



MAJOR PARTNER



Clive Berghofer Centre

81 Fulcher Road
Red Hill QLD 4059
Australia
T 07 3858 9111
F 07 3858 9112

info@broncos.com.au
broncos.com.au

**ASX ANNOUNCEMENT
14 APRIL 2022**

**BRISBANE BRONCOS LIMITED
2022 NOTICE OF ANNUAL GENERAL MEETING & ASSOCIATED DOCUMENTS**

The following documents are attached in relation to the 2022 Annual General Meeting of Brisbane Broncos Limited:

- Letter from Chair
- Notice of Annual General Meeting
- Explanatory Notes
- Sample Proxy Form

The Annual General Meeting will be held on Tuesday 17 May 2022 at 10.00am (AEST) at Broncos Leagues Club, 92 Fulcher Road, Red Hill, Queensland 4059.

This announcement has been approved by the Board of Brisbane Broncos Limited.

Yours sincerely

Louise Lanigan
Company Secretary
Brisbane Broncos Limited



Premier Partners



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T 07 3858 9111
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14 April 2022

Dear Shareholder

BRISBANE BRUNCOS LIMITED – 2022 ANNUAL GENERAL MEETING

I am pleased to provide you with details about Brisbane Broncos Limited's 2022 Annual General Meeting (AGM). The Notice of Meeting, Explanatory Notes, Voting Information and Proxy Form are enclosed in this document which should be read in its entirety. Brisbane Broncos Limited's 2022 AGM will be held on Tuesday 17 May 2022 at 10:00am (AEST) at Broncos Leagues Club, 92 Fulcher Road, Red Hill QLD 4059. Please be aware that we will be observing any applicable social distancing rules at the meeting.

Depending on the Covid-19-related restrictions that may apply on the date of the AGM, any shareholders who wish to attend the meeting should take notice of government warnings and recommendations and monitor the Brisbane Broncos website and ASX announcements, where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the AGM.

All voting at the AGM will be conducted by a poll. Therefore, regardless of whether you plan to attend the meeting, I encourage you to complete and return the enclosed Proxy Form no later than 10.00am (AEST) on 15 May 2022 according to the instructions included in the Explanatory Notes and Proxy Form. By doing this, your vote will be counted if for any reason you cannot attend. I also encourage you to read the enclosed Notice of Meeting (including the Explanatory Notes) and the Proxy Form and consider directing your proxy how to vote on each resolution by marking either the "for" box, the "against" box or the "abstain" box on the Proxy Form. The Directors of BBL recommend that shareholders vote in favour of all resolutions.

During the AGM, CEO David Donaghy and myself will provide a brief presentation before the formal items of business are considered. We will discuss the 2021 financial year results and provide an update on the future outlook of the business. Shareholders will be provided with the opportunity to ask questions with respect to the business of the meeting or about the Brisbane Broncos generally either in person at the AGM or via bbl@bruncos.com.au prior to the meeting subject to receipt in advance five business days prior to the AGM, that is by 10:00am (AEST) on Tuesday 10 May 2022.

The Board will endeavour to answer as many of the more frequently raised relevant pre-submitted questions as possible during the course of the meeting. However, there may not be sufficient time to address all of the questions raised. It should be noted that individual responses will not be sent to shareholders.

Thank you for your continued support of Brisbane Broncos Limited. I look forward to your attendance and the opportunity to meet with you.

Yours sincerely

Karl Morris AO
Chair



Premier Partners



NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY NOTES

The Annual General Meeting of
BRISBANE BRONCOS LIMITED
A.C.N. 41 009 570 030

Will be held on:
Tuesday 17 May 2022

Time:
10:00am (AEST)

Venue:
Broncos Leagues Club
92 Fulcher Road, RED HILL QLD 4059

This Notice of Annual General Meeting, Explanatory Notes and associated documents should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisor.

