director of the Company.

The Nominations Committee and the Board have reviewed the performance of each of Bruce and Charlie and are satisfied that they continue to bring valuable expertise and experience to the Board.

Their respective details are:

BRUCE PHILLIPS



B Sc (Hons) (Geology)

Chairman and Independent Non-Executive Director Age 66

Bruce Phillips was appointed a Non-Executive Director of the Company in 2015 and became Chairman on 26 July 2016 following the 2016 Annual General Meeting.

Bruce is a qualified geophysicist with more than 35 years of technical, financial and managerial experience in the energy sector.

He founded Australian Worldwide Exploration Limited (ASX: AWE) in 1997 and was its Managing Director until his retirement in 2007. He re-joined as a Non-Executive Director in 2009 and held the position of Chairman until his retirement from the Board in November 2017. He was previously Chairman of Platinum Capital Limited (October 2009 – June 2015) and a Non-Executive Director of AGL Energy Limited (August 2007 – September 2016) and Sunshine Gas Limited. In January 2019 Bruce was appointed as a Non-Executive Director and Chairman of Karoon Energy Limited.

Bruce is a member of the People Committee and Nomination Committee.

Recommendation

Each of your directors (other than Bruce Phillips who is seeking re-election) recommends you vote in favour of the re-election of Bruce Phillips as a non-executive director of the Company.

The Chairman of the Meeting intends to vote all 'open' proxies in favour of this resolution.

CHARLIE SARTAIN



B Eng (Hons) (Mining), FAusIMM, FTSE Independent Non-Executive Director Age 60

Charlie Sartain was appointed a Non-Executive Director of the Company on 1 February 2015. He spent more than 30 years with MIM Holdings and then Xstrata after it acquired MIM. He led Xstrata's global copper business as Chief Executive of Xstrata Copper for nine years from 2004 and prior to that held senior executive positions with the company in Latin America and Australia.

Charlie is currently a Non-Executive Director of OZ Minerals Limited, Chairman of the Advisory Board of the Sustainable Minerals Institute at the University of Queensland, and Chairman of the Board Member of Wesley Medical Research Ltd. His previous roles included Chairman of the International Copper Association, a Member of the Department of Foreign Affairs and Trade's Council on Australian Latin American Relations and a Director of Xstrata Schweiz Limited. He also served as a Non-Executive Director of Austin Engineering Limited, Goldcorp Inc., Newmont Corporation and as a two-term Member of the Senate of the University of Queensland. He was awarded an Honorary Doctorate in Engineering by the University of Queensland in 2019.

Charlie is Chairman of the Sustainability and Innovation Committee, and is a member of the Audit and Risk Committee and Nomination Committee.

Recommendation

Each of your directors (other than Charlie Sartain who is seeking election) recommends you vote in favour of the election of Charlie Sartain as a non-executive director of the Company.

The Chairman of the Meeting intends to vote all 'open' proxies in favour of this resolution.

Item 3 - Remuneration Report (Resolution 3)

Section 250R of the *Corporations Act 2001* (Cth) (**Corporations Act**) requires listed companies to put to their shareholders a resolution to adopt the Remuneration Report as set out on pages 24 to 48 of the Company's Annual Report.

The Remuneration report sets out the Board's policies for director and executive remuneration, including discussion of the relationship of remuneration to the Company's performance and other information required by the Corporations Act.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on this report.

Recommendation

Each of your directors recommends you vote in favour of adoption of the Remuneration Report.

The Chairman of the Meeting intends to vote all 'open' proxies (where the Chairman has been appropriately authorised) in favour of this resolution.

Item 4 - Grant of Performance Rights to the Managing Director/CEO (Resolution 4)

Managing Director/CEO participation in LTI Plan

As Managing Director and CEO, Raj Naran, is entitled to participate in the Company's Long-Term Incentive Plan (LTIP) and, as a result of changes to the Company's executive remuneration framework for FY22 which are detailed on pages 44 to 45 of the Remuneration Report, to receive up to 100% of total fixed remuneration (TFR) (or US\$1,060,900) in value of Performance Rights under the LTIP, with vesting dependent on achievement of the EPS, TSR, ROCE and EBITDA performance hurdles detailed below, measured over a three-year period.

The Board is seeking approval of shareholders for the issue of 112,436 Performance Rights (being US\$1,060,900 in value) under the LTIP for the purposes of all applicable requirements under the Corporations Act and ASX Listing Rules, including ASX Listing Rule 10.14.

Basis of LTIP grant

Raj Naran's Performance Rights offer this year is 112,436 Performance Rights (US\$1,060,900 in value, equivalent to AUD\$1,394,544.86) under the Company's LTIP, being the maximum potential allocation under the LTIP in relation to his total remuneration package for 2021-22.

The number of Performance Rights proposed to be granted to Raj Naran was determined based on the volume weighted average price (VWAP) of shares in the Company calculated over the 10 trading days following the date of announcement of the final full year audited results on 26 May 2021, being AUD\$12.403. The USD currency amount was converted to Australian dollars during the allocation process. The exchange rate used was the mid-market rate as at 31 March 2021, being USD/AUD \$0.76075.

Raj will receive the Performance Rights at no cost to him.

Performance Rights will vest dependent on the Company meeting or exceeding its performance hurdles during the specified three-year performance period of 1 April 2021

to 31 March 2024. The basis of the grant to Raj Naran is as follows:

Twenty five percent (25%) of the Performance Rights are subject to an Underlying Earnings per Share (EPS) measurement, twenty five percent (25%) are subject to an Underlying Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) margin measurement, twenty five percent (25%) of the Performance Rights are subject to a Total Shareholder Return (TSR) measurement and twenty five percent (25%) are subject to a Return on Capital Employed (ROCE) measurement.

The performance hurdles and vesting proportions for each measure that will apply to the grant of Performance Rights this year are as follows:

Compound annual diluted Underlying EPS growth	Proportion of performance rights that may be exercised if Underlying EPS growth hurdle is met
Less than 6% per annum	0%
Between 6% and 10% per annum	Straight line vesting between 12.5% and 25% of total grant
10% or higher per annum	25% of total grant

Underlying EBITDA margin of ALS relative to Underlying EBITDA margin of comparator peer companies	Proportion of performance rights that may be exercised if Underlying EBITDA hurdle is met
Less than the 50 th percentile	0%
Between the 50 th and 75 th percentile	Straight line vesting between 12.5% and 25% of total grant
75 th percentile or higher	25% of total grant

The Underlying EBITDA margin measurement is contingent upon performance of the Company against a group of comparator peer companies, which include:

Bureau Veritas (France), Eurofins (France), Intertek (UK), SGS (Switzerland), Mistras (USA) and Applus (Spain) and Team Inc (USA)

TSR of ALS relative to TSR of companies in ASX 100 Index over the performance period	Proportion of performance rights that may be exercised if TSR hurdle is met
Less than the 50 th percentile	0%
Between 50 th percentile and 75 th percentile	Straight line vesting between 12.5% and 25% of total grant
75 th percentile or higher	25% of total grant

The TSR measurement is contingent upon performance of the Company against companies comprising the ASX 100 Index at the start of the performance period.

ROCE Performance (3-year average)	Proportion of performance rights that may be exercised if ROCE hurdle is met
Below 11.9%	0%
Between 11.9% and 16.9%	Straight line vesting between 0% and 25% of total grant
At or above 16.9%	25% of total grant

The respective ROCE thresholds are set at 2% and 7% above the March 2021 Weighted Average Cost of Capital (WACC) of 9.9% ⁽¹⁾.

ROCE is calculated as Underlying Earnings before Interest and Tax (EBIT) over the three (3) year performance period divided by Capital Employed expressed as a percentage.

Capital Employed = Total Shareholders' Equity + Net Debt (the sum of the simple averages of the balances at the beginning and end of each year during the performance period ⁽²⁾).

(1) Based on March 2021 Pre-tax Nominal WACC (midpoint).

(2) If material funding transactions (e.g. significant additional borrowings, equity issuances or asset impairments) occur such that the simple average for any year during the performance period is not representative of capital actually employed, the average capital employed for the year may be adjusted for the effect of these transactions.

Treatment of Performance Rights on cessation of employment

The LTIP Rules provide that all unvested Performance Rights will lapse in the event of an employee's resignation or termination for cause. In all other circumstances and at the discretion of the Board, a number of Performance Rights, calculated in accordance with the proportion of the LTIP performance period worked, will remain on foot, and will vest at the end of the performance period, subject to satisfaction of the original performance conditions and any applicable holding lock. The remaining unvested Performance Rights will lapse on the employment cessation date. The LTIP Rules further provide that the Board has an overriding discretion to adjust LTIP vesting outcomes.

Change of control

Upon a change of control event e.g. company takeover, the Performance Rights vest as follows: if within first six months of the performance period - zero of the Performance Rights vest; from six months onwards - 100% of the Performance Rights vest.

No hedging

Participants are not allowed to enter into any hedging arrangements in relation to any unvested Performance Rights.

Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- a director of the company;
- an associate of a director of the company; or
- a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The proposed issue of 112,436 Performance Rights to Raj Naran under the LTIP falls within Listing Rule 10.14.1 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

Resolution 4 seeks the required shareholder approval to the proposed issue of 112,436 Performance Rights to Raj Naran under and for the purposes of Listing Rule 10.14.

If Resolution 4 is passed, the Company will be able to proceed with the issue.

If Resolution 4 is not passed, the Company will not be able to proceed with the proposed issue and it is intended that all of Mr Naran's award will be provided in cash.

Other required information (per ASX Listing Rule 10.15)

As outlined in the following table, the Managing Director and CEO, Raj Naran, has previously been granted 488,837 Performance Rights. Such grants were approved by shareholders at the Company's 2020, 2019, 2018 and 2017 AGMs, respectively, and were made to Raj Naran at no cost to him.

Grant Date	No. of Performance Rights granted	Issue price used to determine no. of Performance Rights granted	Performance Rights that vested
29 July 2020	144,743	AUD7.22	-
31 July 2019	123,359	AUD7.06	-
1 August 2018	103,725*	AUD7.53	-
20 July 2017	117,010	AUD6.71	87,289 (balance lapsed)

*97.3% of the Performance Rights granted on 1 August 2018 (i.e. 100,924) are expected to vest on 1 July 2021, with the balance to lapse.

Raj Naran's current total remuneration package for the year ended 31 March 2022 comprises the following:

- TFR of USD\$1,060,900 (inclusive of company retirement plan contributions);
- short-term incentive cash component, at target, of up to 60% of TFR being USD\$636,540; and

- short-term incentive deferred equity component if certain financial outperformance stretch targets are achieved and service conditions met of 50% of the at target short term cash incentive component, being USD\$318,270; and
- a long-term equity incentive component at target of up to 100% of TFR being USD\$1,060,900.

Full details of Raj Naran's remuneration are set out in the Remuneration Report as set out on pages 24 to 48 of the Company's Annual Report.

The Company has chosen to issue the Performance Rights to Raj Naran for the following reasons:

- to focus on the long term outcomes required by the Board;
- to align Mr Naran's reward with shareholders' outcomes by payment in equity;
- to encourage teamwork through measurement of ALS Group level performance hurdles;
- the LTIP forms a key element of the Company's incentive and retention strategy for key executives, including Raj Naran as the Managing Director and CEO; and
- the issue of Performance Rights to Raj Naran provides an incentive to satisfy performance hurdles over a three year period which are measured across multiple factors important to shareholder value, and provide a counter balance for any tendency to focus on short term outcomes.

By virtue of the above, the Board considers that Raj Naran's participation in the LTIP is a critical mechanism by which to incentivise performance in line with shareholder interests.

The fair value of the Performance Rights proposed to be issued to Raj Naran will be determined in accordance with Australian Accounting Standards and is dependent on the date on which Mr Naran is deemed to have received his offer to participate in the LTIP.

The fair value is calculated using Binomial Tree (EPS, EBITDA and ROCE hurdles) and Monte Carlo Simulation (TSR hurdle) valuation methodologies and typically includes the following inputs:

- Share Price – the share price of the Company on the grant date (noting that the grant of the Performance Rights for Mr Naran has not occurred and is not yet known);
- Volatility – the expected annual volatility of the share price of the Company over the vesting period;
- Risk-free rate – generally, the yield on Australian Government bonds with a term equal to the term of the Performance Rights being valued;
- Time to Maturity – the period of time from the grant date to the expected exercise of the Performance Rights; and
- Dividend yield – the expected ratio of annual dividends to share price over the term of the Performance Rights.

