

NOTICE OF GENERAL MEETING

PERTH, AUSTRALIA; 29 October 2021: Hazer Group Limited (ASX: HZR) advises of the following documents in relation to the upcoming General Meeting:

- Shareholder Letter containing Important Information Regarding the Company's Upcoming General Meeting
- Notice of General Meeting
- Proxy Form
- Virtual Meeting Online Guide

For more information contact:

Romolo Santoro,
Company Secretary
rsantoro@hazergroup.com.au

This announcement was authorised for release by the Board of the Company

[ENDS]

ABOUT HAZER GROUP LIMITED

Hazer Group Limited ("Hazer" or "the Company") is an ASX-listed technology development company undertaking the commercialisation of the Hazer Process, a low-emission hydrogen and graphite production process. The Hazer Process enables the effective conversion of natural gas and similar methane feedstocks, into hydrogen and high-quality graphite, using iron ore as a process catalyst.

For further information or investor enquiries, please contact:

Geoff Ward
Email: contact@hazergroup.com.au
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WE Communications
Email: WE-AUHazer@we-worldwide.com
Phone: +61 473 915 763

Hazer Group Limited - Social Media Policy

Hazer Group Limited is committed to communicating with the investment community through all available channels. Whilst ASX remains the prime channel for market sensitive news, investors and other interested parties are encouraged to follow Hazer on Twitter (@hazergroupltd), LinkedIn, Facebook and YouTube.

Subscribe to HAZER NEWS ALERTS - visit our website at www.hazergroup.com.au and subscribe to receive HAZER NEWS ALERTS, our email alert service. HAZER NEWS ALERTS is the fastest way to receive breaking news about @hazergroupltd.

29 October 2021

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Perth WA 6000

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St Georges Terrace
Perth WA 6831

[e contact@hazergroup.com.au](mailto:contact@hazergroup.com.au)

Dear Shareholders

**IMPORTANT INFORMATION REGARDING THE COMPANY'S
UPCOMING ANNUAL GENERAL MEETING**

The Company's Annual General Meeting is scheduled to be held as a virtual only meeting at 1:00 pm WST on Wednesday 8 December 2021 (Meeting).

In accordance with Part 2G.5, Division 3 of the *Corporations Act 2001* (Cth), the Company will not be dispatching physical copies of the Notice of Meeting (NOM) to shareholders. Instead, a copy of the NOM can be viewed and downloaded online on the Company's website at the following link below and the ASX website:

<https://hazergroup.com.au/announcements/>

Taking into consideration the COVID-19 situation, Directors of the Company being located internationally and in several Australian States, and restrictions on travel, the Directors have decided that Shareholders will not be able to attend the Meeting in person, and rather the Meeting will be held via live webinar.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as holding the Shares **5.00 pm (WST) on Monday 6 December 2021.**

The Meeting will be accessible to all eligible Shareholders and Proxyholders via the virtual meeting platform, which will allow Shareholders to listen to the Meeting, vote and ask questions. The Meeting Chair will provide instructions as to how questions may be asked by Shareholders during the live webinar.

We recommend logging into our virtual AGM platform at least 15 minutes prior to the scheduled start time for the Meeting. Enter <https://meetings.linkgroup.com/HZR21> into a web browser on your computer or online device:

- a) Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed on your Proxy Form; and
- b) Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

Further information is set out in the Virtual Meeting Online Guide at:

<https://hazergroup.com.au/announcements/>.

Shareholders are encouraged to submit questions in advance of the Meeting by emailing the questions to rsantoro@hazergroup.com.au by no later than 5.00 pm (WST) on Monday 6 December 2021. This will assist in enabling management to prepare appropriate responses to your questions.

Shareholders can vote by returning a completed Proxy Form or attending the Meeting via live webinar.

If you have any queries relating to this announcement, please contact the company secretary at +61 8 9329 3358 or at rsantoro@hazergroup.com.au.

This announcement and letter is authorised by the Board.



Sincerely,
Romolo Santoro
Company Secretary

www.hazergroup.com.au

Hazer Group Limited

ABN 40 144 044 600

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

The Annual General Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/HZR21> at 1.00 pm (WST) on 8 December 2021.

IMPORTANT NOTE

The Notice of Annual General Meeting and Explanatory Statement should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor, or other professional adviser prior to voting.

IMPORTANT INFORMATION

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Important Dates

Event	Date
Last day for receipt of Proxy Forms	1.00 pm (WST) on Monday 6 December 2021
Snapshot date for eligibility to vote	5.00 pm (WST) on Monday 6 December 2021
Annual General Meeting	1.00 pm (WST) on Wednesday 8 December 2021

Defined terms

Capitalised terms used in this Notice of Annual General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary set out in the Explanatory Statement.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of **Hazer Group Limited** (ABN 40 144 044 600) (the **Company**) will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/HZR21> at **1.00 pm (WST)** on **Wednesday 8 December 2021** for the purpose of transacting the business referred to in this Notice of Annual General Meeting.

Shareholders can vote by returning a completed Proxy Form or attending the Meeting via live webinar.

Instructions on how to complete a Proxy Form are set out in the Explanatory Statement. Instructions on how to participate in the Meeting via live webinar are set out in the Explanatory Statement.

Proxy Forms must be received by no later than **1.00pm (WST)** on **Monday 6 December 2021**.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at **5.00pm (WST)** on **Monday 6 December 2021**.

The Explanatory Statement that accompanies and forms part of this Notice describes the various matters to be considered.

AGENDA

To consider, and if thought fit to pass, the resolutions set out below.

RESOLUTION 1 – Adoption of the Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding advisory resolution**:

“That the Remuneration Report contained in the Directors’ Report for the year ended 30 June 2021 be adopted by the Company.”

Notes: In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

RESOLUTION 2 – Re-Election of a Director - Dr John (Jack) Hamilton

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That for the purposes of Listing Rule 14.4, rule 7.3(f) of the Constitution, and for all other purposes, Dr John (Jack) Hamilton, who retires at the Meeting and is eligible for re-election, be re-elected as a Director.”

RESOLUTION 3 – Re-Election of a Director - Mr Andrew Hinkly

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That for the purposes of Listing Rule 14.4, rule 7.3(f) of the Constitution, and for all other purposes, Mr Andrew Hinkly, who retires at the Meeting and is eligible for re-election, be re-elected as a Director.”

RESOLUTION 4 – Ratification of prior issue of Shares under the Placement

To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 7,608,696 Shares to professional and sophisticated investors introduced by Viriathus Capital Pty Ltd (ABN 98 113 959 596) at an issue price of \$0.92 each to raise \$7,000,000.32 via the Placement, in the manner and on the terms set out in the Explanatory Statement.”

RESOLUTION 5 – Approval of additional 10% placement capacity

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

“That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”

By order of the Board



Romolo Santoro
Company Secretary
29 October 2021

VOTING EXCLUSION STATEMENTS

Corporations Act

Pursuant to the Corporations Act, the following Resolution is subject to restrictions on voting as set out in the table:

Resolution	Description	Prohibition
Resolution 1	Adoption of the Remuneration Report	A vote on the resolution must not be cast (in any capacity) by or on behalf of either of the following persons: (a) members of Key Management Personnel details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair of the Meeting and the appointment of the chair as proxy: I. does not specify the way the proxy is to vote on this Resolution; and II. expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

ASX Listing Rules

For the purposes of Listing Rule 14.11, the following voting exclusion statements apply to the Resolutions.

The Company will disregard any votes cast in favour of the following Resolutions by or on behalf of the following persons or an Associate of those persons:

Resolution	Description	Exclusion
Resolution 4	Ratification of prior issue of Shares under the Placement	A person who participated in the issue or is a counterparty to the agreement being approved.

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

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

ACTIONS TO BE TAKEN BY THE SHAREHOLDERS

Shareholders can vote by returning a completed Proxy Form or attending the Meeting via live webinar.

1. Vote by Proxy

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (a) each Shareholder has the right to appoint a proxy;
- (b) the proxy need not be a Shareholder of the Company; and
- (c) a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise half of the votes.

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address below, or online by **1.00 pm (WST) on Monday 6 December 2021**. A Proxy Form received after that time will not be valid.

By mail:	Link Market Services Hazer Group Limited C/- Locked Bag A14 Sydney South NSW 1235 Australia
By hand:	Link Market Services Level 12 680 George Street Sydney NSW 2000
Online:	www.linkmarketservices.com.au

Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

The Company encourages Shareholders to appoint the Chair as your proxy. To do so, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chair, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chair will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, you may photocopy the Proxy Form.

To appoint a second proxy you must, on each Proxy Form, state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms

do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

To appoint a proxy online, visit www.linkmarketservices.com.au, select 'Investor Login' and in the "Single Holding" section enter Hazer Group Limited or the ASX code HZR in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

Alternatively, you can appoint a proxy by completing and signing the enclosed proxy form and sending the form:

- (a) by post to Link Market Services Locked Bag A14 Sydney South NSW 1235; or
- (b) by hand to Link Market Services at Level 12, 680 George Street, Sydney NSW 2000.

The deadline for receipt of proxy appointments is **1.00pm (WST) on Monday 6 December 2021**.

Proxy appointments received later than this time will be invalid.

2. Participation in the virtual Meeting, voting and asking questions

The Meeting will be accessible to all Shareholders via the virtual meeting platform, which will allow Shareholders to listen to the Meeting, vote and ask questions. The Meeting Chair will provide instructions as to how questions may be asked by Shareholders during the webcast.

We recommend logging into our virtual AGM platform at least 15 minutes prior to the scheduled start time for the Meeting. Enter <https://meetings.linkgroup.com/HZR21> into a web browser on your computer or online device:

- (a) Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed on your Proxy Form; and
- (b) Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

Further information is set out in the Virtual Meeting Online Guide at <https://hazergroup.com.au/announcements/>.

Shareholders are encouraged to submit questions in advance of the meeting by emailing the questions to rsantoro@hazergroup.com.au by no later than **5.00pm (WST) on Monday 6 December 2021**. This will assist in enabling the management to prepare appropriate responses to your questions.

3. Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already been provided to the Company's share registry.

4. Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- (a) two directors of the company;
- (b) a director and a company secretary of the company; or
- (c) for a proprietary company that has a sole director who is also the sole company secretary, that director.

5. Corporate representatives

A body corporate may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a duly executed certificate of appointment of the corporate representative. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

An appointment of corporate representative form may be obtained from Link Market Services by calling (+61) 1300 554 474 or online at:

<https://www.linkmarketservices.com.au/corporate/resources/forms.html>

6. Voting entitlement (snapshot date)

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as holding the Shares **5.00 pm (WST) on Monday 6 December 2021**.

7. Questions from Shareholders

Questions for the Board of Directors can be submitted by email to rsantoro@hazergroup.com.au and must be received by no later than **5.00 pm (WST) on Monday 6 December 2021**.

The Board of Directors will endeavour to prepare answers to these questions, where necessary they will be moderated and curated to cover common ground.

The Chairperson will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management and performance of the Company.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

1. ANNUAL REPORT

There is no requirement for Shareholders to approve the Annual Report. Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report for the financial year ended on 30 June 2021 which is available on the ASX platform at www.asx.com.au; and
- (b) ask questions about or make comment on the management of the Company.

The Chairperson will allow a reasonable opportunity for the Shareholders as a whole to ask the Auditor questions at the Meeting about:

- (a) the conduct of the audit;
- (b) the preparation and content of the Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and
- (d) the independent of the Auditor in relation to the conduct of the audit.

RSM Australia Pty Ltd, as the Auditor responsible for preparing the Auditor's Report for the year ended 30 June 2021 or its representative), will attend the Meeting.

As required under section 250PA of the Corporations Act, at the Meeting, the Company will make available those questions directed to the Auditor received in writing at least 5 Business Days prior to the Meeting at the Company's registered office, being questions which the Auditor considers relevant to the content of the Auditor's report or the conduct of the audit of the Annual Financial Report for the year ended 30 June 2021. The Chairperson will allow a reasonable opportunity for the Auditor to respond to the questions set out on this list.

The Company advises that a copy of its Annual Report for the year ended 30 June 2021, is available to download at the website address:

<https://hazergroup.com.au/wp-content/uploads/2021/08/210827-Appendix-4E-FY21-Annual-Report-Final.pdf>.

2. RESOLUTION 1 - ADOPTION OF THE REMUNERATION REPORT

The Remuneration Report is set out in the Directors' Report in the Company's 2021 Annual Report.

The Corporations Act requires the Company to put a resolution to Shareholders that the Remuneration Report be adopted. In accordance with section 250R(3) of the Corporations Act, the vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Under the Corporations Act, if 25% or more of votes are cast against the adoption of Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings (a "**spill resolution**") that another meeting be held within 90 days at which all of the Company's directors who were directors when the resolution to make the directors report considered at the later annual general meeting was passed (other than the Managing Director) must go up for re-election.

At the Company's previous Annual General Meeting, the votes against the Remuneration Report were less than 25% of the votes cast on the Resolution. As such, Shareholders do not need to consider a spill resolution at the Annual General Meeting if 25% or more of the votes are cast against Resolution 1.

A voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting.

The Company encourages all Shareholders to cast their votes on Resolution 1.

3. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – DR JOHN (JACK) HAMILTON

3.1. General

Listing Rule 14.4 requires that a director appointed by the Board as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

Rule 7.2(b) of the Constitution of the Company provides that the Board may appoint a person to be a Director to fill in casual vacancy or as an additional director. Rule 7.3(f) of the Constitution requires that a Director appointed under rule 7.2(b) must retire at the next annual general meeting and is eligible for re-election at that meeting.

3.2. Dr John (Jack) Hamilton

The Company announced on 29 October 2021 Dr Hamilton's appointment by the Board as a Director of the Board.

Accordingly, Dr Hamilton, who retires at the Meeting and is eligible, seeks re-election at the Meeting, in accordance with Listing Rule 14.4 and rule 7.3(f) of the Constitution.

Dr Hamilton is a highly experienced executive and board director with strong business acumen gained from 20 years of senior leadership roles in the energy sector. Dr Hamilton graduated from Melbourne University with a degree in Bachelor of Chemical Engineering and a Doctorate of Philosophy.

Dr Hamilton has extensive management expertise and has gained experience over his career in strategy development, operations and manufacturing, project management, marketing/business development and commercial ventures. Dr Hamilton's previous board

involvement has covered taking companies to listing, establishing corporate governance, and growing listed companies both small and large.

Dr Hamilton is currently a non-executive director of Calix Ltd (ASX code: CXL) and the non-executive chairman of AnteoTech Ltd (ASX code: ADO).

If Resolution 2 is passed, Dr Hamilton will continue as a Director of the Company.

If Resolution 2 is not passed, Dr Hamilton will retire as a Director of the Company at the Meeting.

3.3. Board recommendation

The Board (with Dr Hamilton abstaining) supports the election of Dr Hamilton and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF A DIRECTOR – MR ANDREW HINKLY

4.1. General

Listing Rule 14.4 requires that a director appointed by the Board as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

Rule 7.2(b) of the Constitution of the Company provides that the Board may appoint a person to be a Director to fill in casual vacancy or as an additional director. Rule 7.3(f) of the Constitution requires that a Director appointed under rule 7.2(b) must retire at the next annual general meeting and is eligible for re-election at that meeting.

4.2. Mr Andrew Hinkly

On 21 April 2021, Mr Andrew Hinkly was appointed by the Board as an additional Director to the Board.

Accordingly, Mr Andrew Hinkly, who retires at the Meeting and is eligible, seeks re-election at the Meeting, in accordance with Listing Rule 14.4 and rule 7.3(f) of the Constitution.

If Resolution 3 is passed, Mr Hinkly will continue as a Director of the Company.

If Resolution 3 is not passed, Mr Hinkly will retire as a Director of the Company at the Meeting.

4.3. Board recommendation

The Board (with Mr Hinkly abstaining) supports the election of Mr Hinkly and recommends that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER THE PLACEMENT

5.1. Background

As announced to ASX on 13 September 2021, the Company conducted a placement to raise funds to support and expand its business development activities to take advantage of the high global interest in technologies such as the Hazer Process, to enhance the Company's ongoing research and development programs, particularly with respect to

applications for its graphite advanced carbon material, and towards general working capital.

The placement was made to professional and sophisticated investor clients of Viriathus Capital Pty Ltd (ABN 98 113 959 596) (**Viriathus**) at an issue price of \$0.92 each to raise \$7,000,000.32 (**Placement**).

The Company announced to ASX the completion of the Placement and issue of 7,608,696 Shares (**Placement Shares**) on 13 September 2021 and 20 September 2021.

5.2. Listing Rules 7.1 and 7.4 and Requirement for Shareholder approval

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully-paid ordinary shares it had on issue at the start of that period.

The issues of Placement Shares did not fall within any of these exceptions and, as the issue has not yet been approved by the Company's Shareholders, it has effectively used up part of the 15% limit under Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period from the issue date.

Listing Rule 7.4 allows the shareholders of a listed company to ratify an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 4 seeks Shareholder approval for the ratification of the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 4 is passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolutions 4 is not passed, the issue of the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

5.3. Listing Rule information requirements

In accordance with the requirements of Listing Rule 7.5, the following information is provided in relation to Resolution 4:

(a) Names of the persons to whom the Company issued the securities

The Placement Shares were issued to various professional and sophisticated investor clients of Viriathus. Viriathus identified participants from its existing client base using industry-standard capital raising practices.

None of the placees under the Placement were Related Parties of the Company.

(b) Number and class of the securities issued

7,608,696 Shares were issued.

The Placement Shares are fully-paid ordinary Shares ranking equally with the Company's existing Shares on issue.

(c) Date or dates on which the securities were issued

The Placement Shares were issued on 20 September 2021.

(d) Price or other consideration the Company received for the issue

The Placement Shares were issued at an issue price of \$0.92 per share and the Company raised \$7,000,000.32.

(e) Purpose of the issue, including the use or intended use of the funds raised

The purpose of the issue was to raise funds. The Company proposes to use the funds raised under the Placement for the purpose set out in section 5.1.

(f) If the securities are being issued under an agreement, a summary of any other material terms of the agreement

The Placement Shares were not issued pursuant to an agreement.

(g) Voting exclusion statement

A voting exclusion statement is included in this Notice of Meeting.

5.4. Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4 as doing so will refresh the Company's issuing capacity under Listing Rule 7.1 and give the Company the flexibility to raise additional working capital through the offer and issue of Equity Securities if and as required.

6. RESOLUTION 5 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

6.1. General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully-paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

An "eligible entity" means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 5 seeks shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without shareholder approval.

If Resolution 5 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 5 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

6.2. Listing Rule 7.1A and information required by Listing Rule 7.3A

(a) Shareholder Approval

The ability to issue Equity Securities under the 10% placement capacity (**Placement Facility**) is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company has one class of quoted Equity Securities on issue, being ordinary shares (ASX Code: HZR).