NOTICE OF ANNUAL GENERAL MEETING

BRISBANE BRONCOS LIMITED

A.C.N 41 009 570 030

Registered Office: Clive Berghofer Centre, 81 Fulcher Road, Red Hill QLD 4059.

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of BRISBANE BRONCOS LIMITED (BBL) will be held at the Broncos Leagues Club, 92 Fulcher Road, Red Hill on Tuesday 17 May 2022 commencing at 10:00am (AEST).

BUSINESS

Item 1 Financial Statements and Reports

To receive and consider the Annual Financial Report of Brisbane Broncos Limited and its controlled entities together with the Directors' Report and Auditor's Report for the financial year ended 31 December 2021.

Item 2 Remuneration Report – RESOLUTION ONE

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

"That the Remuneration Report for Brisbane Broncos Limited and its controlled entities, which forms part of the Directors' Report for the year ended 31 December 2021 be adopted."

(Note: In accordance with the *Corporations Act 2001 (Cth)* (the Corporations Act), the vote on this resolution is advisory only and does not bind the Directors of BBL).

Voting Exclusion Statement

Item 2 is a resolution connected directly with the remuneration of BBL's Key Management Personnel (KMP). The Corporations Act restricts KMP and their closely related parties from voting on this item. A 'closely related party' of a KMP is defined in the Corporation Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a KMP of BBL.

In accordance with these requirements, BBL will disregard any votes cast on the resolution in Item 2:

- by or on behalf of a member of BBL's KMP named in the Remuneration Report or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the KMP at the date of the AGM or their closely related parties.

BBL will not disregard votes cast on Item 2 if they are cast as a proxy for a person who is entitled to vote on that Item:

- in accordance with the directions on the Proxy Form; or
- by the Chair of the Meeting pursuant to an express authorisation to exercise the proxy, even though Item 2 is connected with the remuneration of BBL's KMP.

Item 3 Increase Aggregate Director Remuneration Pool – RESOLUTION TWO

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

"That in accordance with ASX Listing Rule 10.17 and Clause 90.1 of the Company's Constitution the aggregate sum of Directors' Remuneration payable to Non-Executive Directors be increased from \$220,000 to \$350,000 per annum."

Voting Exclusion Statement

Pursuant to ASX Listing Rule 14.11, BBL will disregard any votes cast on the resolution in Item 3 by or on behalf of any Directors of BBL or any of their associates.

However, BBL is not required to disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, and it is cast in accordance with the directions on the proxy form; or
- It is cast by the Chair of the meeting as proxy for a person who is entitled to vote and it is cast in accordance with a direction on the proxy form to vote as the proxy decides.

Item 4 Election of Director – Mr Andrew Fraser – RESOLUTION THREE

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

"That Mr Andrew Fraser, having consented to act as a Director of the Company, and having been appointed by the Directors on 1 December 2021 in accordance with Clause 71 of the Company's Constitution, be and is hereby elected as a Director of Brisbane Broncos Limited."

Item 5 Election of Director – Mr David Asplin – RESOLUTION FOUR

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

"That Mr David Asplin, having consented to act as a Director of the Company, and having been appointed by the Directors on 1 December 2021 in accordance with Clause 71 of the Company's Constitution, be and is hereby elected as a Director of Brisbane Broncos Limited."

NOTICE OF ANNUAL GENERAL MEETING

BRISBANE BRONCOS LIMITED

A.C.N 41 009 570 030

Registered Office: Clive Berghofer Centre, 81 Fulcher Road, Red Hill QLD 4059.

Item 6 Re-election of Director – Ms Vicki Wilson OAM– RESOLUTION FIVE

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

“That Ms Vicki Wilson OAM, who retires by rotation in accordance with Clause 75 of the Company’s Constitution and being eligible offers herself for re-election, be re-elected as a Director of Brisbane Broncos Limited.”