The fair value of Performance Rights issued to Mr Naran in previous years is detailed at page 43 in table 11.4 of the Company's Annual Report.

Raj Naran as Managing Director and CEO is the only director eligible to be granted Performance Rights under the LTIP. No other person who requires approval to participate in the LTIP under Listing Rule 10.14 has been or will be issued with Performance Rights until such approval is obtained.

Mr Naran is also subject to a new minimum shareholding requirement equivalent to 100% of his TFR. He is required to fulfil this shareholding requirement within a five year period.

No loans will be granted to Raj Naran in relation to his participation in the LTIP.

Performance Rights do not carry any dividend or voting rights prior to vesting.

Shares allocated on vesting of Performance Rights will rank equally with shares in the same class.

A summary of the material terms of the LTIP is set out in **Schedule 1** attached to this Notice.

Details of any Performance Rights issued under the LTIP (and shares issued upon their vesting) will be published in each annual report of the Company relating to the period in which they have been issued, together with a note that approval of the issue was obtained under Listing Rule 10.14.

Additional persons:

- who become entitled to participate in the LTIP after this resolution is approved;
- who were not named in this Notice of Meeting; and
- who are directors of the Company, associates of a director of the Company or persons to whom ASX considers this criteria should apply,

will not participate in the LTIP unless approval is obtained under Listing Rule 10.14.

Allocation of Performance Rights to Raj Naran will be made no later than 3 years after the date of the Meeting.

Any issue of shares to Raj Naran under this approval will be made no later than 3 years after the date of the Meeting.

This item is not a resolution to grant any Performance Rights to Raj Naran. It is an authority for the Board of the Company to grant the Performance Rights.

Recommendation

Each of your directors (other than Managing Director, Raj Naran, who is not entitled to vote) recommends the approval of the grant of equity-based performance rights to Raj Naran. None of the directors (other than Raj Naran) has an interest in the outcome of this resolution.

The Chairman of the Meeting intends to vote all 'open' proxies (where the Chairman has been appropriately authorised) in favour of this resolution.

Item 5 Prospective Termination Payments (Resolution 5)

Background

Section 200B of the Corporations Act restricts the benefits which can be given in connection with the retirement from office or cessation of employment of certain officers of the Company or a related body corporate, unless an exemption applies or shareholder approval is obtained. Amongst other things:

- (a) the restrictions apply not only to directors of the Company, but also cover senior executives who are key management personnel of the Company or whose remuneration details are disclosed in the Company's remuneration report. They also extend to any person who held such a directorship or position in the previous 3 years;
- (b) the cap that applies to the termination payments that the Company is permitted to make to the affected officers without shareholder approval is 12 months' average base salary;
- (c) various identified types of remuneration including accelerated and automatic vesting of share-based remuneration are specifically characterised as benefits for the purposes of the provisions; and
- (d) there are a number of specific exemptions from the operation of the provisions – for example, deferred bonuses, genuine superannuation contributions and benefits from certain defined benefit superannuation schemes are exempt from the requirement to obtain shareholder approval.

Details of benefits for which shareholder approval is sought

The Company is seeking advance shareholder approval, for the purposes of sections 200B and 200E of the Corporations Act, to provide benefits which may otherwise be prohibited under section 200B, so as to obtain certainty about its ability to maintain its existing remuneration arrangements and satisfy contractual and legal obligations.

Shareholders have in the past prospectively approved these benefits, the last time being in 2018 (**2018 Approval**). While the 2018 Approval was not limited as to time, good corporate governance practice suggests that the 2018 Approval be periodically refreshed. As such, shareholders are now being requested to refresh this approval. The proposed resolution is similar to that passed in 2018.

Shareholders are not being asked to approve any increase in the remuneration or benefits payable to relevant personnel, nor any variations to the existing discretions of the Board. The approval being sought is in relation to the Company's existing obligations and other obligations entered into in the future in the ordinary course.

In this regard, the Company will implement changes to its executive remuneration framework for FY22 which are detailed on pages 44 to 45 of the Remuneration Report.

The approval is sought in relation to certain short term incentive (**STI**) and long term incentive (**LTI**) awards which may be delivered through the Company's Short Term Incentive Plan (**STIP**) and LTIP. If shareholder approval is obtained, it will give the maximum flexibility to pay the unpaid STIs and/or vest the unvested LTIs of executives or key personnel who cease employment. If shareholder approval is not obtained, this could constrain the Company's ability to comply with, or adapt to, emerging market, regulatory and legislative developments in the future which might create uncertainty for, and impact the Company's ability to attract and retain, staff.

The approval is limited to where Board discretion is exercised or vesting entitlements are granted to participants under the STIP Rules or LTIP Rules or benefits are otherwise provided other than as a result of death or incapacity. Approval is sought in relation to both current and future personnel who hold or have held during the 3 years prior to cessation of employment a managerial or executive office in the Company or a related body corporate.

Non-executive directors are not entitled to participate in the Company's LTI or STI arrangements and so this approval will not apply to them.

The ALS Short Term Incentive Plan

Certain executive employees of the Company are eligible to participate in the Company's STIP and may receive a STI for a particular year (**performance year**). The STIP involves at risk bonuses paid in cash or equity. As a result of the introduction of a deferred equity component to the STI as part of the changes to the Company's executive remuneration framework for FY22 detailed on pages 44 to 45 of the Remuneration Report, 1/3 of the STI is to be paid in equity via the issuance of service rights vesting after two years. Performance hurdles are determined annually. STIs may not exceed a specified proportion of an individual's total fixed remuneration. The grant is tied to key performance indicators for the performance year.

The STIP sets out the treatment of unpaid or unvested STI entitlements following cessation of employment. Participants whose employment ceases before payment or receipt of an STI will not generally be eligible to participate in the STIP. However, where a participant ceases employment due to death, permanent disability or retirement and has served at least 6 months of the performance year or if otherwise approved, a portion of any STI entitlements may be paid or provided in accordance with the STIP Rules. There is no obligation to exercise this discretion. Exercise of the Board's discretion will depend on factors such as the participant's performance, contribution and tenure.

