

LINDSAY AUSTRALIA LIMITED

ABN 81 061 642 733

**NOTICE OF ANNUAL GENERAL MEETING,
PROXY FORM AND EXPLANATORY MEMORANDUM**

Date of Meeting:	27 October 2017
Time of Meeting:	11:00am (AEST)
Place of Meeting:	McCullough Robertson Auditorium Level 11, 66 Eagle Street, Brisbane Qld 4000

LINDSAY AUSTRALIA LIMITED

ABN 81 061 642 733

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an annual general meeting (**AGM**) of the shareholders of Lindsay Australia Limited (**Company**) will be held at 11.00am (AEST) on 27 October 2017 at the McCullough Robertson Lawyers Auditorium, Level 11, 66 Eagle Street, Brisbane Qld 4000.

AGENDA

ORDINARY BUSINESS

Financial statements and reports

To receive and consider the financial statements and reports of the directors and the auditors for the year ended 30 June 2017.

Resolution 1 – Re-election of director – Mr Richard Andrew Anderson

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

'That Mr Richard Andrew Anderson who retires by rotation in accordance with Listing Rule 14.4 and rule 16.1 of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a director of the Company.'

Resolution 2 – Adoption of Remuneration Report

To consider and, if thought fit, pass the following resolution in accordance with s250R(2) of the Corporations Act:

*'That the section of the report of the Directors in the 2017 Annual Report dealing with the remuneration of the Company's Directors and Senior Executives (**Remuneration Report**) be adopted.'*

Resolution 3 – Approval to issue options to a related party: Mr Michael Kim Lindsay

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

'That for the purposes of sections 200B, 200E and 208(1)(a) of the Corporations Act 2001 (Cth), ASX Listing Rule 10.14, and all other purposes, approval is given for the Company to issue 400,000 options at an exercise price of \$nil to Mr Michael Kim Lindsay (or his nominee), who is a Director of the Company, as set out in the Explanatory Memorandum.'

Other Business

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act.

Dated 25 August 2017

By order of the Board

Broderick Jones
Company Secretary

NOTES

VOTING ENTITLEMENT AND ADMISSION TO MEETING

For the purpose of determining entitlement to attend and vote and voting rights at the AGM, shares shall be taken to be held by persons who are registered as shareholders as at 7.00pm (AEST) on 25 October 2017. Transactions registered after that time will be disregarded in determining entitlements to attend and vote.

VOTING RESTRICTIONS

Resolution 2 - In accordance with section 250R and 250BD Corporations Act, the Company will disregard votes cast by any key management personnel (as defined in section 9 Corporations Act) (**Key Management Personnel**) whose remuneration is included in the remuneration report, and will also disregard votes cast by their closely related parties (as defined in section 9 Corporations Act). Restrictions also apply to votes cast by proxy unless exceptions apply.

Resolution 3- The Company will disregard votes cast by Key Management Personnel or their closely related parties in contravention of section 250BD of the Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply. The Company will also disregard votes cast by a related party of the Company to whom the resolution would permit a financial benefit to be given or an associated party of such a related party in contravention of section 224 of the Corporations Act. The Company will also disregard votes cast by Mr Michael Lindsay or an associate of Mr Michael Lindsay in contravention of section 200E(2A) Corporations Act. In accordance with Listing Rule 14.11, the Company will also disregard votes cast by each director of the Company and their associates, except a director who is not eligible to participate in any employee incentive scheme in relation to the entity.

However, for the purposes of Listing Rule 14.11, the Company will not disregard a vote if:

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

For the purposes of section 224 Corporations Act, the Company will not disregard a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- it is not cast on behalf of a related party or associate of a kind referred to above.