By order of the Board of BRISBANE BRONCOS LIMITED



Ms Louise Lanigan
Company Secretary

EXPLANATORY NOTES

1. INTRODUCTION

These Explanatory Notes form an important part of the Notice of Meeting of Brisbane Broncos Limited (BBL) and should be read in conjunction with it. Their purpose is to provide shareholders with relevant information the Board considers material to the decision regarding how to vote on the resolutions proposed for consideration in the Items of Business at the Annual General Meeting (AGM) to be held on Tuesday 17 May 2022 commencing at 10.00am (AEST).

2. ENTITLEMENT TO ATTEND AND VOTE

The Board has determined that persons who are registered holders of shares of BBL as at 7.00pm (AEST) on Sunday 15 May 2022 will be entitled to attend and vote at the AGM as a shareholder.

3. BUSINESS

The business to be addressed at the AGM is outlined in the Notice of Meeting and further explained below.

Item 1 – Financial Statements and Reports

In accordance with the *Corporations Act 2001 (Cth)* (the Corporations Act), the Financial Report, Directors' Report and Auditor's Report of BBL and its controlled entities for the financial year ended 31 December 2021 will be put before the AGM.

These reports are contained in the Company's 2021 Annual Report. Shareholders can access a copy of the Annual Report on the Company Information section of the Brisbane Broncos website www.broncos.com.au. A copy of the Company's 2021 Annual Report has been sent to all shareholders who elected to receive the document.

This item does not require a formal resolution. Accordingly, neither the Corporations Act nor the Company's Constitution requires a vote of shareholders at the AGM on such reports or statements. However, shareholders will be provided with the opportunity to ask questions with respect to these reports either at the AGM or via bbl@broncos.com.au prior to the meeting subject to receipt in advance five business days prior to the AGM, that is by 10:00am (AEST) on Tuesday 10 May 2022.

Item 2 – Remuneration Report – RESOLUTION ONE

It is a requirement under the Corporations Act that the Annual Report for the financial year ended 31 December 2021 contains a Remuneration Report, which forms part of the Directors' Report and sets out the remuneration policy for the Company and its controlled entities and reports on the remuneration arrangements in place for Directors, Officers and Key Management Personnel.

The Corporations Act requires listed companies to put an annual non-binding resolution to shareholders to adopt the Remuneration Report at the AGM. In line with the legislation, this vote is advisory only and does not bind the Directors or the Company. However, Directors will have regard to the outcome of the vote and any discussion when setting the remuneration policies in future years. Shareholders will have the opportunity to ask questions about the BBL Remuneration Report at the AGM or via bbl@broncos.com.au prior to the meeting subject to receipt in advance five business days prior to the AGM as noted above.

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

The Board of BBL recommend that shareholders vote in favour of adopting the Remuneration Report. The Chair of the Meeting intends to vote all available proxies in favour of this Resolution.

Item 3 – Increase Aggregate Director Remuneration Pool – RESOLUTION TWO

In order for the total aggregate annual remuneration payable to Non-Executive Directors of the Company to be increased, ASX Listing Rule 10.17 and Clause 90.1 of the Company's Constitution must be complied with. The ASX Listing Rules and the Company's Constitution provides that an increase in the aggregate remuneration pool payable to Non-Executive Directors of the Company must be approved by shareholders by ordinary resolution.

Shareholder approval is sought at this AGM to increase the total aggregate annual remuneration payable to Non-Executive Directors of the Company from \$220,000 to \$350,000 per annum (to be allocated as the Board determines). The last increase to the remuneration pool for Non-Executive Directors was at the 2010 Annual General Meeting when shareholders approved to increase the aggregate remuneration from \$110,000 to \$220,000 per annum.

The primary purpose of increasing the total aggregate remuneration pool is to accommodate the recent growth in the number of directors (from five to six in December 2021) and to allow for sufficient capacity to enable the Company to attract and retain the highest quality candidates for the role of Director. It is not intended to increase the actual fees payable to individual Directors in the short term. Rather, the increase would, if approved continue to allow the Company to maintain the optimum Board composition whilst accommodating future market movements and growth.

