

RYDER CAPITAL LIMITED
ACN 606 695 854

Notice of Annual General Meeting

Annual General Meeting to be held on
Thursday, 22 October 2020 at 9:00am (AEST)
Level 26, 1 Bligh Street
Sydney NSW 2000

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM**) of Ryder Capital Limited ACN 606 695 854 (**Company**) will be held on Thursday, 22 October 2020, commencing at 9:00am (AEST) at Level 26, 1 Bligh Street, Sydney, New South Wales.

ORDINARY BUSINESS

1. Financial Statements and Report

To receive and consider the Financial Statements, Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2020.

2. Motion 1 – Adoption of Remuneration Report

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

That the Remuneration Report contained in the Company's annual report for the year ended 30 June 2020 be adopted by the Company.

3. Motion 2 – Re-election of Director – Mr Peter Constable

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

That Mr Peter Constable, who retires as a Director pursuant to the requirement in ASX Listing Rule 14.5 and section 15.6 of the Company's Constitution and being eligible, be re-elected as a Director of the Company.

4. Motion 3 – Change of Auditor

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

That Grant Thornton Audit Pty Ltd, having been nominated for appointment as the Company's auditor and having consented in writing to so act, be appointed as auditor of the Company with such appointment to take effect at the close of the Meeting.

5. Questions and Comments

Shareholders will be given a reasonable opportunity to ask questions about or comment on the Company's activities and the audit of the Company.

GENERAL INFORMATION

Voting Entitlements

The Company has determined that in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that for the purposes of the AGM (including voting), shares will be taken to be held by those persons recorded in the Company's register as at 7:00pm (AEST) on Tuesday, 20 October 2020.

Proxies

A shareholder entitled to attend and vote at the AGM is entitled to appoint not more than two proxies, who need not be members of the Company. Where more than one proxy is appointed, each proxy should be appointed to represent a specified percentage or specified number of the shareholder's voting rights. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half the votes.

Fractions of votes will be disregarded.

A Proxy Form accompanies this Notice of AGM.

To be valid, online proxy voting or the completed Proxy Form must be submitted at least 48 hours before the time for holding the meeting (i.e. by no later than 9:00am (AEST) on Tuesday, 20 October 2020) using one of the following methods:

❖ **Vote online** at:

www.investorcentre.linkmarketservices.com.au by following the instructions.

To lodge your vote online, you will need your Security Reference Number (SRN) or Holder Identification Number (HIN) which is set out on the enclosed Proxy Form; or:

❖ **Hand Deliver** the Proxy Form to the office of the Company's Share Registry Link Market Services, 1A Homebush Bay Drive Rhodes, NSW 2138, before 9:00am (AEST) on Tuesday, 20 October 2020.

❖ **Mail** the Proxy Form to Ryder Capital Limited C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235.

❖ **Fax** the Proxy Form to +61 (2) 9287 0309

Further directions for the proper completion of the Proxy Form are set out in the Proxy Form.

Voting by Attorney

A shareholder entitled to attend and vote at the AGM may appoint an attorney to vote at the AGM. Attorneys should bring an original or certified copy of the Power of Attorney to the AGM.

Corporations

A corporation that is a shareholder or a proxy may elect to appoint a representative in accordance with the *Corporations Act 2001* (Cth), in which case the Company will require written proof of the representative's appointment, which must be lodged with or presented to the Company before the commencement of the AGM

Registration

Given the capacity restrictions due to COVID-19, we ask that all shareholders wishing to attend in person contact Claudia Rososinski to RSVP via email (claudia@rydercapital.com.au) or via phone (02 8211 2791).

If you are attending the AGM in person, please bring the personalised Proxy Form enclosed with this Notice of AGM with you to facilitate registration. If you do not bring the Proxy Form with you, you will still be able to attend the AGM, but at registration, our representatives will need to verify your identity. Registration will be available from 8:30am (AEST) on the day of the AGM.

By order of the Board



Miss Claudia Rososinski
Company Secretary

ENCLOSURES

Enclosed with this Notice of AGM is:

- ❖ your personalised Proxy Form.

Shareholders that did not elect to receive a printed copy of the Annual Report can access the Report from our website at: www.rydercapital.com.au/asx-announcements

EXPLANATORY NOTES

These Explanatory Notes have been included to provide information about the items of business to be considered at the Company's AGM to be held on Thursday, 22 October 2020 at 9:00am (AEST).

1. Financial Statements and Reports

As required by section 317 of the *Corporations Act 2001* (Cth), the Company's Financial Statements, Directors' Report and Auditor's Report will be presented for consideration. No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on all aspects of these reports. Shareholders will also have a reasonable opportunity to ask the Auditor questions relevant to the conduct of the audit and the preparation and content of the Independent Audit Report.

2. Remuneration Report

A motion for the adoption of the Remuneration Report must be considered and voted on in accordance with section 250R(2) of the *Corporations Act 2001* (Cth). The Remuneration Report forms part of the Directors' Report in the Company's Annual Report. The Remuneration Report details the Company's policy on the remuneration of its Directors. The vote on the adoption of the Remuneration Report motion is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

The Board recommends that shareholders vote in favour of the adoption of the Remuneration Report. The Chairman of the meeting intends to vote all available proxies in favour of the adoption of the Remuneration Report.

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by, or on behalf of:

- ❖ a member of the key management personnel (KMP), as disclosed in the Remuneration Report; and
- ❖ their closely related parties,

unless the vote is cast:

- ❖ by a person as proxy for a person entitled to vote in accordance with a direction on the Proxy Form; or
- ❖ by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

3. Re-election of Director - Mr Peter Constable

Mr Peter Constable retires in accordance with ASX Listing Rule 14.5 and clause 15.6 of the Company's Constitution and, being eligible, offers himself for re-election as an executive director. Mr Constable was originally appointed to the Board on 26 June 2015.

Mr Constable has served as Executive Chairman of the Company since its inception as well as a member of the Company's Audit and Risk Committee. Mr Constable has over 25 years' experience in both Australian and international equity capital markets. He holds a Bachelor of Economics from Macquarie University and has broad investment experience covering identification, evaluation, strategic analysis and management of capital.

Mr Constable began his career in 1993 as a graduate funds manager with the United Bank of Kuwait, London. He established AM Constable Limited in 1999 which later merged with MMC Asset

Management Ltd (MMC) in 2003. Mr Constable was the Chief Investment Officer and Executive Director of MMC until June 2008.

The Board (other than the relevant Director in relation to his own re-election) recommends the re-election of Mr Constable. The Chairman of the Meeting intends to vote undirected proxies in favour of the re-election of Mr Constable.

4. Change of Auditor

Following a competitive tender of external audit services, the Board selected Grant Thornton Audit Pty Ltd as the proposed new auditor of the Company. Pitcher Partners Sydney, the Company's auditor since 2015, has advised the Company that it applied to the Australian Securities and Investments Commission (ASIC) for consent to resign as auditor of the Company with effect from the close of the Meeting. The consent of ASIC is required under the *Corporations Act 2001*(Cth) for Pitcher Partners Sydney to resign as auditor. ASIC has provided consent to the resignation of Pitcher Partners Sydney.

The *Corporations Act 2001* (Cth) requires the Company to obtain the approval of Shareholders for the appointment of Grant Thornton Pty Ltd as auditor of the Company. In accordance with section 328B of the *Corporations Act 2001* (Cth), David Bottomley, a shareholder of the Company, has nominated Grant Thornton Audit Pty Ltd for appointment as auditor of the Company. A copy of the nomination is reproduced in Schedule 1. Grant Thornton Audit Pty Ltd has consented to the appointment and, as at the date of the Notice, has not withdrawn its consent.

The Board recommends that shareholders vote in favour of the appointment of Grant Thornton Audit Pty Ltd. The Chairman of the meeting intends to vote all available proxies in favour of the appointment of Grant Thornton Audit Pty Ltd.

5. Questions and Comments

In addition to any questions asked or comments made in relation to the specific items of business, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the activities of the Company.

Schedule 1 - Nomination of Auditor

The Company Secretary
Ryder Capital Ltd
Level 25, 88 Phillip Street
Sydney NSW 2000

07 September 2020

Dear Miss Rososinski,

For the purposes of s 328B(1) of the *Corporations Act 2001* (Cth), I, David Bottomley, being a member of Ryder Capital Ltd (the Company), hereby nominate Grant Thornton Audit Pty Ltd to be the auditor of the Company.

Yours sincerely,

A handwritten signature in black ink, appearing to be 'D. Bottomley', with a long horizontal stroke extending to the right.

David Bottomley

This page has been left intentionally blank

RYDER CAPITAL LIMITED

ACN 606 695 854

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Ryder Capital 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
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Ryder Capital 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 of the person or body corporate you are appointing as your proxy



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 **9:00am on Thursday, 22 October 2020 at Level 26, 1 Bligh Street, Sydney NSW 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.

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*

1 Adoption of Remuneration Report

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

2 Re-election of Director – Mr Peter Constable

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

3 Change of Auditor

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



* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or 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).

RYD PRX2001C



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 the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of 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 **9:00am on Tuesday, 20 October 2020**, 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 using the reply paid envelope or:



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

Ryder Capital 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*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**