



## 2024 Notice of Annual General Meeting

In accordance with the ASX Listing Rules, IAG attaches its 2024 Notice of Annual General Meeting (**AGM**), Voting Form, Access Notice and the Online Meeting Guide.

Further information about the AGM, including the attached documents, is available on IAG's website (<https://www.iag.com.au/shareholder-centre/annual-meetings>).

This release has been authorised by the Company Secretary.

### About IAG

IAG is the parent company of a general insurance group with operations in Australia and New Zealand. IAG's main businesses underwrite over \$16 billion of insurance premium per annum under many leading brands, including: NRMA Insurance, RACV (under a distribution agreement with RACV), CGU and WFI (Australia); and NZI, State, AMI and Lumley (New Zealand). For further information, please visit [www.iag.com.au](http://www.iag.com.au).

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# Notice of Meeting 2024

iag



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**Insurance Australia Group Limited**

ABN 60 090 739 923

Annual General Meeting

9.30am (Sydney time) on Thursday, 24 October 2024

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#### **Our cover**

As NRMA Insurance heads into its 100th year, we've repositioned the business as A Help Company™ - a declaration of how we will deliver for our customers through the insurance we provide and the ways we help create safer communities. HELP is at the heart of NRMA Insurance and IAG's businesses.

The new positioning highlights the ways NRMA Insurance helps its customers through its core products and services as well as its education, social impact and advocacy initiatives to create more resilient communities in the face of increased extreme weather events.

# Dear Shareholder

On behalf of the Board of Insurance Australia Group Limited (**IAG** or **Company**), I am pleased to invite you to attend our 2024 Annual General Meeting (**AGM** or **Meeting**), which will be held on Thursday, 24 October 2024, commencing at 9.30am (Sydney time).

Attached is our Notice of Meeting that sets out the business of the AGM.



This year, we will be hosting our AGM in a hybrid format, with Shareholders welcome to attend in person or online. Similar to previous years, we will also livestream the AGM from the venue of the Meeting.

The Notice of Meeting details the items of business, as well as voting procedures and Explanatory Notes. The items of business at this year's AGM are:

1. consideration of the FY24 Financial Report, Directors' Report and Auditor's Report;
2. re-election of Non-Executive Directors David Armstrong, George Sartorel and Michelle Tredenick who are retiring by rotation in accordance with IAG's Constitution and are offering themselves for re-election;
3. adoption of the FY24 Remuneration Report; and
4. allocation of rights to Nick Hawkins, Managing Director and Chief Executive Officer.

A detailed guide on how to participate at the AGM has been lodged with the Australian Securities Exchange (**ASX**) and is also available on our website at <https://www.iag.com.au/shareholder-centre/annual-meetings>. In the event it is necessary for IAG to provide updates in relation to how the AGM will be held or conducted, we will provide this information on IAG's website and also via lodgements with the ASX.

If you are unable to attend the AGM in person or online, you may lodge a direct vote in advance of the AGM or appoint a proxy to act on your behalf. Even if you plan to attend the AGM, we encourage you to submit your votes in advance of the Meeting, so your votes are still counted if for any reason you are unable to attend on the day. There is further information attached on direct voting, appointment of a proxy and submission of written questions. While time may not permit me to address all of the questions submitted, I will try to address the more frequently raised Shareholder questions during the course of the Meeting.

You will be able to view an archived video of the webcast on IAG's website after the Meeting.

Thank you for your continued support of IAG during the year. I look forward to welcoming you to our AGM.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Tom Pockett', written over a light purple horizontal line.

**Tom Pockett**  
Chair

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# Notice of 2024 AGM

Notice is given that IAG's 2024 AGM will be held as a hybrid Meeting on Thursday, 24 October 2024 at 9.30am (Sydney time) at:

- the Wesley Conference Centre, 220 Pitt Street, Sydney NSW 2000; and
- online at [meetnow.global/IAG2024](https://meetnow.global/IAG2024).

If it becomes necessary or appropriate to make alternative or supplementary arrangements to hold the AGM, Shareholders will be given as much notice as possible. Information relating to alternative or supplementary arrangements will be communicated to Shareholders by way of an announcement to the ASX and published at <https://www.iag.com.au/shareholder-centre/annual-meetings>.

Further information on how to participate online is set out in this Notice of Meeting, in the AGM Access Notice, in the Voting Form, and in the Online Meeting Guide. These materials are also available at <https://www.iag.com.au/shareholder-centre/annual-meetings>.

## Business of Meeting

The Chair of the Meeting intends to vote all available proxies in favour of Resolutions 2 to 4.

### 1 Receipt of Financial Statements and Reports

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2024.

### 2 Re-Election of Directors

#### Resolution 2(a)

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

'To re-elect as a Non-Executive Director, David Armstrong, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election.'

#### Resolution 2(b)

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

'To re-elect as a Non-Executive Director, George Sartorel, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election.'

#### Resolution 2(c)

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

'To re-elect as a Non-Executive Director, Michelle Tredenick, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers herself for re-election'

### 3 Adoption of Remuneration Report

#### Resolution 3

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

'To adopt the Remuneration Report for the financial year ended 30 June 2024.'

A voting exclusion applies to this resolution.

### 4 Allocation of rights to Nick Hawkins, Managing Director and Chief Executive Officer

#### Resolution 4

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

'That approval is given to allocate to the Managing Director and Chief Executive Officer, Nick Hawkins, Deferred Award Rights and Executive Performance Rights on the terms described in the Explanatory Notes to the Notice of Meeting.'

A voting exclusion applies to this resolution.

The Explanatory Notes provide information on the voting exclusions for Resolutions 3 and 4 as well as details on each item of business, and form part of this Notice of Meeting.

Dated 17 September 2024

By order of the Board



**Andrew Collings**  
Company Secretary

# Attending and participating in the Meeting

Registration will open at 8.30am (Sydney time) on Thursday, 24 October 2024 for both in-person and online attendance and participation at the AGM.

## 1. In person

Registration will open at 8.30am at the Wesley Conference Centre at 220 Pitt Street, Sydney, NSW 2000. Please monitor IAG's website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative or supplementary arrangements to hold the AGM.

## 2. Online

Shareholders and Proxyholders who attend the AGM online will be able to view the Meeting, ask written questions, make written comments and submit votes in real time. To do this, you will need a computer, phone or tablet device with internet access. When you log on to the online platform at [meetnow.global/IAG2024](https://meetnow.global/IAG2024) on the morning of the AGM you will need to provide your details (including SRN or HIN) to be verified as a Shareholder or Proxyholder. You will then be given details on how to vote, ask questions and make comments during the AGM.