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

The Board of BBL recommend that shareholders vote in favour of the increase in the Aggregate Director Remuneration Pool from \$220,000 to \$350,000 per annum. The Chair of the Meeting intends to vote all available proxies in favour of this Resolution.

EXPLANATORY NOTES

3. BUSINESS (Continued)

Item 4 - Election of Director – Mr Andrew Fraser – RESOLUTION THREE

The Directors of the Company appointed Mr Andrew Fraser as an independent Non-Executive Director on 1 December 2021 pursuant to Clause 71 of the Company's Constitution. Mr Fraser, having been appointed as Director since the last AGM must retire from office and in accordance with Clause 71, being eligible and having consented to act, offers himself for election at the meeting. Mr Fraser, because of his interest, makes no recommendation in relation to this resolution.

Mr Fraser is full-time Director, serving across a range of industries and sectors. He is currently the Chair of Sunsuper, Orange Sky Australia and Motorsport Australia. He is a non-executive director of Watpac Ltd and two charities, Hear and Say Centre and 3rd Space.

Previously Mr Fraser has served as the Head of Strategy and Investment at the NRL, as a Director of the Rugby League World Cup 2017 and as an independent Director of NZRL. As a former Commissioner on the Australian Sports Commission, and a former Minister for Sport, he brings strong corporate governance credentials and extensive sport governance experience. Mr Fraser also serves as the Chancellor of Griffith University, on whose governing Council he has served since 2017. He graduated from Griffith with First Class Honours with degrees in Law and Commerce and is a recipient of the University Medal. He has been a member of the Brisbane Broncos since 2004.

*The Board of BBL recommend that shareholders vote **in favour** of the election of Mr Andrew Fraser as Director. The Chair of the Meeting intends to vote all available proxies **in favour** of this Resolution.*

Item 5 - Election of Director – Mr David Asplin – RESOLUTION FOUR

The Directors of the Company appointed Mr David Asplin as an independent Non-Executive Director on 1 December 2021 pursuant to Clause 71 of the Company's Constitution. Mr Asplin, having been appointed as Director since the last AGM must retire from office and in accordance with Clause 71, being eligible and having consented to act, offers himself for election at the meeting. Mr Asplin, because of his interest, makes no recommendation in relation to this resolution.

Mr Asplin served as a Director of Brisbane Broncos Leagues Club since November 2018 until his recent resignation and was previously on the fundraising committee for the Clive Berghofer Training and Community Facility. With 30 years' experience in the funds management industry, Mr Asplin is currently the Head of Funds Management and Deputy Managing Director of QIC's real estate funds management business. Prior to joining QIC in 2012, Mr Asplin held positions at LaSalle Investment Management, Challenger Financial Services, Colonial First State and Macquarie Bank. Mr Asplin has a Bachelor of Business in Accounting and Finance from QUT and has a long association and involvement with grassroots rugby league in Queensland.

*The Board of BBL recommend that shareholders vote **in favour** of the election of Mr David Asplin as Director. The Chair of the Meeting intends to vote all available proxies **in favour** of this Resolution.*

Item 6 - Re-election of Director – Ms Vicki Wilson OAM – RESOLUTION FIVE

Pursuant to Clause 75 of the Company's Constitution, Ms Vicki Wilson must retire by rotation from the Board. In accordance with Clause 75, Ms Wilson, being eligible, offers herself for re-election at the Meeting. Ms Wilson, because of her interest, makes no recommendation in relation to this resolution.

Ms Wilson's qualifications and experience are detailed in the Directors' Report included in the Annual Report.