PROXIES

- A Proxy Form accompanies this Notice of Meeting.
- Subject to the Corporations Act, including sections 250R and 250BD, a member entitled to attend the AGM and vote has a right to appoint a proxy.
- The proxy need not be a member of the Company.
- Any instrument appointing a proxy in which the name of the appointee is not completed is regarded as given in favour of the Chair of the meeting. The appointment of one or more duly appointed proxies will not preclude a member from attending the AGM and voting personally.
- Shareholders who are entitled to cast two or more votes may appoint not more than two proxies to attend and vote instead of themselves. 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 on the accompanied proxy form.
- Proxy Forms must be signed by a member or the member's attorney or, if the member is a corporation, in accordance with section 127 of the Corporations Act or under hand of its attorney or duly authorised officer. If the Proxy Form is signed by a person who is not the registered holder of Shares (e.g. an attorney), then the relevant authority (e.g. in the case of Proxy Forms signed by an attorney, the power of attorney or a certified copy of the power of attorney) must either have been exhibited previously to Lindsay Australia or be enclosed with the Proxy Form.

To be effective, Proxy Forms must be received by the Company's Share Registry at:

Post Computershare Investor Services Pty Limited
 GPO Box 242
 Melbourne Victoria 3001
 Australia

Fax (Within Australia) 1800 783 447
 (outside Australia) + 61 3 9473 2555

Online www.investorvote.com.au, and quoting 6 digit control number which can be located on the front of the accompanied proxy form.

Intermediary Online Subscribers (Custodians) may lodge their proxy instruction online by visiting www.intermediaryonline.com.

no later than 48 hours prior to the meeting.

If a body corporate is appointed as proxy, please write the full name of that body corporate (eg, Company X Pty Ltd). Do not use abbreviations. The body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act,
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the AGM.
- If no such evidence is received before the AGM, then the body corporate (through its representative) will not be permitted to act as your proxy.

Body corporate representatives

- A corporation, by resolution of its directors, may authorise a person to act as its representative to vote at the AGM.
- A representative appointed by a corporation may be entitled to execute the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of Lindsay Australia.
- To evidence the authorisation, either a certificate of corporate body representative executed under the common seal of the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required. The certificate or equivalent document must be produced prior to the AGM.

Questions and comments by shareholders at the meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to shareholders as a whole to ask questions about or make comments on the management of the Company at the AGM.

EXPLANATORY MEMORANDUM

Lindsay Australia Limited ABN 81 061 642 733

The notice of the 2017 annual general meeting of the Company contains 3 items of ordinary business. This memorandum explains the items of business by the notice of meeting.

ORDINARY BUSINESS

Financial statements and reports

Shareholders will receive and consider the financial statements and reports of the directors and the auditors for the year ended 30 June 2017.

In accordance with the Corporations Act, shareholders will be given a reasonable opportunity as a whole at the Meeting to ask questions and make comments on these reports, and on the business, operations and management of Lindsay Australia Limited.

In addition to asking questions at the meeting, shareholders may address written questions to the Chairman about the management of the Company, or to the Company's Auditor, Pitcher Partners, which are relevant to:

- the content of the Auditor's Report to be considered at the meeting; or
- the conduct of the audit of the annual financial report to be considered at the Meeting.

Any written questions must be submitted to the Company Secretary before 5.00pm (AEST) on 20 October 2017 by:

Post	The Company Secretary Lindsay Australia Limited Locked Bag 2004 ARCHERFIELD QLD 4108	Fax	(07) 3054 0240
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Apart from matters involving remuneration which are required to be voted on, there is no requirement either in the Corporations Act or in the Company's Constitution for shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report and therefore no resolution is required for this item of ordinary business. A resolution to approve the Remuneration Report is considered as a separate agenda item.

The Company's Annual Report is available on the Company's website at www.lindsayaustralia.com.au

Resolution 1 – Re-election of director - Mr Richard Andrew Anderson

Resolution 1 relates to the re-election of a director. Rule 16.1 of the Company's Constitution, and in accordance with Listing Rule 14.4, requires that one third of the directors (other than the managing director) retire from office at the annual general meeting.