## 3. Teleconference

Shareholders and Proxyholders can attend the AGM via the teleconference facility. This will enable you to listen to the AGM and to ask questions or make comments verbally, but not vote.

### Dial in numbers:

Australia: 1800 809 971 or 1800 558 698

New Zealand: 0800 453 055

International: +61 7 3145 4010

Meeting Code: 10040829

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# Voting

## 1. Entitlement to Vote

Persons who are registered holders of shares in the Company as at 7.00pm (Sydney time) on Tuesday, 22 October 2024 will be entitled to attend and vote at the AGM as Shareholders. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## 2. All Resolutions will be by Poll

Voting on each resolution set out in the Notice of Meeting will be conducted by a poll. On a poll, Shareholders (or their proxy, representative or attorney) have one vote for every fully paid ordinary share held (subject to the restrictions on voting referred to below).

## 3. Voting Methods

Shareholders have various voting options as outlined below.

### Voting in person during the AGM

Shareholders (or their appointed proxy, representative or attorney) may vote on the poll in person during the Meeting.

### Voting online during the AGM

Shareholders (or their appointed proxy, representative or attorney) may vote live online during the AGM. More information on how to use the online platform (including how to vote and ask questions during the AGM) is available in the Online Meeting Guide. Please note that if you plan to use the teleconference facility to ask a question, you will still need to log in to the online platform if you wish to vote (i.e. you cannot vote by telephone). Alternatively, you can submit a direct or proxy vote in advance of the Meeting as described below.

### Direct voting prior to the AGM

A direct vote allows Shareholders to vote on the items of business before the AGM. To do this, Shareholders should mark either "For", "Against" or "Abstain" for each item of business on the Voting Form.

Please note that a Shareholder who casts a direct vote in advance of the AGM can still participate and view the AGM via the online platform.

### Voting by Proxy

A Shareholder is entitled to appoint a proxy to vote on their behalf during the AGM. The proxy need not be a Shareholder and may be a corporation.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion, or number, of votes which each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise up to half of the Shareholder's votes (and fractions of votes will be disregarded).

Shareholders can direct their proxy how to vote by following the instructions on the Voting Form and are encouraged to do so. Any directed proxies that are not voted on a poll at the Meeting will automatically default to the Chair of the Meeting, who will vote those proxies as directed.

Please note that a Shareholder who appoints a proxy in advance of the AGM can still participate and view the AGM via the online platform.

### Corporate Representative

A Corporate Shareholder or proxy which is a body corporate may appoint a person as its Corporate Representative. The appointment must comply with section 250D of the *Corporations Act 2001* (Cth) (**Corporations Act**). The form to make this appointment can be downloaded from the Computershare website at [www.investorcentre.com](http://www.investorcentre.com) under the information tab "Printable Forms". The representative should submit this form to Computershare prior to the AGM or bring to the AGM evidence of their appointment.

Corporate Shareholders may participate during the Meeting via a Corporate Representative by using the online platform at [meetnow.global/IAG2024](http://meetnow.global/IAG2024). Only one login per body corporate with voting rights will be permitted and any other representatives from the body corporate who wish to watch the proceedings should view the webcast only and attend as guests. By joining the Meeting, a Corporate Representative will be taken to have certified to IAG pursuant to section 250D of the Corporations Act that they have been validly appointed as the body corporate's representative to exercise all or any of the powers the body corporate may exercise at the Meeting.

### Appointing the Chair of the Meeting as proxy

A Shareholder may appoint the Chair of the Meeting as their proxy.

If a Shareholder directs the Chair of the Meeting how to vote on an item of business, the Chair of the Meeting must vote in accordance with the direction.

If a Shareholder appoints the Chair of the Meeting as proxy (or the Chair of the Meeting becomes proxy by default) and the Shareholder does not direct the Chair of the Meeting on how to vote, by submitting a Voting Form the Shareholder will be expressly authorising the Chair of the Meeting to exercise the proxy vote as they consider fit on the relevant resolutions, even though the resolutions may relate to the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chair of the Meeting intends to vote all available proxies in favour of Resolutions 2 to 4.

### Power of attorney

If a Shareholder has appointed an attorney for the purposes of the AGM, or if the Voting Form is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by Computershare by the Voting Form Deadline, unless this document has been previously lodged with Computershare for notation. Powers of attorney may be submitted by post or by hand delivery to Computershare at the address and by the Voting Form Deadline.

#### 4. Voting Form Deadline

To be valid, Voting Forms (to lodge a direct vote or appoint a proxy) must be received by **9.30am (Sydney time) on Tuesday 22 October 2024** (the **Voting Form Deadline**).

Voting Forms may be submitted:

- online at [www.investorvote.com.au](http://www.investorvote.com.au). You will need information shown on your Voting Form or AGM Access Notice to vote directly or submit proxy instructions this way;
- by mail to GPO Box 242, Melbourne VIC 3001; or
- by facsimile to Computershare on (03) 9473 2555 (within Australia) or +61 3 9473 2555 (outside Australia).

Intermediaries with access to Intermediary Online through Computershare should lodge their votes through [www.intermediaryonline.com](http://www.intermediaryonline.com)

#### 5. Technical difficulties

Technical difficulties may arise during the course of the AGM. The Chair of the Meeting has discretion as to whether and how the AGM should proceed if a technical difficulty arises. In exercising their discretion, the Chair of the Meeting will consider the number of Shareholders affected and the extent to which participation in the business of the AGM is affected. Where the Chair of the Meeting considers it appropriate, the Chair of the Meeting may continue to hold the AGM and transact business, including conducting a poll and voting in accordance with valid proxy instructions. Accordingly, Shareholders are encouraged to lodge a directed proxy or direct vote in advance of the Meeting even if they plan to participate in the AGM.

#### 6. Asking Questions during the Meeting

Shareholders as a whole will have a reasonable opportunity to ask questions during the AGM, including an opportunity to ask questions of the Company's external auditor, KPMG, relating to the audit. For more information, see the **Explanatory Notes**.

#### 7. Livestream

The AGM will be livestreamed at [meetnow.global/IAG2024](https://meetnow.global/IAG2024).



# Explanatory Notes

## 1. Receipt of Financial Statements and Reports

The Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2024 (collectively, the **Reports**) will be put before the AGM. The Reports are contained in the Company's Annual Report for the financial year ended 30 June 2024 (**2024 Annual Report**), which is available on IAG's website at <https://www.iag.com.au/results-and-reports>.

This item does not require a formal resolution to be put to the AGM. Shareholders as a whole will be given a reasonable opportunity to ask questions about, or make comments on, the Reports and the management and business of the Company more generally. The Company's external auditor, KPMG, will also attend the AGM, and Shareholders as a whole will be given a reasonable opportunity to ask them questions in relation to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company and the independence of the auditor in relation to the conduct of the audit.