*The Board of BBL recommend that shareholders vote **in favour** of the re-election of Ms Vicki Wilson OAM as Director. The Chair of the Meeting intends to vote all available proxies **in favour** of this Resolution.*

4. VOTING

Voting at the AGM

Voting on all resolutions at the AGM will be conducted by poll. Each shareholder has one vote for each security held in BBL. Voting results will be announced to the ASX and made available on the Brisbane Broncos website as soon as practical after the AGM. Shareholders may vote directly at the meeting in accordance with the instructions issued at the AGM. Shareholders who are unable to attend the AGM are encouraged to appoint a proxy to attend and vote on their behalf. If shareholders direct their proxy how to vote, their votes will be cast at the meeting in accordance with the direction provided. Regardless of whether shareholders plan to physically attend the meeting, they are encouraged to complete and return the enclosed Proxy Form no later than 10.00am (AEST) on 15 May 2022 according to the enclosed instructions. This ensures votes are counted if for any reason shareholders cannot be present on the day of the meeting.

EXPLANATORY NOTES

4. VOTING (Continued)

Appointing a Proxy

Each shareholder who is entitled to vote at the AGM may appoint a proxy to attend and vote at the meeting on their behalf. A proxy need not be a shareholder of BBL. Proxies can be appointed in respect of all or a portion of a shareholder's votes. If a shareholder who is entitled to vote at the AGM appoints a proxy, they may specify the way that the proxy is to vote in relation to a resolution and indicate that the specification is to be regarded as a direct vote. If shareholders are entitled to cast two or more votes, they can appoint two proxies each to exercise a specified portion of their voting rights. If the shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes that each may exercise, each may exercise half of the votes (disregarding fractions) on a poll.

Proxies can be appointed using the enclosed Proxy Form and returning via one of the methods outlined below.

Undirected Proxies

The Chair intends to cast undirected proxies in favour of all resolutions, subject to the voting exclusions.

Directed Proxies

If a shareholder appoints a proxy (other than the Chair) and provides directions how to vote, the Chair must cast those proxy votes on the shareholder's behalf if the proxy does not do so.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the corporate representative must comply with the requirements under section 250D of the Corporations Act. The representative should be provided with a certificate, properly executed letter or other document confirming his or her authority to act as that company's representative. The authority may be sent to BBL or its share registry Computershare Investor Services Pty Ltd in advance of the AGM. An appointment of Corporate Representative form is available by contacting BBL's share registry Computershare Investor Services Pty Limited on 1300 552 270 during business hours.

Proxy Lodgement Details

Proxy Forms may be lodged using one of the following methods:

Online:

At <https://www.investorvote.com.au/> using your secure access information or use your mobile device to scan the personalised QR code detailed on the proxy form.

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

Computershare Investor Services Pty Limited
1800 783 447 within Australia or +61 3 9473 2555 outside Australia

Receipt of Proxy Forms

For the appointment of a proxy to be valid and effective, Proxy Forms must be received by the registry Computershare Investor Services Pty Limited, no later than 10:00am (AEST) on Sunday 15 May 2022.

5. QUORUM

The Constitution of BBL provides that at least two members present in person or by proxy constitute a quorum.



BRONCOS
BRISBANE

Brisbane Broncos Limited

A.B.N. 41 009 570 030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 am (AEST) on Sunday, 15 May 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 136717

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Brisbane Broncos Limited hereby appoint

☐ the Chair of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

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 to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Brisbane Broncos Limited to be held at the Broncos Leagues Club, 92 Fulcher Road, Red Hill QLD 4059 on Tuesday, 17 May 2022 at 10:00 am (AEST) and at any adjournment or postponement of that meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 2 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 2 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1 and 2 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Remuneration Report	☐	☐	☐
Resolution 2	Increase Aggregate Director Remuneration Pool	☐	☐	☐
Resolution 3	Election of Director – Mr Andrew Fraser	☐	☐	☐
Resolution 4	Election of Director – Mr David Asplin	☐	☐	☐
Resolution 5	Re-election of Director – Ms Vicki Wilson OAM	☐	☐	☐

Before completing your vote and returning by post, please consider using the preferred electronic voting option outlined on the front page of this form.

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically