

31 May 2023

The Manager Companies
ASX Limited
20 Bridge Street
Sydney NSW 2000

(4 pages by email)

Dear Madam,

RESULTS OF ANNUAL GENERAL MEETING

I advise that resolutions 1 to 6 put to shareholders at today's Annual General Meeting of Members as set out in the attached document were passed and decided by way of a poll.

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution Description	Manner in which the securityholder directed the proxy vote (as at proxy close):				Manner in which votes were cast in person or by proxy on a poll (where applicable):			
	For	Against	Open	Abstain*	For	Against	Abstain*	
1. Approval of Remuneration Report	1,911,093,559	46,819,256	6,415,565	798,338	1,918,663,864 (97.62%)	46,846,551 (2.38%)	798,338	Passed on a poll
2. Re-election of Robert Neale as a Director	1,663,691,429	488,697,791	18,263,565	10,222,852	1,693,837,029 (77.61%)	488,697,791 (22.39%)	10,222,852	Passed on a poll
3. Re-election of Mark Lochtenberg as a Director	2,048,789,573	103,615,147	18,273,065	10,197,851	2,078,944,673 (95.25%)	103,615,147 (4.75%)	10,197,851	Passed on a poll
4. Re-election of Christopher Shepherd as a Director	1,541,148,590	611,215,557	18,282,659	10,228,831	1,571,313,284 (72.00%)	611,215,557 (28.00%)	10,228,831	Passed on a poll
5. Increase to Directors' fees	1,948,718,070	5,998,235	6,398,573	110,345,790	1,955,449,465 (99.65%)	6,847,448 (0.35%)	110,345,790	Passed on a poll
6. Ratification of issue of 259,103,641 shares to institutional and sophisticated investors	1,853,715,805	4,858,624	18,179,906	290,576,617	1,883,777,746 (99.74%)	4,858,624 (0.26%)	290,576,617	Passed on a poll

* Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item.

Yours sincerely



Richard Edwards
Company Secretary

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ('AGM') of Shareholders is to be convened at Chartered Accountants ANZ, Level 9, 33 Erskine Street, Sydney, NSW, on Wednesday, 31 May 2023 at 11.00am.

The Explanatory Memorandum provides additional information on matters to be considered at the AGM.

The Directors have determined pursuant to regulations 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 29 May 2023 at 7.00 pm (Sydney Time).

ASX takes no responsibility for the contents of this Notice.

AGENDA

BUSINESS

To receive and consider the Company's annual financial report, the directors' report and the auditors' report for the year ended 31 December 2022.

To consider and, if thought fit, pass the following Resolutions, with or without amendment:

Resolution 1: Approval of Remuneration Report

'That for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report for the year ended 31 December 2022 be and is hereby adopted.'

Resolution 2: Re-election of Robert Neale as a Director

'That in accordance with Article 15.6 of the Constitution, and for all other purposes, Robert Neale retires and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.'

Resolution 3: Re-election of Mark Lichtenberg as a Director

'That in accordance with Article 15.6 of the Constitution, and for all other purposes, Mark Lichtenberg retires and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.'

Resolution 4: Re-election of Christopher Shepherd as a Director

'That in accordance with Article 15.10 of the Constitution, and for all other purposes, Christopher Shepherd retires and being eligible, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.'

Resolution 5: Increase to Directors' fees

'That, pursuant to and in accordance with Article 15.13 of the Constitution, Listing Rule 10.17, section 208 of the Corporations Act and for all other purposes, the maximum total fees payable to non-executive Directors be increased from A\$750,000 per annum to A\$1,050,000 per annum on the terms and conditions in the Explanatory Memorandum.'

Resolution 6: Ratification of the issue of 259,103,641 shares to institutional and sophisticated investors

'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 259,103,641 fully paid ordinary shares in the Company to institutional and sophisticated investors on 24 January 2023.'

VOTING RESTRICTIONS

The Corporations Act and the Listing Rules require that certain persons must not vote, and the Company must disregard any votes cast on or behalf of certain persons, on the Resolutions to be considered at the Annual General Meeting. These voting exclusions and prohibitions are described below.

Resolution 1 - Approval of Remuneration Report: The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel of the Company's consolidated group (at the date of the meeting or whose remuneration is disclosed in the remuneration report) ('**KMP**') and their closely related parties (such as close family members and controlled companies), unless the vote is cast:

- as a proxy for a person entitled to vote in accordance with a direction on the proxy appointment; or
- by the Chairman of the Meeting as a proxy for a person entitled to vote and the proxy appointment expressly authorises the Chairman of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of KMP.

Resolution 5 - Increase to Directors' fees: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a Director or any of their associates. However, this does not apply to a vote cast in favour of a resolution by:

- (a) 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 that way; or
- (b) the Chairman 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 Chairman to vote on the resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In accordance with section 250BD of the Corporations Act, a vote on Resolution 5 must not be cast by a person appointed as a proxy, where that person is either a member of the KMP or a closely related party of such member. However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairman and the appointment does not specify how the Chairman is to vote but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the KMP.

Resolution 6 - Ratification of the issue of 259,103,641 shares to institutional and sophisticated investors: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- any person who participated in the issue; or
- an associate of any person who participated in the issue.

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

- (a) a person as proxy or attorney for a Shareholder 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;
- (b) the Chairperson as proxy or attorney for a Shareholder who is entitled to vote on the resolution, in accordance with a direction given to the Chairperson to vote on the resolution as the Chairperson decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Further information in relation to these Resolutions is set out in the Explanatory Memorandum **below**.

By order of the Board



Richard Edwards
Company Secretary

24 April 2023