(c) Formulae for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A is the number of fully paid ordinary shares on issue at the commencement of the Relevant Period:

- (i) plus the number of fully paid shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9,16 or 17;
- (ii) plus the number of fully paid ordinary shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or

- the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (iii) plus the number of fully paid ordinary shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
- the agreement was entered into before the commencement of the Relevant Period; or
 - the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (iv) plus the number of any other fully paid ordinary shares issued in the Relevant Period with approval under Listing Rule 7.1 or Listing Rule 7.4;
- (v) plus the number of partly paid shares that became fully paid in the Relevant Period;
- (vi) less the number of fully paid shares cancelled in the Relevant Period.

Note that A has the same meaning given in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under the Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

6.3. Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average market price (**VWAP**) of Equity Securities in the same class calculated over the 15 Trading Days on which trades in the class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

6.4. 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires the earlier to occur of:

- (a) the date that is 12 months after the date of the annual general meeting at which approval is obtained;
- (b) the time and date of the Company's next annual general meeting; and

- (c) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 or 11.2,

or such longer period if allowed by ASX (**10% Placement Period**).

6.5. Other Specific Information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Facility:

If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of options, only if the options are exercised). There is a risk that:

- (a) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (b) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- (a) two examples where variable "A" has increased, by 50% and 100% and the voting dilution impact of such an increase. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (b) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.68 (50% decrease in current issue price)	\$1.36 (Current issue price)	\$2.72 (100% increase in current issue price)
160,647,194 (Current Variable A)	Shares issued – 10% voting dilution	160,647,194	160,647,194	160,647,194
	Funds raised	\$10,924,009	\$21,848,018	\$43,696,037
240,970,791 (50% increase in Variable A)	Shares issued – 10% voting dilution	24,097,079	24,097,079	24,097,079
	Funds raised	\$16,386,014	\$32,772,028	\$65,544,055
321,294,388 (100% increase in Variable A)	Shares issued – 10% voting dilution	32,129,439	32,129,439	32,129,439
	Funds raised	\$21,848,018	\$43,696,037	\$87,392,074

The table has been prepared on the following assumptions:

- (a) Variable 'A' in the above table is calculated with reference to the total shares on issue at the date of this Notice.
- (b) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (c) No options (including any options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities.
- (d) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (e) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused by their own shareholding depending on the specific circumstances.
- (f) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (g) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes options, it is assumed that those options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (h) The current issue price is \$1.36, being the closing price of the Shares on the ASX on 28 October 2021.
- (i) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).

The Company can only issue the Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards supporting and expanding its business development activities to take advantage of the high global interest in technologies such as the Hazer Process, to enhance the Company's ongoing research and development programs, corporate and administration and working capital.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 upon issue of any Equity Securities.

The identity of the recipients of Equity Securities will be determined on a case-by-case basis having regard to factors, including but not limited to the following:

- (a) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (b) the effect of the issue of the Equity Securities on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from corporate, financial and broking advisers (if applicable).

The recipients under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

The Company obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its previous annual general meeting held on 30 November 2020. During the 12 month period preceding the date of this Meeting, the Company did not issue any Shares under its Listing Rule 7.1A Placement Capacity and no information under Listing Rule 7.3A.6(b) is required to be set out in this Notice.

There is no circumstance that the Company has agreed before the 12 month period to issue Equity Securities under Listing Rule 7.1A.2 but as at the date of the Meeting not yet issued those Equity Securities.

As of the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and no voting exclusion statement is required for this Notice

6.6. Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

ENQUIRIES

Shareholders are encouraged to contact the Company Secretary by email at rsantoro@hazergroup.com.au if they have any queries in respect of the matters set out in these documents.

GLOSSARY

In this Explanatory Statement and the Notice, the following terms have the following meaning unless the context otherwise requires:

Annual General Meeting, General Meeting, or Meeting	the annual general meeting of Shareholders convened by this Notice, or any resumption thereof.
Associate	has the meaning given to that term in the Listing Rules.
ASX	ASX Limited (ACN 008 624 691), or, as the context requires, the financial market operated by it known as the Australian Securities Exchange.
Board	the board of Directors of the Company.
Business Day	has the meaning given to that term in the Listing Rules.
Chair or Chairperson	the chair of the Meeting.
Company or Hazer	Hazer Group Limited (ABN 40 144 044 600).
Constitution	the Constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	a director of the Company, and where the context requires, includes an alternate director.
Equity Securities	has the meaning given to that term in the Listing Rules.
Explanatory Statement	this explanatory statement which accompanies and forms part of the Notice.
Glossary	this glossary of terms.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board.
Listing Rules	the listing rules of ASX, as amended from time to time.
Notice or Notice of Meeting	the Notice of Annual General Meeting accompanying this Explanatory Statement.
Placement	has the meaning ascribed to it in paragraph 5.1.
Placement Shares	has the meaning ascribed to it in paragraph 5.1.
Proxy Form	the proxy form accompanying the Notice.
Related Body Corporate	has the same meaning as given to that term in the Corporations Act.
Related Party	has the meaning given to that term in the Listing Rules.

Relevant Period	has the meaning given in Listing Rule 7.1.
Resolution	a resolution referred to in the Notice.
Securities	any Equity Securities of the Company (including Shares, options and/or performance rights).
Share	a fully-paid ordinary share in the Company.
Shareholder	a holder of a Share.
Trading Day	has the meaning given to that term in the Listing Rules.
Viriathus	Viriathus Capital Pty Ltd (ABN 98 113 959 596).
WST	Western Australia Standard Time.

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HAZER GROUP LIMITED

ABN 40 144 044 600

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

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

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **1.00pm (WST) on Wednesday, 8 December 2021 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/HZR21> (refer to details in the Virtual Meeting Online Guide).

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

For Against Abstain*

1 Adoption of the Remuneration Report

☐	☐	☐
--------------------------	--------------------------	--------------------------

5 Approval of additional 10% placement capacity

☐	☐	☐
--------------------------	--------------------------	--------------------------

2 Re-Election of a Director - Dr John (Jack) Hamilton

☐	☐	☐
--------------------------	--------------------------	--------------------------

3 Re-Election of a Director - Mr Andrew Hinkly

☐	☐	☐
--------------------------	--------------------------	--------------------------

4 Ratification of prior issue of Shares under the Placement

☐	☐	☐
--------------------------	--------------------------	--------------------------



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

HZR PRX2102N

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

Joint Holding: where the holding is in more than one name, either shareholder may sign.

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

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **1.00pm (WST) on Monday, 6 December 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged:



ONLINE

www.linkmarketservices.com.au

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



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



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



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

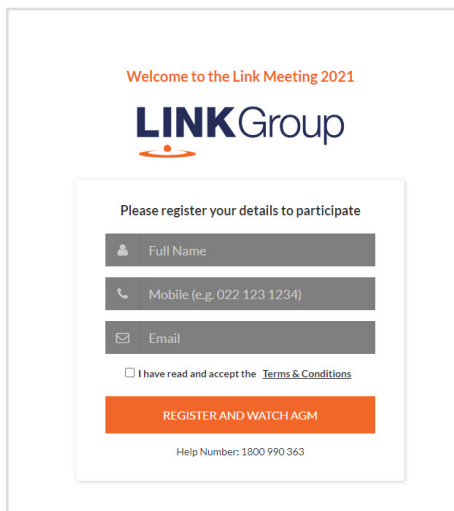
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Welcome to the Link Meeting 2021

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

☐ I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH AGM

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://meetings.linkgroup.com/HZR21>

Step 2

Log in to the portal using your full name, mobile number and email address.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

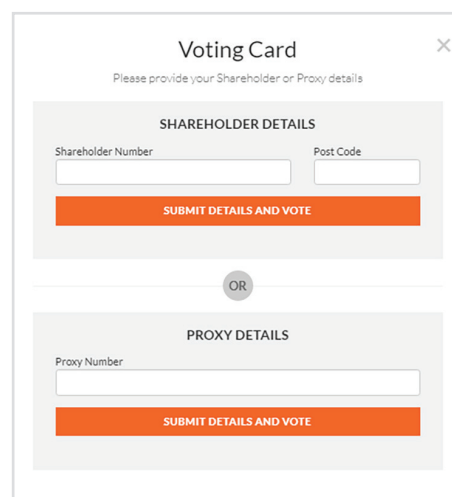
- On the left – a live audio webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.



Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number

Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

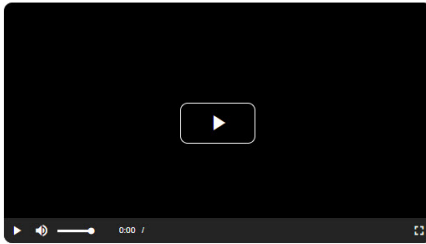
SUBMIT DETAILS AND VOTE

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

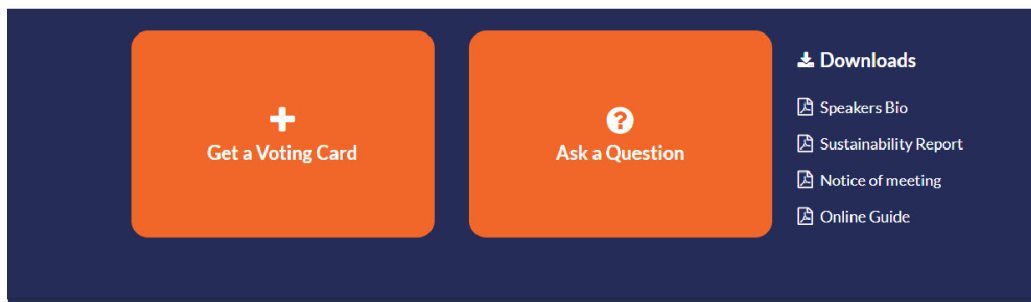
If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

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

Securityholders and proxies can either submit a Full Vote or Partial Vote.



The presentation will begin at XX:XX am/pm ZONE



ABC COMPANY PTY LTD

X123456789

X

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote

Partial Vote

Resolution 2B

☒ For
 ☐ Against
 ☐ Abstain

RE-ELECTION OF MRL ABC AS A DIRECTOR

Resolution 2C

☒ For
 ☐ Against
 ☐ Abstain

RE-ELECTION OF MS XYZ AS A DIRECTOR

Resolution 3

☒ For
 ☐ Against
 ☐ Abstain

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4

☒ For
 ☐ Against
 ☐ Abstain

ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

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

Partial Votes

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

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

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

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

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

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

Once voting has been closed all submitted voting cards cannot be changed.

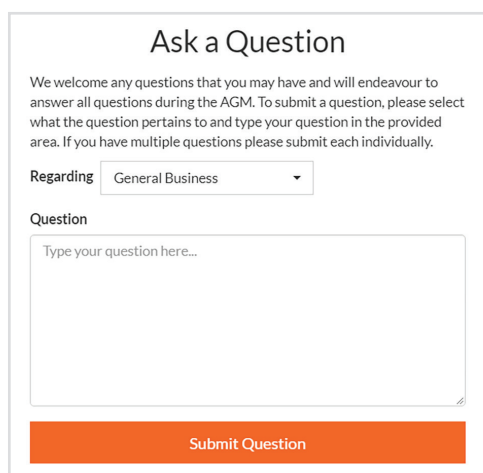
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

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



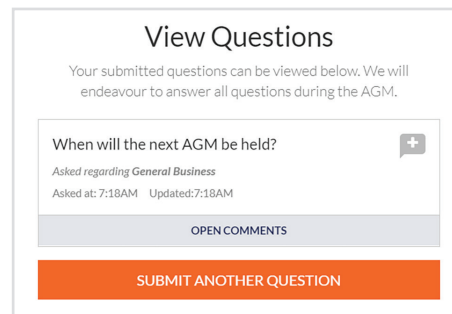
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

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



3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

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

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

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au