If you wish to submit questions to the Company or questions relating to the conduct of the audit and the Auditor's Report to the Company's auditor in advance of the AGM, you may do so online at [www.investorvote.com.au](http://www.investorvote.com.au) or by mail to GPO Box 242, Melbourne VIC 3001. Questions must be received **no later than 5.00pm (Sydney time) on Thursday, 17 October 2024**. We will endeavour to address as many of the more frequently raised relevant topics as possible during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to Shareholders.

## 2. Re-Election of Directors

The ASX Listing Rules and Article 12.3 of the Company's Constitution provide that no Director (other than the Managing Director who is exempt) may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected.

Accordingly, David Armstrong, George Sartorel and Michelle Tredenick will retire and seek re-election at this Meeting.

The Board has reviewed the performance of David Armstrong, George Sartorel and Michelle Tredenick and their contributions made to the Board. The Board has also considered the skills and expertise that these Directors bring to the Board and recommends that the Shareholders vote in favour of each Director standing for re-election (with the relevant Director abstaining in relation to their own re-election recommendation).

Profiles of each Director standing for re-election are set out below. The Board considers David Armstrong, George Sartorel and Michelle Tredenick to be independent.

## Resolution 2(a): Re-Election of David Armstrong



David Armstrong was appointed as a Director of IAG on 1 September 2021 and became Chair of the Audit Committee on 22 October 2021. He is also a member of our Risk Committee.

David is a former partner of PricewaterhouseCoopers, with more than 40 years' experience in professional services. He has a deep knowledge and understanding of banking and capital markets, real estate and infrastructure, and is well versed in reporting, regulatory and risk challenges faced by the industry.

David is the Chair of The George Institute for Global Health and Chair of the Opera Australia Capital Fund Limited. He was previously a Non-Executive Director of the National Australia Bank, where he chaired the Audit Committee, and was a member of its Risk & Compliance Committee.

David is a Fellow of the Institute of Chartered Accountants in Australia and a member of the Australian Institute of Company Directors.

Directorships of other listed companies held in the past three years:

- National Australia Bank (2014 - 2023)

### Board recommendation

The Directors (with David Armstrong abstaining), having considered the skills and experience that David Armstrong brings to the Board, recommend that Shareholders vote in favour of Resolution 2(a). The Chair of the Meeting intends to vote all available proxies in favour of this resolution.

## Resolution 2(b): Re-Election of George Sartorel



George Sartorel was appointed as a Director of IAG on 1 September 2021. He is a member of our People and Remuneration Committee and our Risk Committee.

George is a globally proven insurance Chief Executive Officer, with extensive operational, business and technology experience spanning property, casualty, health, life insurance and asset management. In an extensive career at Allianz, George worked across a large variety of roles and within those roles has led countries and regions of scale and formed strategic alliances.

George began his career as Chief General Manager of Allianz Australia. Before becoming Asia-Pacific Chief Executive Officer of Allianz, George was Chief Executive Officer of Allianz Italy and Allianz Turkey. He is the former Chair of Allianz Asia Advisory Council and member of the Allianz Australia Group. He was also a member of the Allianz International Executive Committee and the founding member of Allianz X, the corporate venture capital company that invested in innovative digital start-ups. George was considered one of Allianz's most technologically oriented and innovatively minded leaders.

George is also a Non-Executive Director of Prudential plc and previously served as a Director of BIMA.

George has served as a member of the Financial Centre Advisory Panel (Monetary Authority of Singapore).

Directorships of other listed companies held in the past three years:

- Prudential plc (since 2022)

### Board recommendation

The Directors (with George Sartorel abstaining), having considered the skills and experience that George Sartorel brings to the Board, recommend that Shareholders vote in favour of Resolution 2(b). The Chair of the Meeting intends to vote all available proxies in favour of this resolution.

## Resolution 2(c): Re-Election of Michelle Tredenick



Michelle Tredenick was appointed as a Director of IAG on 13 March 2018. She is Chair of our Risk Committee (since 1 September 2023) and a member of our People and Remuneration Committee.

Michelle has held a number of senior executive roles in major Australian companies, including National Australia Bank, MLC and Suncorp. She has over 25 years' experience in financial services with roles spanning Chief Information Officer, Head of Strategy and Corporate Development and senior leadership roles in corporate superannuation, insurance and wealth management businesses.

Michelle was appointed as Non-Executive Director of First Sentier Investors in June 2020, Lead Independent Director in 2024, and chairs the Audit and Risk Committee. Michelle is a Non-Executive Director of Hub 24 Limited, IDP Education and Urbis Pty Ltd.

She is a former Chair of the IAG & NRMA Superannuation Fund (2012 - 2018) and former Director of Cricket Australia (2015 - 2022), as well as the Ethics Centre (2013 - 2022). Michelle is a former Non-Executive Director of Zafin Labs Americas Incorporated, where she chaired the Human Resources and Governance Committee (2021 - 2024). She was also previously a member of the Senate of the University of Queensland (2014 - 2021).

Directorships of other listed companies held in the past three years:

- Hub24 Limited (since 2024)
- IDP Education Limited (since 2022)

### Board recommendation

The Directors (with Michelle Tredenick abstaining), having considered the skills and experience that Michelle Tredenick brings to the Board, recommend that Shareholders vote in favour of Resolution 2(c). The Chair of the Meeting intends to vote all available proxies in favour of this resolution.

# Explanatory Notes

## 3. Adoption of Remuneration Report

### Resolution 3: Adoption of Remuneration Report

The Remuneration Report for the financial year ended 30 June 2024 (**2024 Remuneration Report**) includes information regarding:

- IAG's remuneration policy, practices and strategy; and
- the structure of the Company's Key Management Personnel (**KMP**) remuneration arrangements, and details on how they seek to align senior executive remuneration with the interests of all stakeholders, including our customers, the community and Shareholders.

The 2024 Remuneration Report can be found on pages 70 to 95 of the 2024 Annual Report and on IAG's website at <https://www.iag.com.au/results-and-reports>.

Shareholders as a whole will be given the opportunity to ask questions about, and to make comments on, the 2024 Remuneration Report at the AGM.

### Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3. The Chair of the Meeting intends to vote all available proxies in favour of this resolution.

### Voting exclusion statement

The Company will disregard any votes cast on Resolution 3:

- a) by or on behalf of a member of the KMP named in the 2024 Remuneration Report (or their closely related parties), regardless of the capacity in which the vote is cast; and
- b) as proxy by a person who is a member of the Company's KMP at the date of the Meeting (or their closely related parties),

unless the vote is cast as proxy for a person entitled to vote on Resolution 3:

- in accordance with a direction on the Voting Form; or
- by the Chair of the Meeting in accordance with an express authorisation to exercise the proxy even though Resolution 3 is connected with the remuneration of KMP.

For the purpose of these voting exclusions, **closely related party** is defined in the Corporations Act and includes a spouse, dependant, and certain other close family members, as well as any companies controlled by a member of the KMP.

## 4. Allocation of rights to Nick Hawkins, Managing Director and Chief Executive Officer

### Resolution 4: Allocation of rights to Nick Hawkins, Managing Director and Chief Executive Officer

The Company proposes to allocate deferred award rights (**DARs**) and executive performance rights (**EPRs**) to the Managing Director and Chief Executive Officer (**CEO**), Nick Hawkins, on the terms outlined below.

### Why is Shareholder approval being sought?

Under ASX Listing Rule 10.14, Shareholder approval is required for the issue of equity securities to Directors. Shareholder approval is not required for the issue of equity securities under an employee incentive scheme where the underlying shares to satisfy the vesting of those securities are required by the terms of the scheme to be purchased on market. The terms of the DARs and EPRs require that any shares allocated to Nick Hawkins on vesting and exercise of his DARs and EPRs must be acquired on market, so Shareholder approval is not required under the ASX Listing Rules. However, we are voluntarily seeking Shareholder approval as a matter of good governance. If Shareholder approval is not obtained, the Board may consider alternative arrangements to appropriately remunerate and incentivise Nick Hawkins in his role as CEO.

### Background

Nick Hawkins' current remuneration package includes:

- fixed pay (base salary plus superannuation) of \$1,890,000;
- a short term incentive (**STI**) maximum opportunity of 150% of his fixed pay, provided in the form of cash and DARs; and
- a long term incentive (**LTI**) maximum opportunity of 150% of his fixed pay, provided in the form of EPRs.

The cash STI, DARs and EPRs are "at risk". DARs are only awarded if the CEO meets the targets necessary to earn an STI. Similarly, EPRs only vest if the applicable LTI performance hurdles are met. Both DARs and EPRs are designed to align the CEO's interests with those of Shareholders and are subject to adjustment at the discretion of the Board as described below.

### Proposed deferred STI arrangements – DARs

Consistent with current STI arrangements, the Board has set a maximum annual STI entitlement for Nick Hawkins at 150% of his fixed pay. Actual FY24 STI outcomes have been determined by the Board based on achievement of a mix of financial and non-financial targets and an overall assessment of performance by the Board.

The Board has determined that 50% of any FY24 STI that is awarded will be paid as cash and the remaining 50% will be deferred for up to five (5) years. The deferred amount is provided as a grant of DARs. Each DAR is a right to acquire an ordinary share in the Company, granted at no cost to Nick Hawkins.

No dividend is paid on any unvested, or vested and unexercised DARs. The DARs are subject to dealing restrictions prior to vesting, unless the Board determines otherwise, or the dealing is required by law.

Once DARs vest, Nick Hawkins becomes eligible to receive one (1) ordinary share in the Company per DAR at no cost. DARs expire seven (7) years from the grant date, or any other date determined by the Board. Vested DARs that are not exercised before the expiry date will be automatically exercised on the expiry date.

Deferring a portion of STI into DARs is designed to provide a retention incentive and align the CEO's interests with those of Shareholders. DARs will only vest for Nick Hawkins if he meets the conditions required for vesting.

The Board has determined that the FY24 DARs to be granted to Nick Hawkins will be divided into four (4) tranches that will vest as follows, subject to continued service and forfeiture conditions (see **Cessation of employment and potential adjustments** section on **page 10** for more information):

- Tranche 1: 79% on the second trading day after the release of the Company's 2025 annual results;
- Tranche 2: 7% on the second trading day after the release of the Company's 2027 annual results;
- Tranche 3: 7% on the second trading day after the release of the Company's 2028 annual results; and
- Tranche 4: 7% on the second trading day after the release of the Company's 2029 annual results.

#### How many DARs will be granted to Nick Hawkins?

For the purposes of Resolution 4, the Board has determined that Nick Hawkins will be granted 165,090 DARs, provided in one (1) tranche of 130,410 DARs and three (3) tranches of 11,560 DARs each.

The number of DARs in each tranche was calculated using the following formula:

$$D = (STI / 2 \times Z) / S$$

Where:

D = the number of DARs in each tranche to be offered rounded up to the nearest 10;

STI = the dollar amount of Nick Hawkins' STI award for the financial year ended 30 June 2024 as determined by the Board, being \$2,160,000;

Z = the proportion of the deferred STI for each tranche that the Board has determined will be deferred and offered as an award of DARs (currently 79% for Tranche 1 and 7% for Tranches 2, 3 and 4); and

S = the volume weighted average share price of IAG shares over the 30 trading days up to 30 June 2024, being \$6.542940.

The DARs will be granted to Nick Hawkins as soon as practicable on or after 1 November 2024 but, in any event, within 12 months of the Meeting.

#### Proposed LTI arrangements – EPRs

Nick Hawkins will be provided an LTI award in the form of EPRs (**November 2024 LTI grant**), which will be divided into three (3) equal tranches. Each EPR is a right to acquire an ordinary share in the Company (or a cash amount equivalent to the value of an ordinary share in the Company, as determined by the Board), subject to meeting applicable performance hurdles. EPRs will be granted at no cost to Nick Hawkins and may be exercised at no cost if the performance hurdles are met.

The performance hurdles that must be met before EPRs become exercisable create a direct link between the remuneration paid to executives and IAG's key strategic financial and non-financial objectives. In the Board's view, this supports IAG's economic sustainability and is in the long-term interests of Shareholders.

#### Performance and deferral period

Each tranche of EPRs has a four (4) year performance period commencing 1 July 2024 and ending on 30 June 2028.

The maximum deferral period applying to the LTI grant is six (6) years. Each tranche of EPRs will have staggered vesting as follows – 1/3 of any vested EPRs after four (4) years, 1/3 of any vested EPRs after five (5) years and the remaining 1/3 of any vested EPRs after six (6) years.

No dividend is paid on any unvested, or vested and unexercised EPRs. EPRs expire seven (7) years from the grant date, or any other date determined by the Board. Vested EPRs that are not exercised before the expiry date will be automatically exercised on the expiry date. The EPRs are subject to dealing restrictions prior to vesting, unless the Board determines otherwise, or the dealing is required by law.

#### Total Shareholder Return (TSR) Performance Hurdle – Tranche 1

TSR is measured against that of the top 50 industrial companies within the S&P/ASX 100 Index (**Peer Group**) as at 30 June 2024. Industrial companies are defined by Standard & Poor's as being all companies excluding those defined as being in the Energy sector (Global Industry Classification Standard (**GICS**) Tier 1) and the Metals & Mining industry (GICS Tier 3). Companies which are no longer part of the index at the end of the performance period (e.g. due to acquisition or delisting) may be removed from the Peer Group.

The proportion of EPRs in the TSR component of the November 2024 LTI grant that may vest is determined in accordance with the following table (subject to the discretion of the Board):

IAG TSR Ranking relative to Peer Group (1/3 of the LTI award)	Percentage of EPRs in the TSR component of the LTI award to vest
Less than the 50.1th percentile	0%
At the 50.1th percentile	50%
Between the 50.1th and 75th percentile	Pro rata vesting on a straight-line basis between 50% and 100%
75th percentile or greater	100%

There is no retesting and any EPRs in the relative TSR component that do not meet the performance hurdle will lapse.

# Explanatory Notes

## Reported Return on Equity Performance Hurdle – Tranche 2

Reported ROE will be calculated by dividing Net Profit After Tax by average equity attributable to shareholders of the Company.

The proportion of EPRs in the Reported ROE component of the November 2024 LTI grant that may vest is determined in accordance with the following table (subject to the discretion of the Board):

Reported ROE performance (1/3 of the LTI award)	Percentage of EPRs in the Reported ROE component of the LTI award to vest
Below 11%	0%
At 11%	20%
Between 11% and 15%	Pro-rata vesting on a straight-line basis between 20% and 100%
At or above 15%	100%

There is no retesting and any EPRs in the Reported ROE component that do not meet the performance hurdle will lapse.

## Customer Experience Performance Hurdle – Tranche 3

The Customer Experience component of LTI is measured by Transactional Net Promoter Score (**tNPS**) performance. tNPS is a measure used internally within IAG which provides a quantitative, simple and well understood measure of customer experience.

The customer experience performance targets have been set with reference to global benchmarks, considering IAG's historic tNPS performance as well as factors that will influence tNPS over the four-year performance period of the LTI award.

The proportion of EPRs in the Customer Experience component of the November 2024 LTI grant that may vest is determined in accordance with the following table (subject to the discretion of the Board):

Customer Experience (tNPS) performance (1/3 of the LTI award)	Percentage of EPRs in the Customer Experience component of the LTI award to vest
Below 47	0%
At 47	20%
Between 47 and 55	Pro-rata vesting on a straight-line basis between 20% and 100%
At or above 55	100%

There is no retesting and any EPRs in the Customer Experience component that do not meet the performance hurdle will lapse.

## How many EPRs will be granted to Nick Hawkins?

For the purposes of Resolution 4, the Board has determined that Nick Hawkins will be granted 433,320 EPRs, provided in three (3) tranches of 144,440 EPRs each.

The number of EPRs in each tranche was calculated using the following formula:

$$E = (1.50 \times F / 3) / S$$

Where:

E = the number of EPRs in each tranche to be offered rounded up to the nearest 10;

1.50 = the proportion of fixed pay that is constituted by the LTI award, being 150%;

F = the dollar value of Nick Hawkins' fixed pay at the time of grant, being \$1,890,000;

3 = the number of tranches to be provided as an award of EPRs; and

S = the volume weighted average share price of IAG shares on the 30 trading days up to 30 June 2024, being \$6.542940.

The EPRs will be granted to Nick Hawkins as soon as practicable on or after 1 November 2024 but, in any event, within 12 months of the Meeting.

## Cessation of employment and potential adjustments

If the CEO ceases employment with the Company due to retirement, redundancy, death, or total and permanent disablement or with the approval of the Board, unless the Board determines otherwise:

- any unvested DARs will remain on foot and continue to become exercisable on their scheduled vesting dates;
- any unvested EPRs will remain on foot and continue to be subject to the same performance hurdles and scheduled vesting dates; and
- any vested DARs and EPRs not exercised by Nick Hawkins will be automatically exercised at the next trading window at least 60 days after cessation of employment (unless exercised earlier).

If the CEO ceases employment for any other reason (excluding termination in circumstances of serious misconduct), unless the Board determines otherwise:

- any unvested DARs and EPRs will lapse; and
- any vested DARs and EPRs not exercised by Nick Hawkins will be automatically exercised at the next trading window at least 60 days after cessation of employment (unless exercised earlier).

If the CEO's employment is terminated in circumstances of serious misconduct, both his unvested and vested DARs and EPRs will lapse on cessation of employment (irrespective of whether they have become exercisable).

### Other discretions

The Board also has additional discretion in relation to variable remuneration, including the DARs and EPRs. For example:

- The Board may delay the date on which DARs and/or EPRs vest or are exercised for a particular holder of DARs and/or EPRs including in circumstances where:
  - dealings would be prohibited; or
  - the Board has determined that vesting or exercise would be inappropriate; or
  - where the holder is under investigation.
- If there is a change of control event, such as a takeover, the Board has absolute discretion to determine how DARs and/or EPRs may be dealt with, including whether all or some of the outstanding DARs and/or EPRs on issue will vest, lapse or cease to be subject to restrictions.
- DARs and EPRs are subject to the Board's powers to make adjustments to the award of DARs and EPRs as set out in the rules of the respective plans.
- DARs and EPRs are subject to the Board's powers to make adjustments to the award of DARs and EPRs as set out in the Company's Equity Plan Rules (**the Equity Plan Rules**).
- The Board has broad clawback (for a period of up to two (2) years from the vesting or payment date) and malus powers under the award terms. These powers enable the Board to:
  - lapse unvested DARs and EPRs;
  - lapse vested but unexercised DARs and EPRs;
  - forfeit shares allocated on vesting of DARs and EPRs; and/or
  - require payment/repayment of cash amounts received in connection with the DAR and EPR plans.

These provisions apply in the event of a broad range of circumstances, including:

- where the participant has acted fraudulently or dishonestly;
- has engaged in gross misconduct or has breached their duties or obligations to the Group;
- where there has been misconduct leading to significant adverse outcomes, significant failure or breach of accountability, fitness and propriety or compliance obligations or significant unexpected or unintended consequences; or
- a financial misstatement circumstance.

In some of these circumstances, the Board will be required to take reasonable steps to reduce the incentive outcome in a proportionate way to the severity of the risk and conduct outcome. The Board has discretion to calculate the performance outcomes and achievement against the performance hurdles, and to adjust upwards and downwards DARs and EPRs vesting outcomes, including to ensure the performance of the Group and individual are aligned to Shareholder outcomes and expectations.

The Board may waive, amend or replace any vesting condition attaching to DARs and/or EPRs if the Board determines that the original vesting condition is no longer appropriate or applicable.

### Additional information

- Nick Hawkins is the only Executive Director of the Company and therefore is the only Director eligible to participate in the DAR and EPR plans.
- Since Nick Hawkins' appointment as CEO on 2 November 2020, a total of 287,720 DARs and 2,032,320 EPRs have been granted to him. These awards were granted under STI or LTI arrangements for no cost.
- IAG grants DARs and EPRs because they align the interests of the CEO and Shareholders but do not provide the CEO with the full benefits of share ownership (such as dividend and voting rights) unless the DARs and EPRs vest and are exercised.
- No loan has been, or is intended to be, given by the Company to the CEO in relation to the proposed grants of DARs or EPRs.
- Details of the remuneration arrangements of the CEO and the securities issued to the CEO during FY24 under the DARs and EPRs plans are published in the 2024 Annual Report.

### Voting exclusion statement

The Company will disregard any votes cast on Resolution 4:

- a) in favour of Resolution 4 by or on behalf of Nick Hawkins or any of his associates, regardless of the capacity in which the vote is cast; or
- b) as a proxy by a person who is a member of the Company's KMP at the date of the AGM (and their closely related parties), unless the vote is cast on Resolution 4:
  - as a proxy or attorney for a person entitled to vote on Resolution 4 in accordance with a direction given to the proxy or attorney to vote on Resolution 4 in that way;
  - by the Chair of the Meeting as proxy for a person entitled to vote on Resolution 4 in accordance with an express authorisation to exercise the proxy as the Chair of the Meeting decides; or
  - by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - 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
    - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

### Board recommendation

The Directors (other than Nick Hawkins) recommend that Shareholders vote in favour of Resolution 4. The Chair of the Meeting intends to vote all available proxies in favour of this resolution.

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[www.iag.com.au](http://www.iag.com.au)

**Australia**



**ROLLIN'**



**wfi**

**RACV**<sup>1</sup>

**New Zealand**



<sup>1</sup> IAG's short tail personal insurance products are distributed in Victoria under the RACV brand, via a distribution relationship and underwriting joint venture with RACV. These products are distributed by RACV and manufactured by Insurance Manufacturers of Australia Pty Limited (IMA), which is 70% owned by IAG and 30% owned by RACV.



IAG

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

## CONTACT COMPUTERSHARE



**Phone:**

1300 360 688 (inside Australia)  
+61 3 9415 4210 (outside Australia)



**Questions:**

Questions can be lodged on the form enclosed or online at [www.investorvote.com.au](http://www.investorvote.com.au)



**Mail:**

Share Registry  
Computershare Investor Services Pty Ltd  
GPO Box 242  
Melbourne VIC 3001 Australia



## YOUR VOTE IS IMPORTANT

**For your vote to be valid, your voting instruction must be received by 9.30am (Sydney time) Tuesday, 22 October 2024.**



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# VOTING FORM

## HOW TO VOTE ON ITEMS OF BUSINESS

### 1. DIRECT VOTING

If you mark Box 1 in Step 1, you are indicating that you wish to vote directly. You must mark either FOR, AGAINST or ABSTAIN on each item in Step 2. Directions given in Step 2 will only be valid for items marked and no vote will be counted for items left blank. If you mark more than one box in Step 2 on an item of business your vote will be invalid on that item.

If no directions are given on all items in Step 2, or if you complete both Box 1 and Box 2 in Step 1, your vote will be passed to the Chair of the Meeting as your proxy.

If neither Box 1 nor Box 2 is selected, you will be taken to have appointed the person named in the form as proxy and if no person is named, the Chair of the Meeting as your proxy.

Your direct vote will be cast for all of your shares unless you indicate only a portion of your shares are to be voted on any item by inserting the percentage or number of shares beside the relevant item of business.

If you lodge a direct vote and then participate in the Annual General Meeting (AGM or Meeting), your participation will cancel your direct vote unless you instruct the Company or Computershare otherwise.

### 2. APPOINTING A PROXY

If you mark Box 2 in Step 1, you are indicating that you wish to appoint a proxy to act and vote on your behalf at the Meeting. Your proxy may vote or abstain, to the extent permitted by law, as they choose, if you do not mark a box on an item of business in Step 2.

If your named proxy does not attend the Meeting or does not vote on a poll on your behalf as directed, the Chair of the Meeting will become your proxy.

If you mark more than one box in Step 2 on an item of business your vote will be invalid on that item.

#### Voting a portion of your holding:

You are able to instruct your proxy how to vote, by inserting a percentage or number of securities you wish to vote in the FOR, AGAINST or ABSTAIN box or boxes. The sum of the votes cast by you on each resolution must not exceed your total 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 (and fractions of votes will be disregarded). When appointing two proxies, write both names and the percentage of votes or number of securities for each overleaf.

**A proxy may be an individual or a body corporate, and need not be a Shareholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** The Voting Form must be signed by the Shareholder or the Shareholder's duly authorised attorney.

**Joint Holding:** The Voting Form must be signed by each of the joint Shareholders personally or by their duly authorised attorneys.

**Power of Attorney:** If you have not already lodged your Power of Attorney with Computershare, 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.

## Documents may be lodged:

### VIA THE INTERNET

Vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access

**Control Number: 999999**

**SRN/HIN: 1999999999**

For Intermediary Online subscribers (custodians) use [www.intermediaryonline.com](http://www.intermediaryonline.com)

### BY MAIL

Share Registry  
Computershare Investor Services Pty Ltd  
GPO Box 242  
Melbourne VIC 3001  
Australia

### BY FAX

Please fax your completed form to (03) 9473 2555 (inside Australia) or +61 3 9473 2555 (outside Australia).



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



# VOTING FORM

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



I 9999999999 I ND  
Please mark  to indicate your directions

## STEP 1

### INDICATE HOW YOUR VOTE WILL BE CAST – Select one of the two options only

At the Annual General Meeting of Insurance Australia Group Limited to be held at the Wesley Conference Centre, 220 Pitt Street, Sydney NSW 2000 and online at meetnow.global/IAG2024 on Thursday, 24 October 2024, commencing at 9.30am (Sydney time) and at any postponement or adjournment of that Meeting I/we being members of the Company and entitled to vote direct the following:

#### 1. VOTE DIRECTLY

Record my/our votes strictly in accordance with the directions below.  
For a valid Direct Vote to be recorded you must mark either FOR, AGAINST or ABSTAIN on each item.

OR

#### 2. APPOINT A PROXY TO VOTE ON YOUR BEHALF

**The Chair of the Meeting**

OR

The name of the person or body corporate you are appointing if this person is someone other than the Chair of the Meeting

or failing the person/body corporate named, or if no person/body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, and to vote in accordance with the following directions (or, if no directions have been given, to the extent permitted by law, as the proxy sees fit).