A copy of the STIP Rules can be obtained from the Company Secretary upon request.

The ALS Long Term Incentive Plan

A summary of the LTIP is set out in Schedule 1.

Under the LTIP an employee must remain employed on the vesting date for the relevant Performance or Phantom Rights to be eligible for allocation of the shares or the relevant payment (subject to EPS, TSR, ROCE and EBITDA performance criteria being met). Unvested

Performance Rights will generally lapse where the participant ceases employment prior to the end of a performance period. However, where a participant's termination of employment is due to death or bona fide age or disability retirement, or if otherwise approved, part of the participant's unvested Performance Rights may continue to be held by the participant or participant's beneficiary subject to the performance hurdles to be tested at the vesting date. There is no obligation to exercise this discretion.

A copy of the LTIP Rules can be obtained from the Company Secretary upon request.

As noted above, automatic and discretionary vesting of entitlements under the LTIP or STIP may constitute a 'benefit' for the purposes of the termination benefits provisions under the Corporations Act. Accordingly, approval is being sought to provide the flexibility to grant Performance or Phantom Rights and/or approve the vesting of Performance or Phantom Rights under the LTIP Rules and to pay or provide STIs under the STI Rules following the cessation of employment.

It is anticipated that the LTIP and / or the STIP Rules may be amended from time to time in line with market practice and changing governance standards and, where required, the Company will disclose these changes in the Company's Remuneration Report. However, it is intended that the approval will remain valid, provided that, at the time discretion is exercised, the LTIP Rules contain a discretionary clause to prevent the lapse of, and allow for vesting of unvested Performance or Phantom rights (automatic or by remaining on foot). Similarly, the STIP Rules contain a discretion to pay or provide STIs after cessation of employment.

The approval does not guarantee the Board will exercise the discretions set out above. Depending on the circumstances of cessation, any specific individual may not ultimately receive the benefits covered by this approval.

Value of the benefits

The value of the potential termination benefits cannot be ascertained in advance as they are dependent on various matters, events and circumstances which will or would likely affect calculation of the value.

Specifically, the value of a LTI benefit will depend on factors including:

- the number of unvested Performance or Phantom rights that the participant holds at the time they cease to be employed;
- the Company's share price at the time of vesting;
- the number of Performance rights that automatically vest or that the Board decides to vest;
- the portion of any relevant performance periods that have expired at the time they cease to be employed; and
- the extent to which EPS, TSR, ROCE AND EBITDA targets are achieved.

In the case of an STI, the value of the benefit will be affected by the amount of the participant's STI for the current performance year, the proportion of the relevant performance year that has expired at the time they ceased to be employed and the amount of the STI that are to be made.

Important voting information for employee shareholders and executive directors

Section 200E(2A) of the Corporations Act provides that a benefit will not be approved if the retiring managerial or executive officer (**Retiree**) or an associate of the Retiree casts a vote on a resolution to approve the giving of the benefit (except where the vote is a permitted proxy vote as described below).

Accordingly, if you are an employee shareholder or executive director of the Company or its related bodies corporate, or may become one in the future, you should:

- not vote on this proposed resolution; and
- ensure that your associates do not vote on this proposed resolution.

A vote is a permitted proxy vote where it:

- is cast by the Retiree or associate as a proxy appointed by writing that specifies how the proxy is to vote on the resolution; and
- is not cast on behalf of the Retiree or an associate of the Retiree.

Recommendation

Each of your directors (with the Managing Director, Raj Naran abstaining) recommends that you vote in favour of the resolution. The Chairman of the Meeting intends to vote all 'open' proxies (where the Chairman has been appropriately authorised) in favour of this resolution.

Item 6 Financial Statements and Reports

Section 317 of the Corporations Act requires the Company to lay its Financial Report, the Directors' Report and the Auditor's Report for the last financial year before the Annual General Meeting.

There is no requirement for the Financial Statements and Reports (excluding the Remuneration Report) to be formally approved by shareholders.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions on these reports and on the business, operations and management of the Company. The Company's external auditor, EY, will be in attendance to respond to questions in relation to the conduct of the audit and the preparation and content of the Auditor's Report.

ENTITLEMENT TO VOTE

For the purposes of the Meeting, the Board has determined, in accordance with Regulation 7.11.37 of the *Corporations Regulations 2001*, that a shareholder's voting entitlement will be taken to be the entitlement of that person as shown in the register of members **as at 7.00pm (AEST) on Monday, 26 July 2021**. Accordingly,

those persons are entitled to attend and vote at the Meeting.

VOTING EXCLUSIONS

The Corporations Act and the ASX Listing Rules require that voting restrictions apply to the Company's key management personnel (**KMP**) and their closely related parties on several of the resolutions to be considered at the meeting. These voting exclusions are described below:

Item 3 - Remuneration Report

A vote must not be cast, and the Company will disregard any votes cast, on the resolution proposed in item 3 (**Resolution 3**) by or on behalf of a member of the KMP for the ALS Limited consolidated group (**ALS Group**) (and their closely related parties) in any capacity, including as a proxy if their appointment does not specify the way in which the proxy is to vote.

However, a vote can be cast, and the Company will not disregard a vote as a result of these restrictions if it is cast by the Chair of the meeting as undirected proxy for a person entitled to vote and the Chair has received express authority to exercise the proxy as the Chair sees fit even if Resolution 3 is connected directly or indirectly with the remuneration of a member of the KMP.

Item 4 - Grant of Performance Rights to the Managing Director/CEO

The Company will disregard any votes cast in favour of the resolution proposed in item 4 (**Resolution 4**) by or on behalf of Raj Naran or any of his associates.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with directions given to the proxy or attorney to vote on Resolution 4 in that way; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chair to vote on Resolution 4 as the Chair decides; or
- a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, on Resolution 4; and
 - the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

A vote must not be cast, and the Company will disregard any votes cast on Resolution 4 as a proxy by any member of the KMP (and their closely related parties) if their appointment does not specify the way in which the proxy is to vote, unless it is cast by the Chair of the meeting as undirected proxy for a person entitled to vote and the Chair has received express authority to exercise the proxy

as the Chair sees fit even if Resolution 4 is connected directly or indirectly with the remuneration of a member of the KMP.