Mr Richard Andrew Anderson was appointed as a director of the Company on 16 December 2002. Mr Anderson submits himself for re-election as a director. Details of Mr Anderson's qualifications and experience are set out in the Company's Annual Report.

Directors' recommendation

The directors, with Mr Anderson abstaining, recommend that shareholders vote in favour of the re-election of Mr Anderson.

Resolution 2 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires the Company to propose a resolution that the Remuneration Report be adopted. The vote on this resolution is advisory only and does not bind the Directors of the Company. In accordance with the Corporations Act, shareholders will be given a reasonable opportunity as a whole at the AGM to ask questions and make comments on the Remuneration Report.

The Remuneration Report may be found in the Annual Report.

Directors' recommendation

The Board abstains from making a recommendation in relation to this resolution.

Resolution 3 - Approval to issue options to a related party: Mr Michael Kim Lindsay

Mr Michael Kim Lindsay is an Executive Director and the Chief Executive Officer of the Company. Mr Lindsay is a related party of the Company by virtue of him being a director. Prior shareholder approval is therefore required for the issue of options to him or his related entities. Accordingly, the Company seeks Shareholder approval pursuant to Listing Rule 10.14 to grant 400,000 options to Mr Michael Kim Lindsay (or his nominee).

The options shall be issued under and subject to the terms of the Company's Long Term Incentive (LTI) Plan.

The Board has decided to grant these options as part of Mr Lindsay's remuneration package, and in recognition of his contribution to the Company. The Board considers the grant of options to be a cost effective long term incentive method and to further align the interests of directors with shareholders by linking long term incentives as a portion of total rewards to the share price of the Company.

Once approval is obtained pursuant to Listing Rule 10.14, the Company is entitled to rely on Listing Rule 10.12 as an exception to any requirement that may otherwise apply requiring shareholder approval under Listing Rule 10.11. Similarly, approval will not be required under Listing Rule 7.1.

Key terms of the options

The options will be subject to the following terms and conditions:

- each option is to acquire one ordinary share in the Company;
- the options will be issued to Mr Lindsay for nil consideration;
- subject to Mr Lindsay remaining an employee of the Company:
 - the exercise price to acquire a share is \$nil;
 - the options will vest if the Company:
 - firstly achieves its underlying Net Profit After Tax Target of \$7.53million for the financial year 2017-18 (NPAT Hurdle); and
 - secondly achieve its Earnings Per Share Target of 8.09c over the next 3 years – (EPS Hurdle), with a further retest at 4 years against a 4 year target (to be determined by the Board) if the hurdle is not met at the 3 year mark;
- notwithstanding the vesting conditions outlined above, in accordance with the LTI Plan rules, the Board may, in its absolute discretion, waive some or all of the vesting conditions such that the options may vest despite a vesting condition not being satisfied;
- the options will not be transferrable other than with the written consent of the Board;
- the options will expire on the date which is seven years after the issue date; and
- in the event Mr Lindsay ceases to be an employee of the Company, the Board will determine his status as a Good Leaver or Bad leaver and determine the treatment of any equity instruments in accordance with the LTI Plan rules.

Other general terms of the options

It is intended that the options will be issued within five days after the annual general meeting, but in any event will be issued no later than twelve months after the meeting.

Mr Michael Lindsay, as the Company's only current executive director, is the only director potentially eligible to participate in the LTI Plan. As at today's date, neither he nor his associates have acquired securities under the LTI Plan.

There are no loan arrangements with Mr Lindsay in relation to the acquisition of the options.

The other general terms for the options are:

- should the Company undergo any reorganisation of capital, the number of options or shares will be adjusted in accordance with the Listing Rules as applicable to options at the time of the reorganisation;
- all shares issued pursuant to the exercise of options will, subject to the Constitution of the Company, rank in all respects (other than in respect of dividends, rights issues or bonus issues declared prior to allotment) *pari passu* with the existing shares at the date of issue and allotment;
- the options do not entitle the holder to participate in any new issues by the Company without exercising the options; and
- the options will not be quoted on ASX. The Company intends to apply to ASX for quotation of any shares acquired on exercise of the options.