**Chair of the Meeting authorised to exercise undirected proxies on remuneration related resolutions (Resolutions 3 and 4):** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair of the Meeting becomes my/our proxy by default) and I/we have not indicated a voting direction below then, by submitting this form, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy on Resolutions 3 and 4, even though Resolutions 3 and 4 are connected directly or indirectly with the remuneration of a member of the key management personnel of the Company (which includes the Chair of the Meeting).

Important note: If the Chair of the Meeting is (or becomes) your proxy, you can direct the Chair of the Meeting to vote FOR or AGAINST or ABSTAIN from voting on Resolutions 3 and 4 by marking the appropriate box in Step 2 below.

## STEP 2

### ITEMS OF BUSINESS

Please mark **X** within the box to indicate your directions. If you mark the abstain box for a particular item, you are directing that your vote will not be counted on a poll and will not be included in the required majority.

**The Chair of the Meeting intends to vote all available proxies in favour of each Item of business.**

In exceptional circumstances, the Chair of the Meeting may change his voting intention on any resolution, in which case an ASX announcement will be made.

FOR AGAINST ABSTAIN

The Chair of the Meeting intends to vote all available proxies in favour of these Resolutions.

	FOR	AGAINST	ABSTAIN
2(a) Re-election of David Armstrong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(b) Re-election of George Sartorel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(c) Re-election of Michelle Tredenick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Allocation of rights to Nick Hawkins, Managing Director and Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## SIGN

### SIGNATURE OF SHAREHOLDER(S) This section must be completed.

Individual or Shareholder 1

Sole Director & Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact

Name \_\_\_\_\_

Daytime

Telephone \_\_\_\_\_

Date

\_\_\_\_\_/\_\_\_\_\_/\_\_\_\_\_/

### Update your communication details (Optional)

Mobile Number

Email Address

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



## CONTACT COMPUTERSHARE

**Phone:**  
1300 360 688 (inside Australia)  
+61 3 9415 4210 (outside Australia)

**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

IAG

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

## YOUR VOTE IS IMPORTANT

For your proxy appointment or advance direct vote to be effective it must be received by 9.30am (Sydney time) Tuesday, 22 October 2024.

# INSURANCE AUSTRALIA GROUP LIMITED ANNUAL GENERAL MEETING

## IMPORTANT INFORMATION

### IAG'S ANNUAL GENERAL MEETING (AGM)

All the information you need to attend our 2024 AGM, including how to access the Notice of Meeting and how to lodge your Voting Form and Shareholder questions, is contained in this notice.

## MEETING DETAILS

IAG's 2024 AGM will be held on Thursday, 24 October 2024 starting at 9.30am (Sydney time) and as a hybrid Meeting.

## HOW SHAREHOLDERS CAN ATTEND THE AGM

### To attend **in person**:

The Meeting will be held at the Wesley Conference Centre, 220 Pitt Street, Sydney NSW 2000. Shareholders may arrive and register their attendance from 8.30am.

### To attend **online** you will need to:

- visit [meetnow.global/IAG2024](https://meetnow.global/IAG2024);
- select the Securityholder or Proxy button;
- type in your SRN/HIN (which is set out in the box to the right); and
- type in your Post Code.

If you log in as a Shareholder, you will be able to view the Meeting, ask written questions, make written comments and submit votes in real time.

### You can access the Meeting using your smartphone, tablet or computer:

Please ensure your browser is compatible with the latest version of Chrome, Safari, Edge or Firefox.

Further instructions on how to attend online are set out in the Online Meeting Guide available at: [www.iag.com.au/shareholder-centre/annual-meetings](http://www.iag.com.au/shareholder-centre/annual-meetings)

### To attend **via teleconference** you will need to:

- use any landline or mobile device; and
- dial the phone number **1800 809 971** or **1800 558 698** (Australia) or **0800 453 055** (New Zealand) or **+61 7 3145 4010** (outside Australia and New Zealand) and when prompted, enter the Meeting Code **10040829**.

Please note that if you plan to use the teleconference facility to ask a question, you will still need to log in to the online platform if you wish to vote (i.e. you cannot vote by telephone).

## ACCESS THE MEETING DOCUMENTS AND LODGE YOUR VOTE ONLINE

You can access the Meeting documents and lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) or by using your mobile device to scan the personalised QR code below.

You will need your secure Control Number and Holder Number, set out below.



**Control Number: 999999**  
**SRN/HIN: I9999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) use [www.intermediaryonline.com](http://www.intermediaryonline.com)



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

Further details on how to attend the Meeting are on the reverse of this page.

**To vote in advance of the Meeting:**

You can vote on the resolutions being put to the Meeting anytime between now and 9.30am (Sydney time) on Tuesday, 22 October 2024, by following the instructions set out in the box on the front of this page. You will need to:

- type in the Control Number provided; and
- type in your SRN/HIN when prompted.

Even if you plan to attend the AGM online, we encourage you to submit a direct vote or directed proxy in advance of the Meeting so that your votes can still be counted if for any reason you cannot vote on the day.

**To ask questions before the AGM:**

As in past years, we encourage Shareholders to ask questions in advance of the Meeting. If you would like to ask a question ahead of the Meeting, you can do this:

- online at [www.investorvote.com.au](http://www.investorvote.com.au);
- by printing off a copy of the question form available at [www.iag.com.au/shareholder-centre/annual-meetings](http://www.iag.com.au/shareholder-centre/annual-meetings); or
- by emailing your questions to: [investor.relations@iag.com.au](mailto:investor.relations@iag.com.au)

We will endeavour to address as many of the more frequently raised relevant topics as possible during the course of the Meeting; however, we may not have time to address every question. Please note that individual responses will not be sent to Shareholders.

**WATCH THE AGM AS A GUEST**

You can also watch the Meeting as a guest. Simply visit [meetnow.global/IAG2024](https://meetnow.global/IAG2024)

Note: you cannot ask questions or vote during the Meeting if you attend as a guest.

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# ONLINE MEETING GUIDE

INSURANCE AUSTRALIA GROUP LIMITED  
ANNUAL GENERAL MEETING  
THURSDAY 24 OCTOBER 2024 AT 9.30AM (SYDNEY TIME)

## GETTING STARTED

If you choose to attend online you will be able to view a livestream of the Meeting, ask written questions, make written comments, and submit your votes in real time. To attend online visit <https://meetnow.global/IAG2024> on your smartphone, tablet or computer. Please ensure your device is compatible with the latest version of Chrome, Safari, Edge or Firefox.

## TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

### Australian Residents

SRN or HIN and postcode of your registered address.

### Overseas Residents

SRN or HIN and country of your registered address.

### Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the Meeting day.