Item 5 - Prospective Termination Payments

A vote must not be cast, and the Company will disregard any votes cast on the resolution proposed in item 5 (**Resolution 5**) as a proxy by any member of the KMP (and their closely related parties) if their appointment does not specify the way in which the proxy is to vote.

However, a vote can be cast, and the Company will not disregard a vote because of these restrictions if it is cast by the Chair of the meeting as undirected proxy for a person entitled to vote and the Chair has received express authority to exercise the proxy as the Chair sees fit even if Resolution 5 is connected directly or indirectly with the remuneration of a member of the KMP.

A vote must not be cast, and the Company will disregard any votes cast on Resolution 5 in the circumstances set out on page 8 above.

For the purposes of these Voting Exclusions, the terms:

- 'key management personnel' or 'KMP' for the ALS Group are the directors and certain senior executives whose remuneration details are included in the Remuneration Report for the year ended 31 March 2021;
- 'closely related party' of a member of KMP means:
 - a spouse or child of the member;
 - a child of the member's spouse;
 - a dependant of the member or of the member's spouse;
 - anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the ALS Group; or
 - a company the member controls.
- the relevant interpretation of 'associate' is in accordance with the ASX Listing Rules.

PROXIES

1. A shareholder entitled to vote at the Meeting is entitled to appoint not more than two proxies to attend and vote at the Meeting on his or her behalf.
2. Where more than one proxy is appointed each proxy must be appointed to represent a specified proportion of the shareholder's voting rights.
3. A proxy need not be a shareholder of the Company.
4. It is not necessary to fill in the name of the person to be appointed proxy unless it is desired to appoint a person other than the Chairman.
5. If a shareholder appoints one (1) proxy only, that proxy is entitled to vote on a show of hands or on the taking of a poll.
6. Where a proxy and the shareholder both attend the meeting, the shareholder is not entitled to speak or vote, unless notice in writing of the revocation of the proxy's authority was received by the Chairman or at the place for deposit of proxies before the proxy exercises the right to speak or vote.

DIRECT VOTING

1. Direct voting enables shareholders to vote on resolutions considered at the meeting by lodging their votes directly with the Company prior to the meeting.
2. Direct voting enables shareholders to exercise their voting rights without needing to attend the meeting or appoint a proxy.
3. A direct vote cast by a shareholder will be counted on a poll.
4. A shareholder who has cast a direct vote may attend the Meeting and vote, but their vote will cancel the direct vote, unless the shareholder instructs the Company or the Company's securities registry otherwise.

LODGEMENT OF VOTING FORM

The **Voting Form** (and a certified copy of the power of attorney or other authority (if any) under which it is signed) must be received by the Company's share registrar **no later than 10am (AEST) on Monday, 26 July 2021 (being at least 48 hours before the Meeting)** at the address below or submitted electronically:

Boardroom Pty Limited
GPO Box 3993, Sydney, NSW, 2001

Level 12, 225 George Street, Sydney, NSW, 2000

Fax: +61 2 9290 9655

Lodge electronically by going online at:
proxy@boardroomlimited.com.au

If you require an additional Voting Form, contact the Company's share registry on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia), who will supply it on request.

Shareholders are encouraged to submit their Voting Forms online. If you wish to post a Voting Form, please be aware of current postal timeframes, including the possibility of delays due to COVID-19 regulations and reduced frequency of deliveries.

PARTICIPATING AND VOTING ONLINE DURING THE MEETING

Due to the ongoing uncertainty and potential health risks associated with large gatherings during the COVID-19 pandemic, the Meeting will be held as a hybrid meeting, comprising a virtual meeting through the Lumi AGM software platform as well as an in-person meeting.

Participating in the Meeting online, enables shareholders to view the Meeting live, ask text-based and verbal questions and cast votes in the real time poll at the appropriate times during the Meeting.

Please note that only shareholders or their appointed proxies and attorneys may ask questions in person or online once they have been verified.

Please refer to the Online Voting User Guide on the Company's website at

<https://www.alsglobal.com/en/news/articles/2021/06/als-limited-2021-annual-general-meeting>. The Online Voting User Guide will also be provided in your notice of meeting email.

Shareholders are also strongly encouraged to lodge their Voting Forms before the deadline listed above even if they are participating in the Meeting online. If you do not intend, or are unable to participate in, the Meeting, please lodge your Voting Forms before the deadline listed above.

CORPORATE REPRESENTATIVES

Corporations are reminded that to enable a representative to vote on their behalf at the Meeting they must appoint a representative under section 250D of the Corporations Act. Alternatively, a valid Voting Form must be lodged at the above address or submitted electronically.

POLL

Voting on all items will be determined by a poll at the Meeting. Shareholders not attending the Meeting may use the enclosed Voting Form or vote online before the deadline listed above.

SHAREHOLDER QUESTIONS

Shareholders are able to submit written questions in advance of the Meeting. To submit a written question, please complete and return the accompanying form, or submit the question online, in accordance with the instructions on the form. The form must be received by the Company **no later than Wednesday 21 July 2021** (five business days before the meeting date). Questions should relate to matters that are relevant to the business of the meeting as outlined in the Notice of Meeting.

WEBCAST

A copy of the meeting will be available on the Company's website at www.alsglobal.com.

RESULTS OF THE MEETING

Voting results will be announced on the Australian Securities Exchange (ASX) as soon as practicable after the Meeting and will also be made available on the Company's website at www.alsglobal.com.

Schedule 1

Summary of LTIP

Under the LTIP, the Board, at its discretion, may offer employees, including executive directors, conditional rights to acquire ordinary shares of the Company ("Performance Rights") or in jurisdictions where the securities or other legislation makes the issue of shares difficult, cash payments to an equivalent value ("Phantom Rights").

The Performance Rights will be granted, and ordinary shares allocated (or in the case of Phantom Rights, cash payments made) at no cost to the employees, if the Performance Rights vest. The LTIP is designed as a three-year rolling plan with participation being determined on an annual basis to ensure the plan is targeted at the appropriate employees.

The LTIP is aligned to shareholder interests as Performance Rights only vest if certain Earnings per Share (“EPS”), Earnings before Interest, Tax, Depreciation and Amortisation (“EBITDA”) margin, Total Shareholder Return (“TSR”) and Return on Capital Employed (“ROCE”) targets are achieved.

Participation

The maximum eligibility in the LTIP for the FY22 offer is set detailed on pages 44 and 45 of the Remuneration Report. The price used to determine an individual’s allocation of Performance Rights will be the weighted average price of the Company’s shares during the 10 trading days following the date of announcement of the final full year results (i.e. end of May) for the financial year preceding the period to which the grant of Performance Rights relate (although an alternative calculation measure may be undertaken if unusual circumstances arise to deem this calculation inappropriate).

Subject to any applicable ‘good leaver’ provisions in the LTIP Rules, the employee must be employed in the ALS Group on the vesting date to be eligible for allocation of the shares (subject to EPS, EBITDA margin, TSR and ROCE performance criteria being met).

Employees will not be allowed to enter into any hedging arrangements in relation to any unvested Performance Rights.

Effective FY22, Executive KMPs will be subject to a mandatory minimum shareholding requirement which they will have five years to accumulate and will be required to maintain during active employment.

All correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax** +61 2 9290 9655

💻 **Online** www.boardroomlimited.com.au

☎ **By Phone** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am AEST on Monday 26 July 2021.**

📧 TO VOTE ONLINE

STEP 1: VISIT www.votingonline.com.au/alsagm2021

STEP 2: Enter your Postcode (if within Australia) OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

PLEASE NOTE: For security reasons it is important you keep the above information confidential.

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE VOTING FORM

The voting form can be used to either vote directly (Section 1) OR appoint a proxy to vote on your behalf (Section 2).

SECTION 1: DIRECT VOTING

If you wish to vote directly, you should clearly mark the box in Section 1 and the boxes in Section 3 to indicate your voting instruction for each resolution. Please only mark either "for" or "against" for each resolution. Do not mark the "abstain" box if you are voting directly. If no direction is given on a resolution, or if you complete both the boxes in Section 1 and 2, your vote may be passed to the Chairman of the Meeting as your proxy. Securityholders, custodians and nominees may identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid. The Chairman's decision as to whether a direct vote is valid is final and conclusive.

SECTION 2: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Section 2. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting or does not vote on a poll in accordance with your instructions, the Chairman of the Meeting will be your proxy by default. A proxy need not be a Securityholder of the company. Do not write the name of the issuer company or the registered Securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two 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 contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two forms. On each form state the percentage of your voting rights or the 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.
- (b) return both forms together in the same envelope.

SECTION 3: VOTING DIRECTIONS

To cast your direct vote or to direct your proxy how to vote, place 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 securities are to be voted on any resolution by inserting the percentage or number that you wish to vote in the appropriate box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%. If you do not mark any of the boxes on a given resolution, your proxy may vote as he or she chooses (subject to any voting restrictions that apply to your proxy). If you mark more than one box on a resolution for all your securities your vote on that resolution will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the Meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

SECTION 4: SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the Securityholder.

Joint Holding: where the holding is in more than one name, all the Securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should 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. **Please indicate the office held by signing in the appropriate place.**

LODGEMENT

Voting Forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the Meeting, therefore by **10:00am AEST on Monday, 26 July 2021**. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting forms may be lodged using the enclosed Reply Paid Envelope or:

💻 Online	www.votingonline.com.au/alsagm2021
📱 By Smartphone	Scan the QR Code
📠 By Fax	+61 2 9290 9655
✉ By Mail	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
👤 In Person	Boardroom Pty Limited Level 12, 225 George Street, Sydney NSW 2000 Australia

Attending the Meeting

The meeting will be conducted as a hybrid meeting and you can participate in person or by logging in online at <https://web.lumiagm.com> (refer to details in the Online Voting User Guide and Notice of Meeting). If you wish to attend the meeting in person or virtually, please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

VOTING FORM

SECTION 1: DIRECT VOTING

☐

I/We being a Securityholder/s of **ALS Limited** (Company) and entitled to attend and vote hereby elect to vote directly at the Annual General Meeting of the Company to be held at the **Pullman Brisbane King George Square, Cnr Roma and Ann Streets, Brisbane QLD 4000** and online at <https://web.lumiagm.com/351593782> at **10:00am AEST on Wednesday, 28 July 2021** and at any adjournment or postponement of that Meeting.

SECTION 2: APPOINTMENT OF PROXY

I/We being a Securityholder/s of **ALS Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered Securityholder) you are appointing as your proxy below.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Pullman Brisbane King George Square, Cnr Roma and Ann Streets, Brisbane QLD 4000** and online at <https://web.lumiagm.com/351593782> at **10:00am AEST on Wednesday, 28 July 2021** and at any adjournment or postponement of that Meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 3, 4 or 5, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions (except where I/we have indicated a different voting intention below) even though Resolutions 3, 4 and 5 are connected directly or indirectly with the remuneration of a member of the key management personnel for the ALS Group, which includes the Chair of the Meeting.

The Chair of the Meeting intends to vote all undirected proxies in favour of all Items of business (including Resolutions 3, 4 and 5). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

SECTION 3: VOTING DIRECTIONS

		For	Against	Abstain*
Item 2 (Resolution 1)	Re-election of Director – Mr Bruce Phillips	☐	☐	☐
Item 2 (Resolution 2)	Re-election of Director – Mr Charlie Sartain	☐	☐	☐
Item 3 (Resolution 3)	Adoption of the Remuneration Report	☐	☐	☐
Item 4 (Resolution 4)	Grant of Performance Rights to the Managing Director/CEO	☐	☐	☐
Item 5 (Resolution 5)	Prospective Termination Payments	☐	☐	☐

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

SECTION 4: SIGN THE FORM

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary / Sole
Director (No Company Secretary)