General Information

Consistent with the accounting standards, the Company discloses the following information concerning the value of the options to be issued. Following the classifications under accounting standard AASB 2 *Share Based payments* the options are have nil exercise price, a three year vesting period where they do not participate in dividends, and two performance criteria (year 1 NPAT and year three EPS). There are no direct market criteria incorporated in valuing the option. Under this criteria both the Black Scholes and a discounted cash model

produce a similar result, and are permitted methodologies under ASIC Regulatory Guide 76. The Board believes this valuation model to be appropriate to the circumstances and has not used any other valuation or other models in proposing the terms of the options.

Under these valuation methods one option is \$0.4084 at 1st July 2017 based on a number of assumptions, set out below, with an adjustment to the expected life of the options to take account of limitations on transferability. This valuation imputes a total value of \$163,369 after tax for the proposed options over the three year vesting period.

The models used the following assumptions:

- risk free rate set at 1.96% which is based on the Australian Government bond 10-year bond rate as at 1st July 2017, the valuation date;
- the date of valuation for the purposes of setting the current market value of a share and the exercise price of an option is 1st July 2017;
- a share price of A\$0.47 being the most recent traded price on ASX on 1st July 2017 before the valuation was completed;
- The option exercise price on 30 June 2020 is zero;
- volatility of 30% is based on the standard deviation of the monthly Company's share price movement over the last 4 years; and
- no discount has been applied to reflect the fact the options will be unlisted and non-transferrable.

The Board draws shareholders' attention to the fact the stated valuation does not constitute and should not be taken as audited financial information. The reportable value of the employee benefit expense in subsequent financial periods may vary due to a range of timing and other factors. The calculation of the options value is summarised further in the table below:

Exercise (strike) price	Zero
Life of the option (vesting period)	3 years
Underlying share price at the Grant date	\$0.38
Volatility	30% (disclosed but NA for zero strike price)
Dividend yield (estimate)	4.2%
Risk free rate	2.6%
Option value – per option	\$0.33
Number of options to be granted	400,000
Employee benefit expense per year before tax	\$93,515.17*

*Employee benefit expense will vary each year based on the probability reaching the EPS target. The expense above is the maximum possible employee expense.

Remuneration

Excluding the value of the proposed options, Mr Michael Lindsay currently receives the following emoluments for his position as Executive Director and Chief Executive Officer. The amount stated is per annum comprising salary, superannuation contributions and known short and long-term incentive payments for the 2017/2018 financial year:

- Executive Director's fees of \$NIL
- Fixed remuneration of \$845,518.31 (made up of salary plus super plus car); and
- Short-term incentive between 0% and 60% of Fixed remuneration based on the achievement of set KPI's
- Long Term incentive excluding options above - Nil.

Termination Benefits

Sections 200B and 200E of the Corporations Act prohibit the Company from giving a benefit to a person who holds (or has held in the previous 3 years) a managerial or executive office with the Company or its subsidiaries, if that benefit is given in connection with that person's retirement from office and is in excess of that person's average annual base salary over the relevant period, unless the benefit is approved by shareholders.

Early vesting of Mr Lindsay's options may amount to the giving of a termination benefit requiring shareholder approval in accordance with the Corporations Act. Approval is therefore sought under sections 200B and 200E of the Corporations Act that the grant of the options to Mr Lindsay does not count towards the maximum termination amounts payable without Shareholder approval to the extent that the benefits are deliverable on the cessation of Mr Lindsay's employment. Details of Mr Lindsay's remuneration are set out above and in the Company's remuneration report.