## ATTEND THE MEETING

To attend the Meeting, visit <https://meetnow.global/IAG2024> and you will be taken to the Meeting for IAG.

### To attend as a Shareholder

Select 'Shareholder', enter your SRN / HIN and select your country. If Australia, also enter your Post Code.

The screenshot shows the 'Shareholder' login form. It has three tabs: 'Shareholder', 'Invitation', and 'Guest'. The 'Shareholder' tab is selected. Below the tabs, it says 'If you are a shareholder or an appointed corporate representative, please enter the required details below.' There are three input fields: 'SRN/HIN' with the example 'eg. X1234567890', 'Country' with a dropdown menu showing 'Australia', and 'Post Code' with the example 'eg. 0123'. A purple 'SIGN IN' button is at the bottom.

### OR To attend as a Proxyholder

To access the Meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your Invite Code provided in the e-mail.

The screenshot shows the 'Invitation' login form. It has three tabs: 'Shareholder', 'Invitation', and 'Guest'. The 'Invitation' tab is selected. Below the tabs, it says 'If you have received an email invitation for this Meeting, please enter your invite code below.' There is one input field for 'Invite Code' with the example 'Enter your invite code. e.g. G-ABCDEFGH or ABCD'. A purple 'SIGN IN' button is at the bottom.

### OR To watch as a Guest

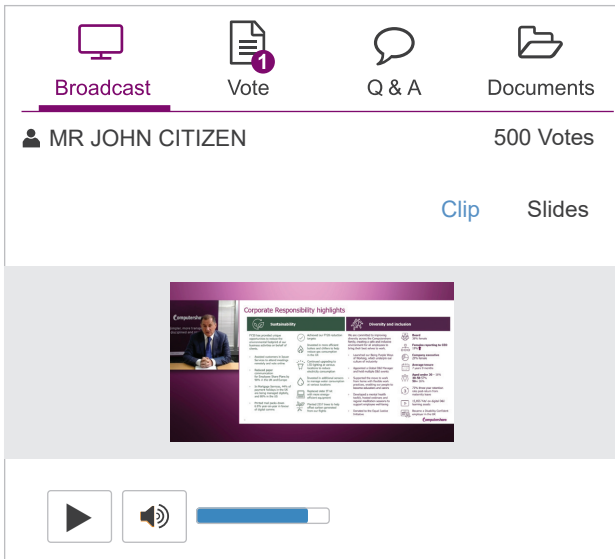
Select 'Guest' and enter your details. Please note, Guests will not be able to ask questions or vote at the Meeting.

The screenshot shows the 'Guest' login form. It has three tabs: 'Shareholder', 'Invitation', and 'Guest'. The 'Guest' tab is selected. Below the tabs, it says 'If you would like to attend the Meeting as a Guest please provide your details below.' There are four input fields: 'First Name \*', 'Last Name \*', 'Email', and 'Company Name'. A purple 'SIGN IN' button is at the bottom.

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The livestream will appear automatically once the Meeting has started. If the livestream does not start automatically press the play button and ensure the audio on your computer or device is turned on.

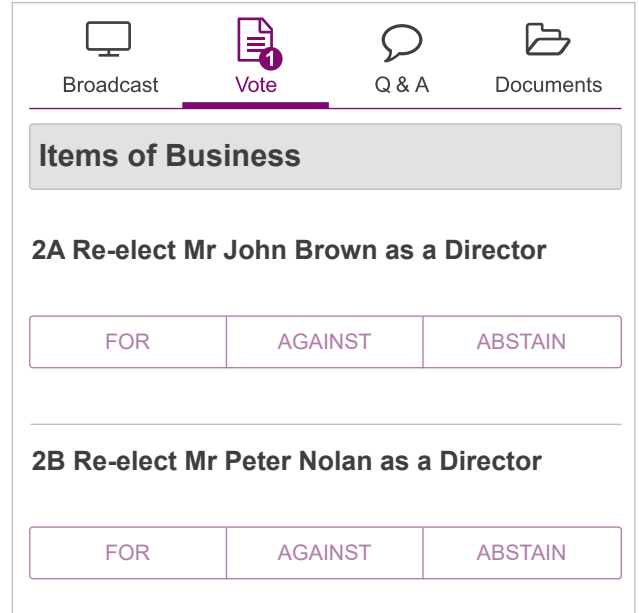


### Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen (example below).

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

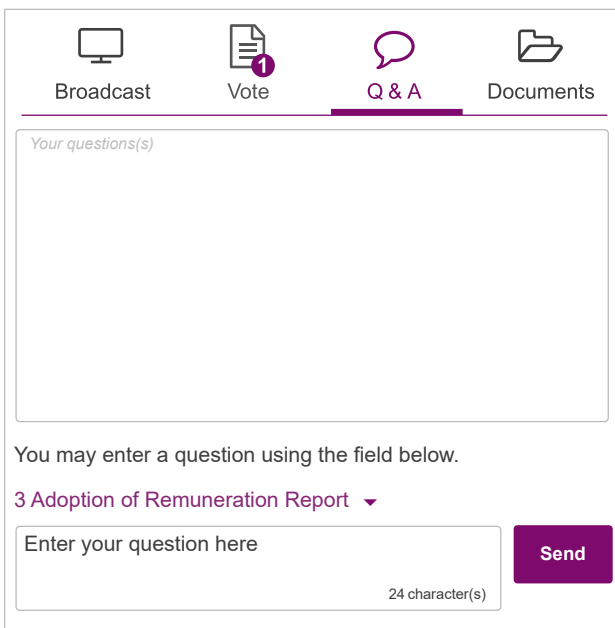
To change your vote, select 'Click here to change your vote' and press a different option to override.



### Q & A

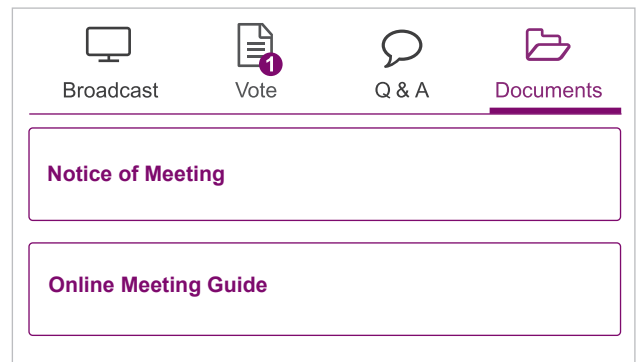
To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

To ask a verbal question, follow the instructions on the online platform.



### Documents

To view Meeting documents select the 'Documents' icon and choose the document you wish to view.



## FOR ASSISTANCE

If you require assistance before or during the Meeting please call +61 3 9415 4024.