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021

Online Voting User Guide

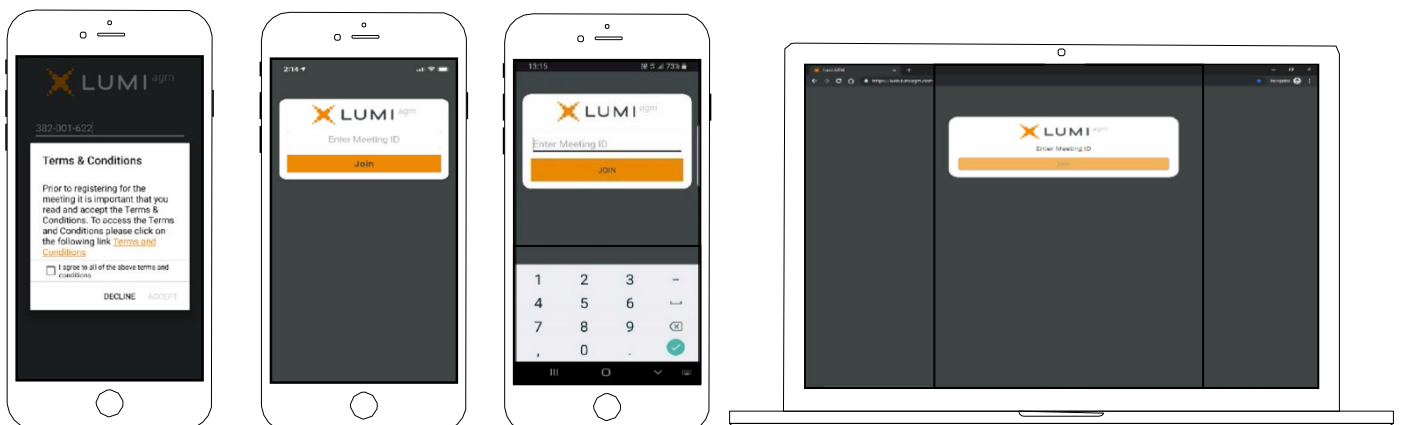
Getting Started

In order to participate in the meeting, please go to <https://web.lumiagm.com> on a computer, laptop, smartphone, tablet or other smart device. You will need the following information:

Meeting ID: 351-593-782

Australian Residents	Username – Voting Access Code (VAC*) and Password (postcode of your registered address). *Voting Access Code (VAC) can be located on the first page of your proxy form or on your notice of meeting email)
Overseas Residents	Username – Voting Access Code (VAC*) and Password (three-character country code e.g. New Zealand – NZL. A full list of country codes can be found at the end of this guide.) *Voting Access Code (VAC) can be located on the first page of your proxy form or on your notice of meeting email)
Appointed Proxy	To receive your Username and Password, please contact our share registry, Boardroom Pty Ltd on 1300 737 760 or +61 2 9290 9600 between 8:30am to 5:30pm (Sydney time) Monday to Friday.

To join the meeting, you will be required to enter the above unique 9-digit meeting ID above and select 'Join'. To proceed to registration, you will be asked to read and accept the terms and conditions.



If you are a **Shareholder**, select 'I have a login' and enter your Username VAC (Voting Access Code) and Password (postcode or country code). If you are a **Proxy holder** you will need to enter the unique Username and Password provided by Boardroom and select 'Login'.

If you are not a Shareholder, select 'I am a guest'. You will be asked to enter your name and email details, then select 'Enter'. Please note, guests are not able to ask questions at the meeting.



Navigating

Once you have registered, you will be taken to the **homepage** which displays your name and meeting information.



To **activate the webcast**, please click on the **Broadcast bar** at the bottom of the screen. If prompted, you may have to click the play button in the window to initiate the broadcast.

Once you select to view view the webcast it can take up to approximately 30 seconds for the live feed to appear on some devices.

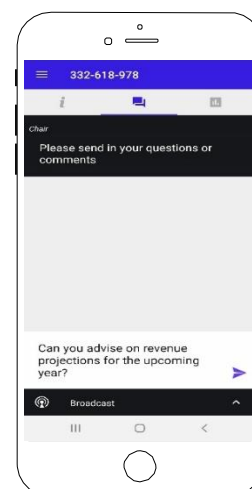
NOTE: We recommend once you have logged in, you keep your browser open for the duration of the meeting. If you close your browser you will be asked to repeat the log in process.



To ask a Question

If you would like to ask a question:

1. Select the question icon 
2. Compose your question.
3. Select the send icon 
4. You will receive confirmation that your question has been received.



The Chair will give all Shareholders a reasonable opportunity to ask questions and will endeavor to answer all questions at the Meeting.

Asking Audio Questions

If you would like to ask a question verbally, the platform will present a function that will allow Shareholders and Proxyholders to ask questions on the LUMI platform.

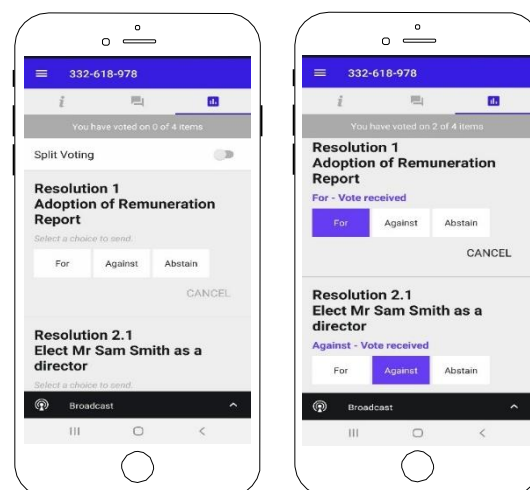
There is a [click here](#) option which will redirect the shareholder or proxyholder to another screen and they will need to follow the onscreen prompts to register and ask their question.

At the appropriate time the Chair will invite the shareholder or proxyholder to ask their question live at the meeting.

To Vote

If you would like to cast a vote:

1. When the Chair declares the polls open, the resolutions and voting choices will appear.
2. Press the option corresponding with the way in which you wish to vote.
3. Once the option has been selected, the vote will appear in blue.
4. If you change your mind and wish to change your vote, you can simply press the new vote or cancel your vote at any time before the Chair closes the polls.
5. Upon conclusion of the meeting the home screen will be updated to state that the meeting is now closed.



Need help? If you require any help using this system prior to or during the Meeting, please call **1300 737 760** or **+61 2 9290 9600** so we can assist you.

Country Codes

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

ABW	Aruba
AFG	Afghanistan
AGO	Angola
AIA	Anguilla
ALA	Aland Islands
ALB	Albania
AND	Andorra
ANT	Netherlands Antilles
ARE	United Arab Emirates
ARG	Argentina
ARM	Armenia
ASM	American Samoa
ATA	Antarctica
ATF	French Southern
ATG	Antigua & Barbuda
AUS	Australia
AUT	Austria
AZE	Azerbaijan
BDI	Burundi
BEL	Belgium
BEN	Benin
BFA	Burkina Faso
BGD	Bangladesh
BGR	Bulgaria
BHR	Bahrain
BHS	Bahamas
BIH	Bosnia & Herzegovina
BLM	St Barthelemy
BLR	Belarus
BLZ	Belize
BMU	Bermuda
BOL	Bolivia
BRA	Brazil
BRB	Barbados
BRN	Brunei Darussalam
BTN	Bhutan
BUR	Burma
BVT	Bouvet Island
BWA	Botswana
CAF	Central African Republic
CAN	Canada
CCK	Cocos (Keeling) Islands
CHE	Switzerland
CHL	Chile
CHN	China
CIV	Cote D'ivoire
CMR	Cameroon
COD	Democratic Republic of Congo
COK	Cook Islands
COL	Colombia
COM	Comoros
CPV	Cape Verde
CRI	Costa Rica
CUB	Cuba
CYM	Cayman Islands
CYP	Cyprus
CXR	Christmas Island
CZE	Czech Republic
DEU	Germany
DJI	Djibouti
DMA	Dominica
DNK	Denmark
DOM	Dominican Republic

DZA	Algeria
ECU	Ecuador
EGY	Egypt
ERI	Eritrea
ESH	Western Sahara
ESP	Spain
EST	Estonia
ETH	Ethiopia
FIN	Finland
FJI	Fiji
FLK	Falkland Islands (Malvinas)
FRA	France
FRO	Faroe Islands
FSM	Micronesia
GAB	Gabon
GBR	United Kingdom
GEO	Georgia
GGY	Guernsey
GHA	Ghana
GIB	Gibraltar
GIN	Guinea
GLP	Guadeloupe
GMB	Gambia
GNB	Guinea-Bissau
GNQ	Equatorial Guinea
GRC	Greece
GRD	Grenada
GRL	Greenland
GTM	Guatemala
GUF	French Guiana
GUM	Guam
GUY	Guyana
HKG	Hong Kong
HMD	Heard & McDonald Islands
HND	Honduras
HRV	Croatia
HTI	Haiti
HUN	Hungary
IDN	Indonesia
IMN	Isle Of Man
IND	India
IOT	British Indian Ocean Territory
IRL	Ireland
IRN	Iran Islamic Republic of
IRQ	Iraq
ISM	Isle of Man
ISL	Iceland
ISR	Israel
ITA	Italy
JAM	Jamaica
JEY	Jersey
JOR	Jordan
JPN	Japan
KAZ	Kazakhstan
KEN	Kenya
KGZ	Kyrgyzstan
KHM	Cambodia
KIR	Kiribati
KNA	St Kitts And Nevis
KOR	Korea Republic of
KWT	Kuwait
LAO	Laos
LBN	Lebanon

LBR	Liberia
LBY	Libyan Arab Jamahiriya
LCA	St Lucia
LIE	Liechtenstein
LKA	Sri Lanka
LSO	Lesotho
LTU	Lithuania
LUX	Luxembourg
LVA	Latvia
MAC	Macao
MAF	St Martin
MAR	Morocco
MCO	Monaco
MDA	Republic Of Moldova
MDG	Madagascar
MDV	Maldives
MEX	Mexico
MHL	Marshall Islands
MKD	Macedonia Former Yugoslav Rep
MLI	Mali
MLT	Mauritania
MMR	Myanmar
MNE	Montenegro
MNG	Mongolia
MNP	Northern Mariana Islands
MOZ	Mozambique
MRT	Mauritania
MSR	Montserrat
MTQ	Martinique
MUS	Mauritius
MWI	Malawi
MYS	Malaysia
MYT	Mayotte
NAM	Namibia
NCL	New Caledonia
NER	Niger
NFK	Norfolk Island
NGA	Nigeria
NIC	Nicaragua
NIU	Niue
NLD	Netherlands
NOR	Norway Montenegro
NPL	Nepal
NRU	Nauru
NZL	New Zealand
OMN	Oman
PAK	Pakistan
PAN	Panama
PCN	Pitcairn Islands
PER	Peru
PHL	Philippines
PLW	Palau
PNG	Papua New Guinea
POL	Poland
PRI	Puerto Rico
PRK	Korea Dem Peoples Republic of
PRT	Portugal
PRY	Paraguay
PSE	Palestinian Territory Occupied
PYF	French Polynesia
QAT	Qatar
REU	Reunion

ROU	Romania
RUS	Russian Federation
RWA	Rwanda
SAU	Saudi Arabia Kingdom Of
SDN	Sudan
SEN	Senegal
SGP	Singapore
SGS	Sth Georgia & Sth Sandwich Isl
SHN	St Helena
SJM	Svalbard & Jan Mayen
SLB	Solomon Islands
SCG	Serbia & Outlying
SLE	Sierra Leone
SLV	El Salvador
SMR	San Marino
SOM	Somalia
SPM	St Pierre And Miquelon
SRB	Serbia
STP	Sao Tome And Principe
SUR	Suriname
SVK	Slovakia
SVN	Slovenia
SWE	Sweden
SWZ	Swaziland
SYC	Seychelles
SYR	Syrian Arab Republic
TCA	Turks & Caicos Islands
TCO	Chad
TGO	Togo
THA	Thailand
TJK	Tajikistan
TKL	Tokelau
TKM	Turkmenistan
TLS	Timor-Leste
TMP	East Timor
TON	Tonga
TTO	Trinidad & Tobago
TUN	Tunisia
TUR	Turkey
TUV	Tuvalu
TWN	Taiwan
TZA	Tanzania United Republic of
UGA	Uganda
UKR	Ukraine
UMI	United States Minor
URY	Uruguay
USA	United States of America
UZB	Uzbekistan
VNM	Vietnam
VUT	Vanuatu
WLF	Wallis & Futuna
WSM	Samoa
YEM	Yemen
YMD	Yemen Democratic
YUG	Yugoslavia Socialist Fed Rep
ZAF	South Africa
ZAR	Zaire
ZMB	Zambia
ZWE	Zimbabwe