Subject to shareholders approving this Resolution 3, the maximum number of options that may vest and be exercised upon cessation of Mr Lindsay's employment is 400,000. However, the actual number of options that may vest upon cessation of Mr Lindsay's employment will depend on a range of factors. Accordingly, the value of any termination benefit that may be received as a result of the early vesting of the options upon cessation of employment cannot be ascertained at the present time. Apart from the future share price being unknown, the following are matters which will or are likely to affect the value of the benefit:

- the number of unvested options held by Mr Lindsay prior to cessation of employment;
- the reasons for cessation of employment; and
- the exercise of the Directors' discretion at the relevant time.

The Company will calculate the value of the benefit as being equal to the value of the number of options that vest early, where that value is determined on the basis of the prevailing share price of the Company at the time.

Financial Benefit – Details and reasons

Approval has been sought for the giving of a financial benefit to related party, under section 208 of the Corporations Act. Section 229(3)(e) of the Corporations Act provides that the 'issuing of securities or granting of an option to a related party' (which includes a director of an entity) is an example of the giving of a financial benefit.

Under Resolution 3 as noted above, options will be issued to a director of the Company. The amount, terms and value (subject to the stated assumptions) of those options are set out above.

The giving of this financial benefit is designed to incentivise Mr Lindsay to maximise the Company's development and growth and to retain his services within the Company. The Company also considers that equity based incentives, such as options, assist the alignment of shareholders and director's interests.

On this basis the Company believes the giving of the financial benefits, as constituted by the issue of the options to Mr Lindsay, is in the best interests of the Company and its shareholders.

Existing interests and the dilutionary effect on other shareholders' interests

The effect that the exercise of the options will have on the interests of Mr Lindsay relative to other shareholders' interests is set out in the following table. The table assumes no further issues of shares in, or reconstruction of the capital of the Company, during the time between issue and exercise of the options.

Details as at the date of this Notice of Meeting

The total number of shares on issue in the capital of the Company	292,090,794
Shares currently held by Director (including indirect interests)	10,441,872
% of shares currently held by Director	3.57%
Options held by Director prior to the AGM (including indirect interests)	Nil
Options to be issued under Resolution 3 to Director following the AGM	400,000
The total number of shares on issue in the capital of the Company following the exercise of all options held by Director (assuming no other options were exercised)	292,490,794
Shares that will be held following the exercise of all options held by Director	10,841,872
% of Shares that would be held by Director assuming no other options held by other parties were exercised	3.70%

Directors' recommendation

The directors abstain, in the interests of good corporate governance, from making a recommendation in relation to this resolution.



ABN 81 061 642 733

LINDSAY AUSTRALIA
LIMITED



Lodge your vote:



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www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

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(outside Australia) +61 3 9415 4000

LAU

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

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Vote and view the annual report online

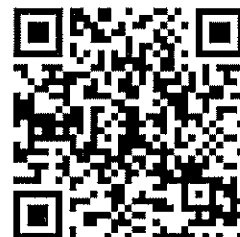
- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

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



For your vote to be effective it must be received by 11.00am (AEST) Wednesday 25 October 2017

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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



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.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Lindsay Australia Limited hereby appoint

☐

the Chairman
of the Meeting OR



PLEASE NOTE: Leave this box blank if you have selected the Chairman 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 Chairman 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 Lindsay Australia Limited to be held at the McCullough Robertson Lawyers Auditorium, Level 11, 66 Eagle Street, Brisbane Qld 4000 on Friday, 27 October 2017 at 11.00am (AEST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Items 2 & 3** (except where I/we have indicated a different voting intention below) even though **Items 2 & 3** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 2 & 3** by marking the appropriate box in step 2 below.

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.

- 1 Re-election of director – Mr Richard Andrew Anderson
- 2 Adoption of Remuneration Report
- 3 Approval to issue options to a related party: Mr Michael Kim Lindsay

For	Against	Abstain
☐	☐	☐
☐	☐	☐
☐	☐	☐

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

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /