

ASX Announcement

23 September 2024

**Annual General Meeting of Aussie Broadband Limited
to be held on Friday, 25 October 2024 at 10:30am (Melbourne time).**

In accordance with Listing Rule 3.17, attached is a copy of the following documents:

1. Letter to Shareholders with respect to the 2024 Annual General Meeting as sent to Shareholders;
2. Notice of Annual General Meeting;
3. Sample Proxy Form; and
4. Virtual Meeting Online Guide.

ENDS

Authorised for release by the Aussie Broadband Board.

Investor enquiries contact Gurjit Mann at investors@team.aussiebroadband.com.au

Media enquiries contact Alex Walker at media@team.aussiebroadband.com.au

About the Aussie Broadband Group:

Aussie Broadband Group is a fast-growing technology services provider – comprising of the Aussie Broadband and Symbio businesses – with a market cap of around \$1 billion (AUD).

Listed on the Australian Stock Exchange (ASX: ABB), the Group collectively supplies more than 1 million services, operates two Tier 1 voice providers in Australia and owns fibre infrastructure.

The fifth largest provider of broadband services in Australia with continuing growth in the residential segment, the Group provides a broad suite of solutions through its data, voice, and managed solutions to business, enterprise and government customers. Aussie Broadband Group also provides wholesale services to other telecommunications companies and managed service providers.

For further information please visit: <https://www.aussiebroadband.com.au>

23 September 2024

Annual General Meeting of Aussie Broadband Limited

Dear Shareholder

The Aussie Broadband Limited (ASX:ABB) (the “**Company**”) 2024 Annual General Meeting (“**Meeting**”) will be held on 25 October 2024 commencing at 10:30am (Melbourne time).

This will be a hybrid meeting whereby shareholders can attend in person at KPMG, Tower Two, Collins Square, 727 Collins Street, Melbourne, VIC, 3000 or via the online platform provided by our share registry at <https://meetings.linkgroup.com/ABB24>.

The Notice of Annual General Meeting and Explanatory Notes and other documents including details as to how to participate and vote at the AGM, can be viewed or downloaded from our website at <https://www.aussiebroadband.com.au/investorcentre/>

How to participate

We encourage you to lodge your vote directly ahead of the Meeting or appoint a proxy to vote on your behalf by visiting <https://investorcentre.linkgroup.com> and selecting Investor Login and following the instructions provided.

For those shareholders attending in person, we recommend arriving 30 minutes before the commencement of the Meeting to enable registration processes of both our host and registry to be completed. Registration opens from 10:00am on the day of the Meeting.

For those attending online we recommend logging in to the online platform at least 15 minutes before the commencement of the Meeting using the instructions provided in the Notice of Meeting and in the Virtual Meeting Online Guide, which can be accessed online at <https://www.aussiebroadband.com.au/investorcentre/>.

The online platform will allow you to listen to the proceedings, view the presentations, ask questions of the Board and vote in real-time. You will need a desktop or mobile/tablet device with internet access, and you will need to provide your details (including Shareholder Reference Number (SRN) or Holder Identification Number (HIN) to be verified as a security holder or proxy holder.

Alternatively, you can register as a visitor, however you will not be permitted to ask questions. Please refer to Virtual Meeting Online Guide for more information. An accompanying presentation will be made available via the ASX announcement platform.

Shareholder questions

If you wish to ask a question in advance of the Meeting, you are also encouraged to submit questions to the Company (or the Company's Auditor) no later than 5:00pm (AEDT) on Friday, 18 October 2024. Please submit your advance questions by emailing the Company Secretary at investors@team.aussiebroadband.com.au.

Shareholders will also be given a reasonable opportunity to ask questions related to the business of the Meeting, the Company's operations or of the auditor at the end of the Meeting. If you would like to ask a question during the Meeting, please register as a shareholder or proxyholder and provide your HIN or SRN number and postcode.

Should you have any questions regarding your holding or the upcoming Aussie Broadband Limited Annual General Meeting, please contact Link Market Services on +61 1300 554 474 or email registrars@linkmarketservices.com.au.

AUSSIE BROADBAND LIMITED
ACN 132 090 192

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting

25 October 2024

Time of Meeting

10:30am (Melbourne Time)

Place of Meeting

The offices of KPMG, Tower Two,
Collins Square, 727 Collins Street,
Melbourne VIC 3000
and virtually at

<https://meetings.linkgroup.com/ABB24>

For personal use only

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the Shareholders of Aussie Broadband Limited (the “**Company**”) will be held by way of a hybrid meeting on 25 October 2024 commencing at 10:30am (Melbourne time) at KPMG’s offices at Tower Two, Collins Square, 727 Collins Street, Melbourne VIC 3000 and virtually at <https://meetings.linkgroup.com/ABB24> (the “**Meeting**”). Shareholders who are attending the Meeting physically are encouraged to arrive 30 minutes before the commencement of the Meeting to enable the registration processes of both our host and registry to be completed.

If attending the Meeting virtually, Shareholders will be able to participate, ask questions and cast votes at the appropriate times whilst the Meeting is in progress via the online platform.

Shareholders are strongly encouraged to cast their vote prior to the Meeting in accordance with the instructions set out on pages 9 and 10 of this Notice of the Meeting (“**Notice**”) to ensure their votes are counted.

All resolutions to be considered at the Meeting will be decided by a poll based on votes received prior to the commencement of the Meeting and votes cast during the Meeting.

For those Shareholders wishing to attend virtually, further information on how to participate and vote during the Meeting via the online platform is set out on page 9 of this Notice and in the Virtual Meeting Online Guide, which can be accessed online at <https://www.aussiebroadband.com.au/investor-centre/>.

The Explanatory Memorandum that accompanies this Notice provides additional information on the matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form are part of this Notice.

ORDINARY BUSINESS:**Financial Statements and Reports**

To receive and consider the Financial Report of the year ended 30 June 2024 together with the Directors' Report and Auditor's Report as set out in the Annual Report.

Note: There is no requirement for Shareholders to vote on, or adopt, these reports.

Resolution 1 - Adoption of Remuneration Report

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

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Directors' Report for the year ended 30 June 2024, be adopted."

Voting exclusion

See page 7.

Resolution 2 – Re-Election of Mr Patrick Greene as a Director

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

"That, Patrick Greene, who retires in accordance with clause 14.3 of the Constitution and Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Resolution 3 – Election of Ms Sue Klose as a Director

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

"That, Sue Klose, a Director appointed as an additional Director and holding office until the next annual general meeting of the Company after her appointment in accordance with clause 14.1(d) of the Constitution and Listing Rule 14.4, be elected as a Director of the Company."

Resolution 4 – Approve acquisition of securities under the Non-Executive Directors' Fee Sacrifice Plan

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval for the grants of NED Rights to Non-Executive Directors under the Non-Executive Director Fee Sacrifice Plan for the next three years, details of which are set out in the Explanatory Memorandum attached, be granted."

Voting exclusion

See page 8.

Resolution 5 – Approval of securities issued under the Long Term Incentive Plan

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

"That, for the purposes of ASX Listing Rule 7.2, Exception 13, and for all other purposes, approval is given for the issue of any securities under the Aussie Broadband Long Term Incentive Plan, on the terms which are described in the Explanatory Memorandum accompanying this Notice, during the three years following the date of this meeting."

Voting exclusion

See page 8.

Resolution 6 – Approval of securities issued under the Tax Exempt Share Plan

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

“That, for the purposes of ASX Listing Rule 7.2, Exception 13, and for all other purposes, approval is given for the issue of Shares under the rules of the Company’s Tax Exempt Share Plan, on the terms which are described in the Explanatory Memorandum accompanying this Notice, during the three years following the date of this meeting.”

Voting exclusion

See page 8.

Resolution 7 – Approval of securities issued to Michael Omeros under the Long Term Incentive Plan

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

“That, for the purposes of ASX Listing Rule 10.14, and for all other purposes, shareholders approve the issue of 135,150 Options to Executive Director Michael Omeros under the Long Term Incentive Plan on the terms and conditions set out in the Explanatory Memorandum to this Notice.”

Voting exclusion

See page 8.

Resolution 8 – Approval of securities issued to Phillip Britt under the Long Term Incentive Plan

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

“That, for the purposes of ASX Listing Rule 10.14, and for all other purposes, shareholders approve the issue of 163,300 Options to Managing Director Phillip Britt under the Long Term Incentive Plan on the terms and conditions set out in the Explanatory Memorandum to this Notice.”

Voting exclusion

See page 8.

Resolution 9 – Approval of Termination Benefits

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

“To approve for all purposes, including sections 200B and 200E of the Corporations Act, the giving of benefits to any current or future holder of a managerial or executive office (as defined in the Corporations Act) of the Company or a Related Body Corporate in connection with the person ceasing to hold that office, as set out in the Explanatory Memorandum attached.”

Voting exclusion

See page 8.

Resolution 10 – Financial Assistance

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, approval is given for the transaction described in the Explanatory Notes accompanying this resolution (which form a part of this resolution) and all elements of that transaction (including the entering into, executing and giving effect to, any document) that may constitute financial assistance by each of the following companies:

- (a) Symbio Holdings Limited ACN 118 699 853;
- (b) Comms Code Pty Ltd ACN 601 372 543;
- (c) Symbio Global Pty Limited ACN 109 671 285;
- (d) Symbio Wholesale Pty Limited ACN 136 972 355;
- (e) Symbio Networks Pty. Ltd. ACN 102 756 123;
- (f) Telcoinabox Operations Pty Limited ACN 162 159 935;
- (g) IVox Pty Ltd ACN 108 182 421;
- (h) Conference Call International Pty Ltd ACN 601 625 683;
- (i) Tariff Expert Pty Ltd ACN 145 027 201;
- (j) TNZI International Pty Limited ACN 604 630 524;
- (k) Internex Australia Pty Ltd ACN 070 275 722;
- (l) TNZI Australia Pty Limited ACN 069 159 020;
- (m) Neural Networks Technology Services Pty Limited ACN 600 304 096;
- (n) Mobile Service Solutions Pty Limited ACN 606 336 832;
- (o) Eureka Teleconferencing Pty Ltd ACN 112 316 319;
- (p) Conference Call Asia Pty Ltd ACN 602 372 252;
- (q) Ozlink Conferencing Pty Ltd ACN 601 622 833; and
- (r) each other entity which became a subsidiary of the Company as a result of the Company's acquisition of Symbio Holdings Limited ACN 118 699 853 under the Scheme of Arrangement,

for the purposes of sections 260A and 260B(2) of the Corporations Act 2001 (Cth) and for all other purposes.”

Voting exclusion

There are no voting restrictions on this resolution.

Chair appointed as proxy

Shareholders who intend to appoint the Chair as proxy (including an appointment by default) should refer to the proxy and voting instructions appended to this Notice.

OTHER BUSINESS

To consider any other business which may properly be brought before the Meeting in accordance with the Constitution and the Corporations Act.

BY ORDER OF THE BOARD



Cheryl Cai
Company Secretary
23 September 2024

For personal use only

Online Platform details

Shareholders may attend and participate in the Meeting virtually through the online platform at <https://meetings.linkgroup.com/ABB24>

Shareholders can join the meeting virtually by following the instructions set out below.

We recommend logging into the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below.

Enter <https://meetings.linkgroup.com/ABB24> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (SRN), Holder Identification Number (HIN) or Employee ID for plan participants. These are printed at the top of the Proxy Form; and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 24 hours prior to the Meeting.

The online platform will allow you to listen to the proceedings, view the presentations, ask questions of the Board and vote in real-time. Further information on how to participate online is set out in the Virtual Meeting Online Guide which is available on the Company's website at <https://www.aussiebroadband.com.au/investor-centre/>. The Virtual Online Meeting Guide will also be lodged with the ASX together with this Notice.

Questions

Shareholders will also be given a reasonable opportunity to ask questions related to the business of the Meeting, the Company's operations or of the auditor at the end of the Meeting. Please submit your questions by emailing the Company Secretary at investors@team.aussiebroadband.com.au. Questions to the auditor in relation to the content of the auditor's report or the conduct of the audit must be received by 5.00pm (Melbourne time) on 18 October 2024. If you would like to ask a question during the Meeting, please register as a Shareholder or proxyholder and provide your valid HIN or SRN number when registering.

Voting by proxy and direct voting

Shareholders may, and are encouraged to, cast their vote either by proxy or directly prior to the Meeting in accordance with the instructions set out on pages 9 and 10 of this Notice to ensure that their votes are counted.

Voting exclusions for Resolutions 1, 4, 5, 6, 7, 8 and 9

Resolution 1

The Company will disregard any vote cast:

- (in any capacity) on Resolution 1 by or on behalf of a member of the Company's Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member; and
- as proxy by a person who is a member of the Company's Key Management Personnel at the date of the Meeting, or a closely related party of such a member.

However, the Company need not disregard a vote on Resolution 1 if:

- it is cast by a person as a proxy for a person who is entitled to vote on Resolution 1, in accordance with the directions given to the proxy to vote on Resolution 1 in that way; or

- it is cast by the Chair as proxy for a person who is entitled to vote in accordance with a direction given to the Chair to vote on Resolution 1 as the Chair decides even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

Resolutions 4 - 8

The Company will disregard any votes cast:

- in favour of Resolution 4 by or on behalf of the Non-Executive Directors, or any of their associates;
- in favour of Resolution 5 by or on behalf of a person who is eligible to participate in the Long Term Incentive Plan or any of their associates;
- in favour of Resolution 6 by or on behalf of a person who is eligible to participate in the Tax Exempt Share Plan or any of their associates;
- in favour of Resolution 7 by or on behalf of Michael Omeros or any of his associates;
- in favour of Resolution 8 by or on behalf of Phillip Britt or any of his associates; or
- on Resolutions 4, 5, 6, 7 or 8 as a proxy by a member of the Company's Key Management Personnel at the date of the Meeting or any of their closely related parties,

unless the vote is cast:

- as proxy or attorney for a person entitled to vote on the relevant resolution in accordance with directions given to the proxy or attorney to vote on that relevant resolution in that way; or
- by the Chair as proxy or attorney for a person entitled to vote on the relevant resolution, in accordance with a direction given to the Chair to vote on the relevant resolution as the Chair decides, even though the resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided:
 - (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 relevant resolution; and
 - (ii) the holder votes on the relevant resolution in accordance with directions given by the beneficiary.

Resolution 9

The Company will disregard any vote cast on Resolution 9:

- by, or on behalf of, any holders of a managerial or executive office (as defined in the Corporations Act) of the Company or a Related Body Corporate (or any person who is expected to hold such an office in the future) or any of their associates (regardless of the capacity in which the vote is cast); or
- as a proxy by a member of the Company's Key Management Personnel at the date of the Meeting or any of their closely related parties,

unless the vote is cast:

- as a proxy for a person entitled to vote on this resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

- by the Chair as proxy or attorney for a person entitled to vote on this resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides, even though the resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

Chair appointed as proxy for Resolutions 1 - 10

The Chair intends to vote all available undirected proxies in favour of Resolutions 1 to 10.

How to attend and ask questions by telephone

Shareholders who are unable or do not wish to access the Meeting online or attend physically will be able to participate by teleconference by dialling 1800 497 058 or +61 2 8016 6110 at least 10 minutes before the Meeting starts.

You will need to obtain a personalised PIN number to register. To request a PIN number please contact Link Market Services on 1800 990 363 or +61 1800 990 363 (outside of Australia).

If your holding cannot be verified by the telephone moderator, you will attend the Meeting by telephone as a visitor and will not be able to ask a question.

To ask a question during the Meeting, select star 1 on your phone keypad. You will receive instructions on how to ask a question during the Meeting from the phone moderator.

More information on how to participate in the meeting by telephone is available in the Virtual Meeting Guide available at <https://www.aussiebroadband.com.au/investor-centre/>.

Defined Terms

Capitalised terms used in this Notice will, unless the context requires otherwise, have the meanings given to them in the Glossary in the Explanatory Memorandum attached to this Notice.

Materials accompanying this Notice

The following materials accompany this Notice:

1. the Financial Report, Directors' Report and Auditor's Report, including the Remuneration Report, if you have elected to receive a printed copy and have not withdrawn that election;
2. the Explanatory Memorandum setting out details relevant to the business set out in this Notice; and
3. a Proxy Form.

Voting and required majority - Corporations Act

1. For Resolutions 1 to 9 to be effective, the resolution must be passed by more than 50% of all the votes cast by Shareholders present and entitled to vote on the Resolution (whether in person or by proxy, attorney or representative).
2. For Resolution 10 to be effective, the resolution must be passed by at least 75% of all the votes cast by Shareholders present and entitled to vote on the Resolution (whether in person or by proxy, attorney or representative).

All resolutions will be determined by a poll based on votes received prior to the commencement of the Meeting and votes cast during the Meeting. On a poll, every Shareholder has one vote for each Share held.

Entire Notice

The details of the Resolutions contained in the Explanatory Memorandum accompanying this Notice should be read together with, and form part of, this Notice.

Entitlement to vote

You are eligible to vote at the Meeting if you are a registered Shareholder at 7.00 pm (Melbourne time) on 23 October 2024.

Casting a vote by proxy

If you wish to cast a vote by proxy prior to the Meeting, you must complete the Proxy Form. You may provide voting directions for each resolution by marking "For", "Against" or "Abstain". If you do not mark any of the boxes on the items of business, your proxy may vote as they choose, subject to any voting restrictions that apply to the proxy. If you appoint the Chair of the Meeting as your proxy and you do not provide voting directions for each Resolution, the Chair intends to vote in favour of all the Resolutions.

Proxies and Representatives

1. All Shareholders who are entitled to attend the Meeting may appoint a proxy for that purpose.
2. A proxy need not be a Shareholder of the Company.
3. Each Shareholder who is entitled to cast two or more votes at the Meeting, may appoint up to two proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes each proxy may exercise, each proxy will be entitled to exercise half of the votes. An additional Proxy Form will be supplied by the Company on request.
4. If a proxy is given by a body corporate, a Proxy Form must be executed in writing under the common seal of the corporation or otherwise in accordance with section 127 of the Corporations Act or signed by an attorney.
5. If a proxy is given by a natural person, a Proxy Form must be executed under the hand of that person or that person's attorney.
6. To be effective, the Proxy Form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company's share registry at least 48 hours before the time for holding the Meeting or any adjourned Meeting. Please refer to the Proxy Form for instructions on how to complete and return the Proxy Form.
7. Any Proxy Form received after this deadline will be treated as invalid.
8. If a Shareholder appoints the Chair as the Shareholder's proxy and does not specify how the Chair is to vote, the Chair will vote, as proxy for that Shareholder, in favour of each Resolution as set out in the Explanatory Memorandum.
9. A Shareholder that is a body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at the Meeting. The appointment may be a standing one.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide Shareholders with information to assist their assessment of the merits of the Resolutions contained in the accompanying Notice for the Annual General Meeting of the Company (**Meeting**) which will be held by way of a hybrid meeting on 25 October 2024 commencing at 10:30am (Melbourne time) at the offices of KPMG, Tower Two, Collins Square, 727 Collins Street, Melbourne VIC 3000 and virtually at <https://meetings.linkgroup.com/ABB24> (**Notice**).

Shareholders should read this Explanatory Memorandum and the Notice in full before deciding how to vote on the Resolutions set out in the Notice. **All resolutions to be considered at the Meeting will be decided by poll based on votes received prior to the commencement of the Meeting and votes cast during the Meeting. Shareholders are encouraged to cast their vote prior to the Meeting in accordance with the instructions set out on pages 9 and 10 of this Notice to ensure that their votes are counted.**

Capitalised terms used in this memorandum and the Notice are defined in the Glossary at Section 11.

1 **Receipt and consideration of Financial Statements and Reports**

The Corporations Act requires that the Financial Report and the reports of the Directors and Auditor be laid before the Meeting. There is no requirement for Shareholders to vote on these reports. Shareholders will be given a reasonable opportunity to raise questions and make comments on these reports and on the management of the Company at the Meeting.

Representatives of the Company's Auditor will be present for discussion purposes on matters of relevance to the audit.

2 **Resolution 1 - Adoption of Remuneration Report (Non-binding Resolution)**

The Remuneration Report includes information on:

- (a) the remuneration policy adopted by the Board;
- (b) the relationship between that policy and the Company's performance;
- (c) the principles used to determine the nature and amount of remuneration;
- (d) the remuneration details of each Director and Key Management Personnel; and
- (e) the performance conditions that must be met prior to an executive deriving any value from the "at risk" components of their remuneration.

As required by section 300A of the Corporations Act, the Remuneration Report is included in the Company's Annual Report, which is available on the Investor section of the Company's website at <https://www.aussiebroadband.com.au/investor-centre/>. For those Shareholders who have elected to receive a printed copy of the Annual Report, a copy of the Annual Report accompanies this Notice.

At the Meeting, the Chair will give Shareholders a reasonable opportunity to ask questions about or comment on the Remuneration Report.

The vote on this resolution is advisory only and will not bind the Directors or the Company. The vote will, however, be taken into consideration in determining future remuneration policy for Directors and executives.

A voting exclusion statement applies to this Resolution, as set out in this Notice.

Noting that each Director of the Company has a personal interest in their own remuneration the subject of this Resolution 1 (as described in the Remuneration Report), the Board does not consider it appropriate to make a recommendation to Shareholders in relation to voting on this Resolution 1.

The Board encourages Shareholders to apply the same level of diligence to voting on this Resolution as for the binding Resolutions. The Chair intends to vote all available proxies in favour of Resolution 1.

3 Resolution 2 – Re-election of Mr Patrick Greene as a Director

Background

Resolution 2 relates to the re-election of Mr Patrick Greene as a Director of the Company. Clause 14.3(a) of the Constitution provides that no Director, other than a Managing Director, may hold office for a period in excess of 3 years, or beyond the third annual general meeting following the Director's election, whichever is the longer, without submitting himself or herself for re-election.

In accordance with Clause 14.3(a) of the Constitution, Patrick Greene will retire at this Meeting, and being eligible for re-election has submitted himself for re-election at this Meeting.

Patrick has owned and managed a range of businesses including retail, print, commercial property leasing, and broadband services since 1987. He has extensive sales, marketing, financial, and management experience. Patrick won several Franchisee of the Year state and national awards for Snooze, a chain of retail furniture stores. He was a co-founder and general manager of Westvic Broadband from 2003 before it merged with Wideband Networks in 2008.

Patrick has served as a non-executive Director of the Company since 2017 and is a member of the Audit, Risk and Compliance Committee and the People and Community Committee.

The Board (with the exception of Mr Greene) recommends that Shareholders vote in favour of Resolution 2. The Chair of the Meeting intends to vote all available proxies in favour of Resolution 2.

4 Resolution 3 – Election of Ms Sue Klose as a Director

Background

Resolution 3 relates to the election of Ms Sue Klose as a Director of the Company.

Clause 14.1(d) of the Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the end of the next annual general meeting and is then eligible for election at that meeting.

Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Sue Klose was appointed as an additional Director of the Company on 1 February 2024 and has since served as a Director of the Company.

Having held senior management roles, including Chief Marketing Officer at GraysOnline and Chief Operating Officer at 12WBT, Sue brings a huge amount of knowledge and experience to the Board.

She is also a non-executive director of Envirosuite (ASX:EVS) and Acusensus (ASX:ACE). Previously, Sue was a non-executive Director of Nearmap (ASX:NEA), Halo foods (ASX:HLF) and Pureprofile (ASX:PPL), as well as Chair of Stride Mental Health, and is a graduate of the Australian Institute of Company Directors.

Sue has a deep understanding of digital business operations, growth strategy, product development, and technology transformation in high-growth businesses. Her passion for working with companies that challenge the status quo for the benefit of shareholders, customers, and the community makes her an excellent fit for the Company.

Sue holds a Bachelor of Science (Economics) from the Wharton School of the University of Pennsylvania and a Master of Business Administration (Finance, Strategy and Marketing) from the J.L. Kellogg School of Management at Northwestern University.

Sue is the Chair of the People and Community Committee (appointed in May 2024) and a member of the Audit, Risk and Compliance Committee. In accordance with the ASX Corporate Governance Principles and Recommendations, the Company conducted appropriate checks into Sue's background and experience.

The Board (with the exception of Ms Klose) recommends that Shareholders vote in favour of Resolution 3. The Chair of the Meeting intends to vote all available proxies in favour of Resolution 3.

Background**Why was the Non-Executive Directors' Fee Sacrifice Plan introduced?**

In July 2021, the Board approved establishing a Non-Executive Director's Fee Sacrifice Plan (**NED Plan**) to further encourage and facilitate share ownership for ABB's Non-Executive Directors (**NEDs**). Shareholders last approved acquisitions of securities under the NED Plan at the Annual General Meeting held on 28 October 2021 for a period of three years, therefore shareholder approval is now being sought at this meeting for a further period of three years. The NED Plan allows greater flexibility for NEDs to sacrifice directors' fees and in return be allocated an equivalent value of Shares in the Company.

The NED Plan recognises that NEDs can often be limited in their ability to purchase shares in the Company to which they are appointed as a result of the operation of Australian insider trading laws.

How does the NED Plan operate?

Each NED receives an offer to participate in the NED Plan (**Participant**) and may voluntarily elect to sacrifice up to 100%, but no less than 20%, of the fees they are otherwise entitled to receive as non-executive directors (**NED Fees**) into rights, which each entitle the NED to receive 1 Share when the rights vest (**NED Rights**). The NED Fees are determined on a before-tax basis (**Sacrificed Amount**). Elections are made on an annual basis and are binding for the duration of that financial year.

The number of NED Rights that a Participant will receive is determined by dividing their Sacrificed Amount by the applicable value per NED Right (discussed in more detail below). Each NED's allocation of NED Rights will vest in two tranches approximately six months apart. Each NED Right will convert to 1 Share on a vesting date determined by the Board that is after the release of ABB's half-year or full-year results, approximately 6 and 12 months after its grant.

Upon vesting of NED Rights, Participants will receive Shares which restrict the Participants from dealing in those Shares throughout a Restriction Period (**Restricted Shares**). The NED Plan provides that Restricted Shares to be delivered upon the vesting of NED Rights may be satisfied by the issue of new Shares or the on-market acquisition of Shares.

Why is Shareholder approval being sought?

Subject to the passing of this Resolution 4, the Company is proposing to grant NED Rights under the NED Plan to the NEDs (or their nominees). ASX Listing Rule 10.14 provides that a listed company must not permit a director or their associates to acquire equity securities under an employee incentive scheme unless it obtains the approval of its shareholders or another exception applies.

Notably, Listing Rule 10.16(b) provides an exception to ASX Listing Rule 10.14 where the Shares to which the NEDs are entitled in satisfaction of the NED Rights are required to be satisfied by on-market purchases of Shares. Accordingly, the grant of the NED Rights only requires Shareholder approval under the Listing Rules to the extent that the Company may wish to issue new Shares to satisfy vesting of the NED Rights in due course.

Resolution 4 seeks the required approval of the grant of NED Rights under the NED Plan for the purposes of Listing Rule 10.14.

If Resolution 4 is passed, the Company will grant the NED Rights to the NEDs or their nominees, which can be satisfied by the issue of new Shares in lieu of paying the NEDs their Sacrificed Amount. In addition, the grant of the NED Rights will be excluded from the calculation of the Company's placement capacity in accordance with the Listing Rules.

If Resolution 4 is not passed, the Company will either pay all directors' fees in cash or grant NED Rights on terms that only allow NED Rights to vest by allocating Shares acquired on-market using the Sacrificed Amount that the Company would be required to pay the NEDs (in accordance with the exception to Listing Rule 10.14 provided in Listing Rule 10.16(b)).

Listing Rule 7.1

As stated above, if Resolution 4 is passed then the grant of NED Rights will be excluded when calculating the Company's placement capacity under Listing Rule 7.1 for the next three years (in accordance with Exception 13 of Listing Rule 7.2).

Further information in accordance with ASX Listing Rule 10.15

<p>Name of the persons</p>	<p>The current NEDs of the Company entitled to participate in the NED Plan are Mr. Adrian Fitzpatrick, Mr Richard Dammery, Mr Patrick Greene, Ms Vicky Papachristos, and Ms Sue Klose (or their nominees). Any NEDs appointed in the future will also be entitled to participate in the NED Plan. Executive Directors may not participate in the NED Plan.</p>
<p>Applicable category of ASX Listing Rule 10.14</p>	<p>If the NEDs elect to have the NED Rights granted to them personally, Listing Rule 10.14.1 applies. If the NEDs elect to have the NED Rights granted to their nominees, Listing Rule 10.14.2 applies.</p>
<p>Number and class of securities</p>	<p>The number of NED Rights that a Participant will receive is calculated in accordance with the following formula (rounded down to the nearest whole NED Right):</p> $\text{Number of NED Rights} = \frac{\text{Sacrificed Amount for the relevant period (\$)}}{\text{Value per NED Right}}$ <p>The Value per NED Right has been calculated for this financial year's grant as \$3.516, being the 10-day VWAP at 30 June 2024.</p> <p>In relation to future financial years, the Value per NED Right will be calculated as follows:</p> <ul style="list-style-type: none"> • where the vesting of NED Rights will be satisfied by the allocation of existing Shares purchased by ABB – the average acquisition price of those allocated Shares; and • where the vesting of NED Rights will be satisfied by the issue of new Shares issued by ABB – the VWAP of Shares for the 10 trading days before the issue date. <p>The maximum number of NED Rights that could be granted (and underlying Shares allocated) in the next three years cannot be calculated due to being subject to the ABB share price. The maximum potential value of NED Rights that could be granted annually under the NED Plan is currently \$850,000 (which is the Company's Shareholder-approved NED fee cap). The actual value of NED Rights that will be granted in the next three years is anticipated to be lower than this, as the current level of fees paid to NEDs is below the Shareholder-approved fee cap, and not all NEDs will necessarily sacrifice all their NED fees under the NED Plan.</p>
<p>Details of the NEDs' current total remuneration package</p>	<p>As at the date of this Notice of Meeting the NEDs' current remuneration package inclusive of compulsory superannuation is as follows:</p> <ul style="list-style-type: none"> • Mr. Adrian Fitzpatrick, Chair of the Board – \$211,000 per annum; • Mr Richard Dammery – \$123,000 per annum; • Mr Patrick Greene – \$123,000 per annum; • Ms Vicky Papachristos, Chair of the Audit, Risk and Compliance Committee – \$130,500 per annum; and • Ms Sue Klose, Chair of the People & Community Committee – \$130,500 per annum.

	The remuneration package of any new NEDs appointed in the future will be notified to Shareholders in the relevant remuneration reports.
Details of securities previously issued to the NEDs under the NED Plan	<p>As at the date of this Notice of Meeting securities have previously been issued to the NEDs under the NED Plan as follows:</p> <p>75,414 NED Rights issued on 21 February 2022, valued at \$2.81 per security:</p> <ul style="list-style-type: none"> • 34,103 NED Rights to Adrian Fitzpatrick • 29,508 NED Rights to Richard Dammary • 11,803 NED Rights to Vicky Papachristos <p>34,665 NED Rights issued on 26 August 2022, valued at \$3.30 per security:</p> <ul style="list-style-type: none"> • 10,015 NED Rights to Adrian Fitzpatrick • 12,325 NED Rights to Richard Dammary • 12,325 NED Rights to Vicky Papachristos <p>37,724 NED Rights issued on 24 August 2023, valued at \$2.93 per security:</p> <ul style="list-style-type: none"> • 13,866 NED Rights to Adrian Fitzpatrick • 10,224 NED Rights to Richard Dammary • 13,634 NED Rights to Vicky Papachristos <p>5,419 NED Rights issued to Sue Klose on 9 May 2024, valued at \$2.93 per security</p>
Summary of material terms of the securities	Refer to Schedule 1 attached to this Notice for a summary of the material terms of the securities.
Explanation of why the type of securities are being used	Australia's insider trading laws generally provide limited opportunity for directors to acquire shares in companies of which they are directors. The NED Plan (and the NED Rights granted under it) is used to allow NEDs to acquire Shares effectively by allocating Shares at times when the risk of NEDs possessing inside information is minimised.
The date or dates by which the securities will be issued	<p>NED Rights will be granted within 3 months of the end of each respective financial year.</p> <p>The Company will not grant any NED Rights to a director pursuant to this approval later than 3 years after the date of the Meeting.</p> <p>If Resolution 4 is not passed, the Company will either pay all directors' fees in cash or grant NED Rights on terms that only allow NED Rights to vest by allocating Shares acquired on-market using the Sacrificed Amount that the Company would be required to pay the NEDs (in accordance with the exception to Listing Rule 10.14 provided in Listing Rule 10.16(b)).</p>
Price at which securities will be issued	No amount is payable by the NEDs to receive NED Rights or to exercise them as their value forms part of the NED's fixed remuneration. It should be noted that the cash fees payable to the NEDs will be reduced by the Sacrificed Amount referred to above, to be replaced by equivalent grants of equity. The

	value that may be ultimately realised by a NED is a function of the market value of the relevant Shares at the time a NED decides to sell them.
Summary of material terms of the NED Plan	A summary of the material terms of the NED Plan is provided at Schedule 1.
Loans provided in relation to the NED Plan	No loan will be provided by the Company in relation to the grant, vesting or exercise of NED Rights under the NED Plan.
Statement	<p>Details of any securities issued under the NED Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.</p> <p>Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the NED Plan after this Resolution 4 is approved and who were not named in this Notice of Meeting will not participate until Shareholder approval for Resolution 4 is obtained under ASX Listing Rule 10.14.</p>
Voting exclusion	A voting exclusion statement for this Resolution is included in the Notice.

Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 4. The Chair of the Meeting intends to vote all available proxies in favour of Resolution 4.

6 Resolution 5 – Approval of securities issued under the Long Term Incentive Plan

Long Term Incentive Plan

The Long Term Incentive Plan (**LTI Plan**) offers long-term incentives to employees, including executive directors, in the form of Options and Zero Exercise Price Options and aims to align rewards for performance with the achievement of the Company's growth and strategic objectives. The LTI Plan was initially disclosed under the Company's Prospectus, released to the ASX on 16 October 2020 and has been in operation since that time.

Shareholders approved the amendment to terms and ratification of Options issued to Executive Directors under the LTI Plan at the Annual General Meeting held on 26 October 2023. The Company now seeks shareholder approval to issue securities under the LTI Plan for a period of three years, without deducting from the Company's placement capacity limit.

Why is Securityholder approval being sought?

ASX Listing Rule 7.1 provides that an ASX listed entity must not issue Equity Securities that total more than 15% of its total fully paid ordinary shares on issue in a 12-month period without shareholder approval (unless an exception applies).

Under ASX Listing Rule 7.2 (Exception 13), shareholders may approve the issue of Equity Securities under an employee incentive scheme as an exception to ASX Listing Rules 7.1 and 7.1A. If such approval is obtained, any Equity Securities granted under the Plan are not counted towards the Company's capacity to issue Equity Securities under the applicable issue limit.

This approval continues for three years, at which time it must be renewed, or it will expire.

If this resolution is not approved by shareholders, issues of Equity Securities under the LTI Plan may still be made, but must fall within the applicable issue limit at the time of issue.

Information Required by ASX Listing Rule 7.2

In accordance with the requirements of ASX Listing Rule 7.2 (Exception 13(b)), the following information is provided:

- (a) a summary of the material terms of the LTI Plan are set out in Schedule 2 and form part of the Notice;

(b) 6,132,186 options have been issued under the LTI Plan since the Company was listed.

(c) separate Shareholder approval is being sought for the grant of Options to the Executive Directors (refer to Resolutions 7 and 8);

(d) the maximum number of securities that can be issued under the LTI Plan is 9,000,000 securities; and

(e) a voting exclusion statement in respect of this Resolution has been included in this notice.

The Directors (with Mr Phillip Britt and Mr Michael Omeros abstaining) recommend that Shareholders vote in favour of this Resolution 5. The Chair of the Meeting intends to vote all available proxies in favour of Resolution 5.

7 Resolution 6 – Approval of securities issued under the Tax Exempt Share Plan

Background

The Company has in place a Tax Exempt Share Plan (**Exempt Plan**) which was approved by the Board on 24 August 2023. The Exempt Plan allows qualifying employees of the Company to acquire up to \$1,000 of the Company's shares each year on a tax exempt basis. On 2 September 2024, the Company made an offer under the Exempt Plan to some of the Company's employees, whereby those employees will be entitled to receive up to \$1,000 of their bonus (if any) in the form of shares.

The Company now seeks shareholder approval to issue securities under the Exempt Plan for a period of three years, without deducting from the Company's placement capacity limit.

Why is Securityholder approval being sought?

ASX Listing Rule 7.1 provides that an ASX listed entity must not issue Equity Securities that total more than 15% of its total fully paid ordinary shares on issue in a 12-month period without shareholder approval (unless an exception applies).

Under ASX Listing Rule 7.2 (Exception 13), shareholders may approve the issue of Equity Securities under an employee incentive scheme as an exception to ASX Listing Rules 7.1 and 7.1A. If such approval is obtained, any Equity Securities granted under the Plan are not counted towards the Company's capacity to issue Equity Securities under the applicable annual issue limit.

This approval continues for three years, at which time it must be renewed, or it will expire.

If this resolution is not approved by shareholders, issues of Equity Securities under the Plan may still be made but must fall within the applicable annual issue limit at the time of issue.

Information Required by ASX Listing Rule 7.2

In accordance with the requirements of ASX Listing Rule 7.2 (Exception 13(b)), the following information is provided:

(a) a summary of the material terms of the Plan are set out in Schedule 3 and form part of the Notice;

(b) 112,847 shares have been issued under the Exempt Plan since the Company was listed as at the date of this Notice;

(c) the maximum number of securities that can be issued under the Exempt Plan is 1,000,000 securities; and

(d) a voting exclusion statement in respect of this Resolution has been included in this Notice.

The Board recommends that Shareholders vote in favour of Resolution 6. The Chair of the Meeting intends to vote all available proxies in favour of Resolution 6.

Background

The Company is seeking Shareholder approval under Resolution 7 for the issue of 135,150 Options to Michael Omeros under the Company's LTI Plan.

The Company is seeking Shareholder approval under Resolution 8 for the issue of 163,300 Options to Phillip Britt under the Company's LTI Plan.

ASX Listing Rule 10.14 provides that a listed company must not permit a director to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders or an exception in ASX Listing Rule 10.16 applies. The Company is seeking approval for Resolutions 7 and 8 for the purposes of ASX Listing Rule 10.14.

In addition, if Resolutions 7 and 8 are passed by the Shareholders, then the issue of shares to Michael Omeros and Phillip Britt on exercise of the Options will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1. If Resolutions 7 and 8 are not passed by Shareholders, then the securities will not be issued to the executive directors.

Key terms of the Options grant to Michael Omeros and Phillip Britt under Resolutions 7 and 8 Specific Information Required by ASX Listing Rule 10.15

ASX Listing Rule 10.15 requires certain information be provided in relation to approval sought under ASX Listing Rule 10.14. This information is set out below:

The name of the person(s):	Michael Omeros and Phillip Britt, or their nominee(s)
The category in which ASX Listing Rules the person(s) falls within and why:	10.14.1 as Michael Omeros and Phillip Britt are directors of the Company
The number and class of securities to be issued to the person(s):	135,150 Options to Michael Omeros 163,300 Options to Phillip Britt
Details of the person(s) current total remuneration package:	Michael Omeros Current fixed salary (including superannuation) of \$500,000.00 Phillip Britt Current fixed salary (including superannuation) of \$734,850.00.
Number of securities previously issued to the person(s) under the LTI Plan and the average acquisition price (if any) paid for those securities:	Michael Omeros <ul style="list-style-type: none"> 25,000 FY23 Options issued on 26 August 2022, exercisable at \$3.30 138,597 FY24 Options issued on 24 August 2023, exercisable at \$2.93 Phillip Britt <ul style="list-style-type: none"> 698,228 FY21 Options issued on 16 October 2020 (the time of the Company's listing with the ASX), exercisable at \$1.00 (<i>exercised</i>) 471,698 FY22 Options issued on 27 August 2021, exercisable at \$2.85 205,697 FY23 Options issued on 26 August 2022, exercisable at \$3.30

	<ul style="list-style-type: none"> 373,685 FY24 Options issued on 24 August 2023, exercisable at \$2.93
Summary of the material terms of the securities:	<p>The Options will be granted for nil consideration.</p> <p>On exercise, each Option entitles the holder to be issued with one ordinary share in the Company. The Options will vest on 1 July 2027.</p> <p>The exercise price per each vested Option is equal to \$3.52. The exercise price has been determined by the 10-trading day VWAP up to and including 28 June 2024, being \$3.516, rounded up to \$3.52.</p> <p>The Options will expire 6 years from the date of issue.</p>
Explanation of why the type of security is being used:	The purpose of the issuing Options is to provide eligible persons the opportunity to participate in the growth and profits of the Company and to attract, motivate and retain their services to promote the Company's long-term success.
Value attributed by the Company to the security and basis for valuation	<p>The indicative value of the options to be issued to Michael Omeros is \$182,453. The value attributed to the options is based on an independent fair market valuation undertaken by the Company using the Black Scholes option pricing model and the 10 day VWAP to 1 July 2024.</p> <p>The indicative value of the options to be issued to Phillip Britt is \$220,455 based on an independent fair market valuation undertaken by the Company using the Black Scholes option pricing model and the 10 day VWAP to 1 July 2024.</p>
Date on which the securities will be issued:	The securities to be issued to Michael Omeros and Phillip Britt (or their nominee) will be issued within 3 months of this Meeting if shareholder approval is obtained.
Price at which the securities will be issued:	Nil consideration.
Summary of the material terms of the incentive scheme:	A summary of the LTI Plan is provided in Schedule 2.
Summary of the material terms of any loan made to the person(s) in relation to the acquisition:	N/A

The Company notes that details of any securities issued under the relevant incentive scheme to Michael Omeros and Phillip Britt will be published in the Company's annual report for the period in which the securities were issued and will note that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under these incentive plans after this resolution is approved and who are not named in this notice will not participate until approval is sought under that rule.

The Board (with Mr Phillip Britt and Mr Michael Omeros abstaining) recommends that Shareholders vote in favour of Resolutions 7 and 8. The Chair of the Meeting intends to vote all available proxies in favour of Resolutions 7 and 8.

Why is Shareholder approval being sought?

The Corporations Act limits the benefits that can be provided, without shareholder approval, to certain team members who hold or have held a managerial or executive office (as defined in the Corporations Act) of the Company or its Related Bodies Corporate (each a **Relevant Officeholder**), in connection with the cessation of their employment.

Under the Corporations Act, the Company may only provide a termination benefit to such a person if it is approved by Shareholders or if an exemption applies. The Company’s intention is to treat departing team members consistently and equitably whether they are a Relevant Officeholder or not, and fairly having regard to the circumstances in which they cease employment.

In order to achieve this policy, shareholder approval is sought for potential benefits that may be provided under the Company’s short and long term incentive programs as a result of the Board exercising discretions granted to it when a participant in those programs ceases employment.

Approval by Shareholders does not guarantee that a Relevant Officeholder will receive termination benefits, but rather preserves the Board’s discretion to determine the most appropriate termination arrangements for the person in accordance with the relevant employment agreement and incentive plan rules.

Shareholders’ previous approval

At the 2021 Annual General Meeting, Shareholders provided approval under the Corporations Act to authorise the Company to provide benefits of the kind contemplated by this Resolution. The approval was granted for a three-year period, expiring at the 2024 AGM. Shareholders are now requested to renew the approval for a further three years.

No new benefits

For the avoidance of doubt, Shareholders are not being asked to approve any change or increase in the remuneration, benefits or entitlements for the Relevant Officeholders, or any variations to the existing discretions of the Board.

Board discretion

The ABB Incentive Plans provide the Board with an overriding discretion in relation to the treatment of grants under the ABB Incentive Plans on cessation of employment. The Board may determine that awards are forfeited, partially forfeited or retained, and that vesting is unchanged or accelerated on cessation of employment. In exercising its discretion, the Board will consider all relevant circumstances in which the Relevant Officeholder is ceasing employment. However, in order to provide transparency, the Board proposes to adopt the following positions as its likely default treatment:

Circumstances of ceasing employment	Likely default treatment
Death or serious illness or incapacity	Up to full vesting and acceleration of current year STI and unvested LTI and release of deferred STI from restrictions to the date of ceasing, subject to Board discretion to treat any or all of these in a different way.

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<p>Good leaver– which may include retirement, redundancy or other circumstances determined by the Board</p>	<p>In general, current year STI, any prior year deferred STI and any unvested LTI Awards will be left on foot to be tested, vest or be released from restrictions in the ordinary course alongside continuing team members who participate in these plans.</p> <p>In the case of a Good Leaver the Board may pro rate any current year STI to be awarded and any unvested LTI Awards that vest for the part of the performance period elapsed at the date of cessation. Deferred STI, having already been earned for prior year performance, would not be pro rated.</p> <p>The Board may, however, determine a different treatment for STI or LTI in the circumstances.</p>
<p>Bad Leaver – which may include termination for cause or poor performance or resignation in circumstances which disadvantage Aussie Broadband</p>	<p>Awards will generally be forfeited upon ceasing employment.</p>

Benefits subject to approval

Shareholder approval is sought for the purposes of sections 200B and 200E of the Corporations Act for any ‘termination benefits’ resulting from the future exercise of the Board’s discretion under the ABB Incentive Plans.

If Shareholder approval is obtained, the value of the above termination benefits will be disregarded when calculating the Relevant Officeholder’s termination benefits cap for the purpose of subsection 200F(2)(b) or subsection 200G(1)(c) of the Corporations Act.

If the Board exercises discretion to allow a member of the Key Management Personnel to retain any equity securities under any of the ABB Incentive Plans that would otherwise be forfeited, this will be fully described in the Remuneration Report.

Potential value of the termination benefits or entitlements

The amount and value of the termination benefits to be provided pursuant to this approval is the maximum potential benefits that can be provided under the ABB Incentive Plans on cessation of employment.

The actual amount and value of the termination benefits to be provided on cessation of employment cannot be provided in these notes because various matters will affect the value provided, including:

- The Relevant Officeholder’s fixed remuneration at the time the relevant incentives are or were awarded;
- The Relevant Officeholder’s STI or LTI opportunity at the time of grant and/or ceasing employment;
- The portion of the performance period or periods applicable to any of the incentives that has elapsed at the time of ceasing employment;
- The circumstances of ceasing employment; and
- The share price of the Shares at the time of ceasing employment.

Approval is sought for a three-year period

If approval is obtained, it will be effective for a three-year period beginning at the conclusion of this AGM and expiring at the conclusion of the AGM in 2027. If considered appropriate, the Company may seek fresh shareholder approval at the AGM in 2027.

It can be reasonably anticipated that the remuneration of the Relevant Officeholders and aspects of the ABB Incentive Plans will be amended from time to time in line with market practice and changing governance standards. Where relevant, changes in relation to remuneration of Key Management Personnel members will be reported in the Remuneration Report. However, as set out above, the Board has an overriding discretion in relation to the treatment of grants of equity securities on cessation of employment. Subject to the three-year approval period, it is intended that this approval will remain valid for as long as the ABB Incentive Plans provide for these Board discretions.

Directors' Recommendation

The Board (with Mr Phillip Britt and Mr Michael Omeros abstaining) recommends that Shareholders vote in favour of Resolution 9. The Chair of the Meeting intends to vote all available proxies in favour of Resolution 9.

10 Resolution 10 – Financial Assistance

Introduction

This section of this Explanatory Memorandum relating to Resolution 10 is given to Shareholders for the purpose of section 260B(4) of the Corporations Act. It contains all of the information known to the Company or the Directors that is material to deciding how to vote on Resolution 10. Resolution 10 approves the giving of financial assistance by companies that are subsidiaries of the Company pursuant to section 260B(2) of the Corporations Act.

Requirement for shareholder approval

Pursuant to section 260A(1) of the Corporations Act, a company may financially assist a person to acquire shares (or units of shares) in the company or a holding company of the company only if:

- (a) giving the assistance does not materially prejudice:
 - (A) the interests of the company or its shareholders; or
 - (B) the company's ability to pay its creditors; or
- (b) the assistance is approved by shareholders under section 260B of the Corporations Act; or
- (c) the assistance is exempted under section 260C of the Corporations Act.

The requirements for shareholder approval under section 260B of the Corporations Act are described below.

Shareholder approval of financial assistance

Under section 260B(1) of the Corporations Act, for a company to financially assist a person to acquire shares (or units of shares) in itself or its holding company, the financial assistance must be approved by:

- (a) a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by the person acquiring the shares (or units of shares) or by their associates; or
- (b) a resolution agreed to, at a general meeting, by all ordinary shareholders.

Approval of this financial assistance pursuant to section 260B(1) will be given by the shareholders of each Symbio Entity. Additionally, under section 260B(2) of the Corporations Act, if immediately after an acquisition, a company will be a subsidiary of an Australian listed domestic corporation, the financial assistance must also be approved by a special resolution of the shareholders of that listed domestic corporation.

Following the Acquisition, the Symbio Entities are subsidiaries of the Company (being a listed domestic corporation). As such, Shareholders are asked to approve the financial assistance for the purposes of section 260B(2).

The Acquisition

On 28 February 2024, the Company acquired the entire issued share capital of Symbio Holdings Limited ACN 118 699 853 pursuant to the Scheme of Arrangement. As a result of the Acquisition, each Symbio Entity is now a subsidiary of the Company, a listed domestic corporation.

Particulars of the financial assistance

A company may be regarded as giving financial assistance if it gives something needed in order that a transaction be carried out or something in the nature of aid or help. Common examples of financial assistance include issuing a debenture, giving security over the company's assets and giving a guarantee or indemnity in respect of another person's liability.

The Company has entered into one or more finance documents including, without limitation, the Syndicated Facility Agreement. The facilities provided under the Syndicated Facility Agreement were drawn to fund the Acquisition and any costs in connection with the Acquisition, to refinance existing indebtedness of, and to provide working capital for the business of, the Group and related companies, including the Symbio Entities.

Under the terms of the Syndicated Facility Agreement, the Company is required to ensure that any entity that accedes to the Syndicated Facility Agreement:

- (a) enters into an "Accession Letter" to become an "Additional Guarantor" and an "Obligor" (each as defined in the Syndicated Facility Agreement);
- (b) gives a guarantee and indemnity (which is contained in the Syndicated Facility Agreement) for the repayment of money that may become owing, and to secure (among other things) each other obligor's obligations, under the Syndicated Facility Agreement and any related document; and
- (c) executes, or accedes to, any document ancillary to, or in connection with, the Syndicated Facility Agreement and any guarantee, indemnity or security interest given in connection with, or ancillary to, the Syndicated Facility Agreement and any related document.

The Company may also from time to time arrange refinancing and additional financing facilities (including working capital facilities) of an amount to be determined in the future. In order to secure and regulate the obligations of the Company and any applicable subsidiary or related entity of it in relation to new financing facilities, each Symbio Entity may, from time to time:

- (a) execute, or accede to, a new facilities agreement as an obligor:
 - (A) on substantially the same terms as the Syndicated Facility Agreement; or
 - (B) on terms approved by the Board or shareholders of the relevant Symbio Entity (or both) at the relevant time;
- (b) give one or more of a guarantee, indemnity or security interest over its assets (whether by way of mortgage, general security agreement (however described), specific security agreement (however described) or otherwise) to secure each obligor's obligations under any new facilities agreement and any related document; and
- (c) execute, or accede to, any document in connection with, or ancillary to, any new facilities agreement or guarantee, indemnity or security interest given in connection with any new facilities agreement and any related document.

Each Symbio Entity's obligations under each Finance Document are significant. Those obligations include:

- (a) unconditionally and irrevocably guaranteeing the performance of the obligations (including payment obligations) of the Company and any applicable subsidiary or related entity of it under the Finance Documents from time to time; and
- (b) indemnifying each Finance Party and other parties against any liability, loss or cost incurred by them under, or in connection with, the Finance Documents.

As a result, the entering into, and performing obligations under, the Finance Documents (including those Finance Documents as amended, replaced or refinanced) may constitute or involve a Symbio Entity giving

financial assistance in connection with the Acquisition for the purposes of section 260A of the Corporations Act and therefore requires the prior approval of Shareholders under section 260B of the Corporations Act.

Approval of financial assistance

Under section 260B(2) of the Corporations Act, Shareholder approval for financial assistance by the Symbio Entities must be approved by special resolution passed at a general meeting of the Company. Shareholders may vote either for or against Resolution 10 or abstain from voting on the resolution.

To summarise, it is proposed that the giving by each Symbio Entity of the financial assistance in connection with the Acquisition be approved by the Shareholders passing Resolution 10 pursuant to section 260B(2) of the Corporations Act. In accordance with the Corporations Act, a special resolution must be passed by at least 75% of all the votes cast by Shareholders present and entitled to vote on the resolution (whether in person or by proxy, attorney or representative).

Reasons for the financial assistance

The Company used funds made available under the Syndicated Facility Agreement to fund, among other items, the Acquisition and any costs in connection with the Acquisition, and to provide working capital for the business of the Symbio Entities and related companies. The financiers' agreement to provide the finance made available to the Company under the Syndicated Facility Agreement is conditional on the Company and each of its subsidiaries which have acceded to the Syndicated Facility Agreement being bound by certain obligations included in the Syndicated Facility Agreement, including the obligation to ensure that:

- (a) each Symbio Entity assumes the obligations and gives the guarantee and indemnity described above; and
- (b) the Company's Shareholders approve the financial assistance to be given by the Symbio Entities.

Accordingly, the reason for the giving by the Symbio Entities of the financial assistance described above is to enable the Company and its applicable subsidiaries to comply with their obligations under the Syndicated Facility Agreement. In addition, under the Syndicated Facility Agreement, the ability of the obligors to provide financial accommodation to, or guarantee the obligations of, entities which are not obligors is more restricted and limited than in respect of entities which are obligors. It is therefore in the interests of each Symbio Entity to accede to the Syndicated Facility Agreement as an additional guarantor and obligor.

Effects of the financial assistance

As the Company (and each of its subsidiaries which are a party to or have acceded to the Syndicated Facility Agreement) is already liable for the amounts payable under the Syndicated Facility Agreement, the giving of the financial assistance described in this Explanatory Memorandum by each Symbio Entity is unlikely to have any adverse effect on the Company.

The substantial effect of the financial assistance on the Symbio Entities is that, following their respective accession under the Syndicated Facility Agreement, each Symbio Entity will have:

- (a) guaranteed all amounts payable under the Syndicated Facility Agreement and related finance documents; and
- (b) indemnified each Finance Party and other parties against any liability, loss or cost incurred by them under, or in connection with, the Syndicated Facility Agreement and related finance documents.

The operations of the Symbio Entities will also be restricted by the representations and undertakings given by them when they accede to the Syndicated Facility Agreement. However, following completion of the Acquisition, under the terms of the Syndicated Facility Agreement the Company is already required to procure that the Symbio Entities comply with most of these undertakings and the Company is required to provide such representations, even though the Symbio Entities have not yet acceded to the Syndicated Facility Agreement.

The Directors do not currently have any reason to believe that the Company or any of its subsidiaries which have acceded to the Syndicated Facility Agreement are likely to default in its obligations under the Finance Documents. However, if the Company or any applicable subsidiary defaults under the Finance Documents, any

one or more of the Finance Parties may decide to take enforcement action such as making a demand under the Finance Documents (including by a call on the guarantee and indemnity given by each Symbio Entity).

Accordingly, each Symbio Entity (after it has acceded under the Syndicated Facility Agreement) will be liable for the default of the Company or any applicable subsidiary under the Finance Documents. However, any Symbio Entity which has made a payment to the Finance Parties may have a right of contribution or subrogation to be paid by the Company or other obligors.

Advantages of approving Resolution 10

The advantages to the Company of its Shareholders approving Resolution 10 is that:

- (a) the Symbio Entities will be able to accede to the Syndicated Facility Agreement and so allow the Company to meet its obligations under the Syndicated Facility Agreement described above and avoid the occurrence of an event of default. If an event of default occurs, the financiers may require immediate repayment of the amounts due under the Syndicated Facility Agreement and related finance documents. The Directors believe that the utilisation of the existing facilities under the Syndicated Facility Agreement was the most efficient form of financing available to fund the Acquisition; and
- (b) the Company will be able to benefit from synergies, cost savings and greater growth potential through the integration of the Symbio Entities.

The Directors believe that the principal advantage to the Symbio Entities of their respective shareholders approving the financial assistance is that it enables the Company to comply with its obligations under the Finance Documents and avoids a default occurring under the Syndicated Facility Agreement. Any default under the Syndicated Facility Agreement would have a potentially destabilising effect on the Company, which could in turn adversely affect the Symbio Entities. In addition, the continuation of the Syndicated Facility Agreement benefits the Symbio Entities because the Syndicated Facility Agreement will provide funds for the working capital and general corporate purposes of the Symbio Entities.

Disadvantages of approving Resolution 10

- (a) As the Company (and each of its subsidiaries which have acceded to the Syndicated Facility Agreement) is already liable for the amounts payable under the Syndicated Facility Agreement and related Finance Documents, the Directors do not believe there are any disadvantages to the Company of its Shareholders approving Resolution 10. Nevertheless, the disadvantages to the Symbio Entities of their shareholders approving Resolution 10 may be considered to include the following: the Symbio Entities will become liable for the amounts payable under the Syndicated Facility Agreement and related finance documents;
- (b) the operations of the Symbio Entities will be restricted by the representations and undertakings given by them by acceding to the Syndicated Facility Agreement. However, the Company is already required to procure that the Symbio Entities comply with most of these undertakings and the Company is required to provide such representations, even though the Symbio Entities have not yet acceded to the Syndicated Facility Agreement;
- (c) although the Directors consider this unlikely, the Company or any subsidiary may default under the Syndicated Facility Agreement. Following an event of default, the Finance Parties may make a demand under the guarantees provided by the Symbio Entities requiring immediate repayment of the amounts due under the Finance Documents; and
- (d) the giving of the financial assistance may impact on each Symbio Entity's ability to borrow money in the future. This is because a lender may be deterred by the existence of the Finance Documents from making finance facilities available to any Symbio Entity. However, the Company is already required under the Syndicated Facility Agreement to procure that each Symbio Entity does not borrow money other than in a manner permitted by the Syndicated Facility Agreement.

Approval and Recommendation

The Board has unanimously approved this Explanatory Memorandum relating to Resolution 10 and recommends that Shareholders vote in favour of Resolution 10 to approve the giving of financial assistance as the Board believes that approval of the resolution is in the best interests of the Company.

Notice to ASIC

As required by section 260B(5) of the Corporations Act, copies of the Notice (including this Explanatory Memorandum) as sent to the Shareholders were lodged with ASIC before their dispatch to the Shareholders.

Disclosure of information

The Directors of the Company consider that the Notice and this Explanatory Memorandum contain all material information known to the Company that could reasonably be required by the Shareholders in deciding how to vote on Resolution 10, other than information that it would be unreasonable to require the Company to disclose because the Company has previously disclosed the information to its Shareholders.

Accompanying documents

The Notice accompanies this Explanatory Memorandum.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 10.

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AGM or Meeting means the Annual General Meeting of the Company to be held as a hybrid meeting on 25 October 2024 commencing at 10.30am (Melbourne time) at the offices of KPMG, Tower Two, Collins Square, 727 Collins Street, Melbourne, VIC, 3000 and virtually at <https://meetings.linkgroup.com/ABB24>

Annual Report means the 2024 Annual Report, a copy of which may be obtained from the Company's website at <https://www.aussiebroadband.com.au/investor-centre/>.

Associate has the meaning given to that term in the Corporations Act.

ASX means ASX Limited ABN 98 008 624 691 or the market operated by it, as the context requires.

Auditor's Report means the report of the Auditor regarding its audit of the Company, and its controlled entities, which accompanies the Financial Report.

Board means the board of the Directors of the Company from time to time.

Chair means the person who chairs the AGM.

Company or ABB means Aussie Broadband Limited ACN 132 090 192.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means each of the directors of the Company, as appointed from time to time.

Directors' Report means the report of the Directors, which accompanies the Financial Report.

Exempt Plan or Tax Exempt Share Plan means the Company's Tax Exempt Employee Share Plan approved by the Board on 24 August 2023.

Explanatory Memorandum means this document.

Finance Document means the Syndicated Facility Agreement and other document defined as a "Finance Document" in the Syndicated Facility Agreement.

Finance Party means the Agent, the Security Trustee and each Lender (each as defined in the Syndicated Facility Agreement).

Financial Report means the consolidated annual financial report of Aussie Broadband Limited for the year ended on 30 June 2024.

Group means the Company and its controlled entities.

Key Management Personnel has the same meaning as in the accounting standards as defined in section 9 of the Corporations Act (so the term broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director, whether executive or otherwise, of the Company).

Listing Rules means the official rules of the ASX.

LTI Plan or Long Term Incentive Plan means the Company's Long Term Incentive Plan approved by the Board on 16 June 2023.

Managing Director means a Director appointed to that office under clause 17 of the Constitution.

Notice means the notice for the Meeting accompanying this Explanatory Memorandum.

Option means an option to acquire a Share.

Performance Right means a performance right to be allocated a Share.

Proxy Forms means the proxy form enclosed with this Explanatory Memorandum in relation to the Resolutions.

Related Body Corporate has the meaning given to that term in the Corporations Act.

Remuneration Report means the remuneration report of the Company that forms part of the Directors' Report.

Resolutions means each of the resolutions set out in the Notice.

Share means a fully paid ordinary share in the Company.

Shareholder means a registered holder of a Share.

Symbio Entity means:

- (a) Symbio Holdings Limited ACN 118 699 853;
- (b) Comms Code Pty Ltd ACN 601 372 543;
- (c) Symbio Global Pty Limited ACN 109 671 285;
- (d) Symbio Wholesale Pty Limited ACN 136 972 355;
- (e) Symbio Networks Pty. Ltd. ACN 102 756 123;
- (f) Telcoinabox Operations Pty Limited ACN 162 159 935;
- (g) IVox Pty Ltd ACN 108 182 421;
- (h) Conference Call International Pty Ltd ACN 601 625 683;
- (i) Tariff Expert Pty Ltd ACN 145 027 201;
- (j) TNZI International Pty Limited ACN 604 630 524;
- (k) Internex Australia Pty Ltd ACN 070 275 722;
- (l) TNZI Australia Pty Limited ACN 069 159 020;
- (m) Neural Networks Technology Services Pty Limited ACN 600 304 096;
- (n) Mobile Service Solutions Pty Limited ACN 606 336 832;
- (o) Eureka Teleconferencing Pty Ltd ACN 112 316 319;
- (p) Conference Call Asia Pty Ltd ACN 602 372 252;
- (q) Ozlink Conferencing Pty Ltd ACN 601 622 833; and
- (r) each other entity which became a subsidiary of the Company as a result of the Company's acquisition of Symbio Holdings Limited ACN 118 699 853 under the Scheme of Arrangement.

Syndicated Facility Agreement means the syndicated facility agreement dated 2 February 2024 between, among others, the Company, certain subsidiaries of the Company (as Original Guarantors), Commonwealth Bank of Australia (as Agent) and a syndicate of banks (as Original Lenders).

Schedule 1 – Material terms of Non-Executive Directors’ Fee Sacrifice Plan

The key elements of the NED Sacrifice Plan’s operation in FY25 are as set out below, noting that these elements may vary in certain scenarios prescribed by the Plan Rules.

- (a) NED who voluntarily elects to participate (**Participant**) agrees to sacrifice a portion of their annual director’s fees (**Fees**).
- (b) A Participant may sacrifice at their discretion up to 100% of their Fees, but no less than 20%. The Fees are determined on a before-tax basis (**Sacrificed Amount**). ABB will apply the Sacrificed Amount evenly to reduce the Participant’s Fees which otherwise would be periodically paid to them over the course of the year.
- (c) At the start of the Plan year the Participants are granted contractual ‘rights’ each convertible to 1 Share (**Rights**). The number of granted Rights will be determined by dividing the Sacrificed Amount by the 10-day volume-weighted average price of ABB shares up to and 30 June 2024.
- (d) These Rights are converted to Shares and delivered to the Participant in 2 tranches approximately 6 months apart (intended to be after half-year and full-year results announcements in February and August 2025). These dates will align with the opening of trading window periods for the purposes of ABB’s Securities Trading Policy. Conversion will occur without Participants needing to take any actions.
- (e) Following conversion of Rights, Participants will receive Shares that are restricted from Dealing throughout a Restriction Period (**Restricted Shares**). The restriction on Dealing is required in order for a Participant’s tax obligations to be deferred under the Plan.
- (f) The Restriction Period will start on allocation of the Shares and generally end on the date the Participant ceases being an ABB director. As tax cannot be deferred for more than 15 years from the grant of the original Rights, that will be the latest date the Restriction Period ends.
- (g) The Board may elect to implement procedures it considers appropriate in order to assist with maintaining the restriction on Dealing during the Restriction Period, including applying ASX holding locks and/or requiring Restricted Shares to be held in an employee share trust.
- (h) Once the Restriction Period ends, the Participant may Deal with their Shares as they wish (whether by holding them or selling them), subject to insider trading laws and ABB’s Securities Trading Policy.
- (i) Rather than paying tax on their Sacrificed Amount in the year they participate, Participants will pay income tax on the value of the Shares they receive in the financial year that the Restriction Period ends. Capital gains tax may also become payable where Shares are ultimately sold.

Amount of Rights received and conversion of Rights

The Board has the discretion to determine the methodology to be applied to determine the number of Rights a Participant will receive, which is usually calculated by dividing the Participant’s Sacrificed Amount by the appropriate share price at that time. For FY25, Right allocations have been determined with reference to the 10-day volume weighted average share price up to and including 30 June 2024.

Each Right is an entitlement to one Share.

If any residual amount of a Participant’s Sacrificed Amount is left over after all Rights have converted, ABB will pay the Participant a cash equivalent amount to the residual as part of their next periodic Fees payment (less any applicable Taxes).

Rights of Participants as holders of Restricted Shares

Participants will have the same rights as all other ordinary shareholders of ABB, including as to voting at general meetings and to receive dividends. The one difference however is that Participants cannot freely Deal with their Restricted Shares as other ordinary shareholders can until the Restriction Period ends.

If ABB adopts any procedures to assist with maintaining the restriction on Dealing during the Restriction Period then the Participant may also need to exercise their rights through an intermediary (eg directing a trustee of an employee share trust how to vote the Participant’s Restricted Shares, or where to send dividend payments).

Participant rights prior to conversion of Rights

Rights do not grant the holder the same rights that Shares do, such as to vote at shareholder meetings or receive dividends.

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Rights also may not be Dealt with by a Participant unless Board consent has first been received, without which Rights will automatically lapse.

Cessation of Directorship

On cessation of directorship the Restriction Period will be lifted and they will be free to Deal with their Shares (subject to insider trading laws and ABB's Securities Trading Policy).

If cessation occurs prior to any of a Participant's Rights having converted, then those Rights will lapse and not convert to Shares. In this scenario, ABB will pay to the Participant a cash amount equivalent to the original value of the Participant's lapsed Rights.

End of Restriction Period

The Board has the discretion to end the Restriction Period early. The Board only intends to use that discretion in exceptional circumstances such as a Participant's financial hardship or bona fide relationship separation settlement, to be assessed on a case-by-case basis.

There may also be tax consequences applicable to a Participant where the restriction is lifted early.

Change of Control

The Board has discretion under the Plan Rules to determine the appropriate treatment of Rights and Restricted Shares where there is a Change of Control (as defined in the Plan Rules). This may include for early conversion of Rights and/or early ending of Restriction Periods.

Treatment of Rights and Restricted Shares when Corporate Action arises

If a Corporate Action (defined broadly in the Plan Rules) arises while a Participant holds Rights or Restricted Shares, then treatments may be applied to alter their terms (such as the number of them the Participant ultimately holds).

Such treatments are determined in accordance with the requirements of the ASX Listing Rules and applicable Laws, and otherwise at the Board's discretion.

Participation in bonus issues and rights issues

Participants may participate in any bonus issue or rights issue of ABB with respect to Restricted Shares (but not Rights) that they hold.

Additional Shares received by the Participant following a bonus issue or rights issue will not be subject to the Plan Rules.

Change of mind (regarding participation or Sacrificed Amount)

A Participant may terminate their participation in the Plan at any time by notice to the Board. Termination of participation however does not alter their terms of participation in the Plan (ie to reduce or cease the application of their Sacrificed Amount) unless approved by the Board.

A Participant may request to the Board that their Sacrificed Amount be altered (whether increased, decreased or ceased) at any time, however will not be effective unless approved by the Board.

If approved by the Board, the Board may determine how any alteration is effected, which may include additional Rights to be granted or for granted Rights to lapse.

Nomination of beneficial holder

All nominations by Participants are subject to final Board approval.

See the definition of "Nominee" in the Plan Rules regarding the types of related persons and/or controlled entities the Board may accept the nomination of.

All nominations must be notified to the Board via the completion of the Nomination Form unless the Board directs otherwise.

Schedule 2 – Material terms of LTI Plan

Issue	Details of LTI Plan
Eligible Participant	Those persons approved by the Board may participate in the LTI plan from year to year (Eligible Participant).
Securities to be issued	<p>As part of the LTI plan, Eligible Participants may be issued the following securities in the Company (Awards):</p> <ul style="list-style-type: none"> • options to acquire Shares (Options); • options to acquire Shares, with no exercise price payable upon exercise (Zero Exercise Priced Options or ZEPOs); and • entitlements or rights to be allocated Shares for nil consideration (Performance Rights).
Payment for the exercise of Awards	<p>The Board may determine, in its absolute discretion, the fee (if any) payable by an Eligible Participant to exercise vested Options.</p> <p>There is no exercise price payable to exercise vested Performance Rights or ZEPOs.</p>
Number of securities to be issued	The number of Awards offered to a Participant (i.e., an Eligible Participant who has been granted an Award) from time to time will be determined by the Board in its absolute discretion and in accordance with the terms of the LTI Plan.
Vesting of Awards	<p>The Board may determine, in its absolute discretion, the terms and conditions (including performance hurdles and/or vesting conditions) which apply to the vesting of any Awards.</p> <p>Any Awards held by a Participant which has not vested by the relevant expiry date determined by the Board will lapse.</p>
Cessation of employment	<p>Where a Participant ceases employment or office with any member of the Group as a result of a resignation of the Participant (other than as a result of ill health or a genuine retirement) at a time or in a manner that has an adverse impact on any Group member or a termination of that Participant's employment or office in certain circumstances (i.e. due to poor performance, serious or persistent breaches of their employment or engagement contract, becoming disqualified from managing corporations, or serious or gross misconduct) unless the Board determines otherwise in particular circumstances:</p> <ul style="list-style-type: none"> • vested Options and vested ZEPOs continue to be exercisable up to the expiry date unless otherwise determined by the Board; and • any unvested Options, unvested ZEPOs and/or Performance Rights will immediately lapse and be forfeited. <p>If a Participant ceases employment or office with any member of the Group for another reason other than those specified above (i.e. dies, becomes permanently disabled, retires from the workforce or is made redundant):</p> <ul style="list-style-type: none"> • vested Options and vested ZEPOs which have not been exercised will continue to be exercisable up to the expiry date; and • the Board can determine, in its absolute discretion, the manner in which unvested Options, unvested ZEPOs and/or Performance Rights will be dealt with. Details of the default treatment proposed by the Board in different circumstances of ceasing employment are further set out in this Explanatory Memorandum.

Issue	Details of LTI Plan
Variation of LTI Plan	<p>Subject to the ASX Listing Rules and the Constitution, the Board may at any time amend the Plan Rules or the terms and conditions upon which any Options, ZEPOs and/or Performance Rights have been issued under the Plan at its sole and absolute discretion.</p> <p>However, the Board may only amend a provision of the LTI Plan rules or to Options, ZEPOs and/or Performance Rights granted under the Plan, which materially reduces the rights of Participants in respect of the Awards where the amendment is required for the purposes of complying with any law or the Listing Rules, the amendment is to correct any manifest error or mistake, is introduced primarily to take into consideration possible adverse taxation implications in respect of the LTI Plan, if for the purposes of complying with or confirming to present or future legislation governing the LTI Plan or the amendment will allow the implementation of a trust arrangement in relation to the holding of Shares granted under the LTI Plan.</p>
Change of control	<p>If:</p> <ul style="list-style-type: none"> • a transaction resulting in a person (alone or together with their associates) holding a Relevant Interest in 50% or more of all issued Shares; • a transaction resulting in a person (alone or together with their associates) holding a Relevant Interest in securities enabling that person (alone or together with their associates) to exercise 50% or more of the votes which may be cast at a general meeting of the Company; or • a transaction resulting in a person (alone or together with their associates) being able to control the appointment of a majority of the Board, <p>but does not include an internal reorganisation of the Company where the owners of the shares in the entity resulting from the reorganisation are substantially the same as the holders of Shares immediately prior to the reorganisation (and in substantially the same proportions) and the reorganisation is not intended to affect the ultimate control of the Company's business, then the Board may determine in its absolute discretion whether some or all of Options, ZEPOs or Performance Rights:</p> <ul style="list-style-type: none"> • become vested (whether subject to further Vesting Conditions and/or Exercise Conditions or not); • lapse or are forfeited; • remain subject to the applicable periods for measurement, vesting dates, Vesting Conditions and/or Exercise Conditions; or • become subject to substitute or varied periods for measurement, vesting dates, Vesting Conditions and/or Exercise Conditions.
Buy-back	<p>Subject to applicable laws, the Company may buy-back Shares issued on the exercise of Awards held by a Participant for:</p> <ul style="list-style-type: none"> • an amount agreed with the Participant; • the market value of the relevant Shares (without agreement of the Participant); or • where there is a formal takeover offer made for at least 5% of the Shares, at the price or prices offered by the bidder under the takeover offer.
Restrictions on disposal	<p>Awards issued to a Participant may not be assigned, transferred or encumbered with a security interest unless otherwise agreed by the Board or that assignment or transfer occurs by force of law on the death of a Participant.</p> <p>The Board may determine, in its absolute discretion whether there will be any restrictions on the disposal of or the granting of any security interests over the Shares issued on the exercise of Awards.</p>

Issue	Details of LTI Plan
Voting rights	The Awards will not give a Participant any voting rights until the relevant Awards are exercised and the Participants holds Shares.
Dividend rights	The Awards will not give a Participant any right to participate in any dividends until the relevant Awards are exercised and the Participants holds Shares.
Malus and clawback	The Board has the power to take action if a participant’s conduct negatively impacts the Group, involves fraud, dishonesty, serious misconduct, or breaches duties. If such conduct justifies reconsidering the grant of Options, ZEPOs or Performance Rights, the Board can adjust or cancel the grants, require repayment, or modify future incentives.

Schedule 3 – Material terms of the Tax Exempt Share Plan

The receipt of Shares by an Eligible Employee in accordance with the Employee Gift Offer, where certain conditions are fulfilled, may qualify as being exempt from income tax (up to A\$1,000).

Where the conditions are not fulfilled, the Eligible Employee will be subject to taxation at their marginal rate in respect of the value of the Shares received under the Employee Gift Offer.

Broadly, for the issuance of Shares to qualify as exempt from taxation to Eligible Employees under the Employee Gift Offer, the following conditions must be fulfilled:

- the Eligible Employee satisfies an income test;
- the Employee Gift Offer is made on a non-discriminatory basis;
- there is no real risk the Eligible Employee will lose their Shares issued under the Employee Gift Offer, and
- conditions pertaining to the maximum level of shareholding of the Eligible Employee and the retention period of the Shares acquired by the Eligible Employee under the Employee Gift Offer are fulfilled.

In general terms, the conditions require the Eligible Employee (in order to qualify for the tax exemption), to derive adjusted taxable income (taxable income plus reportable fringe benefits plus reportable superannuation contributions and adjustments for investment losses (eg negatively geared investments)) to be equal to or less than A\$180,000 per annum. Further, the Eligible Employee is generally required to hold the Shares issued under the Employee Gift Offer for a period of 3 years (subject to certain exceptions).

Issue	Details of Tax Exempt Share Plan
Requirement to remain an Employee	<p>Unless the People and Community Committee determines otherwise, Shares may be issued or transferred to a Participant pursuant to an Offer only if at both:</p> <p>(a) the date of the Offer; and</p> <p>(b) the date that Shares are intended to be registered in the name of the Participant for the purposes of the Offer,</p> <p>the Participant remains an Employee and has not given or received notice of termination of employment with a body corporate in the Group.</p>
Acceptance of Offer	<p>By accepting an Offer, each Participant:</p> <p>(a) agrees to become a member of the Company and be bound by the Company's constitution;</p> <p>(b) agrees to be bound by the Plan Rules, any terms and conditions specified in the Offer and any other applicable terms specified in the Application submitted by the Participant in relation to the Offer; and</p> <p>(c) offers to acquire Shares under the Plan in accordance with the terms of the Offer and the Application submitted by the Participant.</p>
Issue or transfer of Shares	<p>The Company may, in accordance with a determination of the People and Community Committee under the Plan Rules, issue to a Participant, or arrange the transfer to a Participant of, the Shares the Participant applied to acquire in respect of an Offer.</p>
Funding and Consideration	<p>Subject to the Plan Rules, the issue to, or acquisition for, Participants of Shares under the Plan will be funded by the Company or from non-refundable contributions made by any Subsidiary to the Company or to any person appointed by the Company to arrange the acquisition of the Shares.</p> <p>The Company may, in the discretion of People and Community Committee, issue Shares to Participants where no consideration is payable to the Company for the issue of the Shares.</p>

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<p>No payments by Participant</p>	<p>Unless the People and Community Committee determines otherwise, no amount will be payable by Participants to acquire Shares under the Plan.</p>
<p>Rights attaching to shares</p>	<p>A Participant is entitled to all rights attaching to Plan Shares registered in the Participant's name. Without limiting the generality of this Rule, a Participant:</p> <ul style="list-style-type: none"> (a) is entitled to receive any dividend or capital return paid on Plan Shares registered in the Participant's name; and (b) may exercise any voting rights attaching to those Plan Shares, or may appoint a proxy or attorney to attend and vote for him or her, at any meeting of the members of the Company.
<p>Restrictions on transfer and encumbrance</p>	<p>For the duration of the Trading Lock Period, which is generally 3 years, applicable to Plan Shares held by a Participant, the Plan Shares may not be transferred and the Participant must not:</p> <ul style="list-style-type: none"> (a) dispose of or otherwise deal with (or agree or purport to dispose of or otherwise deal with); or (b) grant (or agree or purport to grant) any Security Interest in or over any of those Plan Shares, or any interest in any of those Plan Shares. <p>A Trading Lock will be applied by or on behalf of the Company to all Plan Shares held by a Participant for the duration of the Trading Lock Period applicable to those Shares.</p>
<p>Release of Shares from Plan</p>	<p>By no later than 30 Business Days after the expiration of the Trading Lock Period applicable to Plan Shares held by a Participant, those Plan Shares will be released from the Plan and the Trading Lock (without the need for any action by the Participant), and the Company will give notice (or cause notice to be given) to the Participant of that release.</p>

LODGE YOUR VOTE


 **ONLINE**
<https://investorcentre.linkgroup.com>

 **BY MAIL**
Aussie Broadband 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
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
Level 12, 680 George Street, Sydney NSW 2000

*During business hours Monday to Friday

 **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474

LODGEMENT OF A VOTING FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am (Melbourne time) on Wednesday, 23 October 2024**, 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:

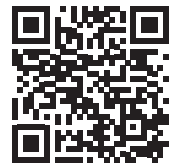
 **ONLINE**
<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Voting 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 vote by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

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

QR Code



HOW TO COMPLETE THIS SHAREHOLDER VOTING 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.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chair of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chair's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

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

DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolutions are 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 Voting 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:

- on each of the first Voting Form and the second Voting 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
- 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.

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6



X99999999999

VOTING FORM

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

A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)



in relation to the Annual General Meeting of the Company to be held at **10:30am (Melbourne time) on Friday, 25 October 2024**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item.

OR

B APPOINT A PROXY

the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chair 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 **10:30am (Melbourne time) on Friday, 25 October 2024 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid meeting. You can participate by attending in person at **KPMG offices, Tower Two, Collins Square, 727 Collins Street, Melbourne, VIC 3008** or logging in online a <https://meetings.linkgroup.com/ABB24> (refer to details in the Virtual Meeting Online Guide).

Important for Resolutions 1, 4 to 9: If the Chair 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 Chair of the Meeting to exercise the proxy in respect of Resolutions 1, 4 to 9, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chair of the Meeting intends to vote undirected proxies in favour of each of these Resolutions.

VOTING DIRECTIONS

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

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

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Approval of Termination Benefits	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Mr Patrick Greene as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Financial Assistance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Ms Sue Klose as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Approve acquisition of securities under the Non-Executive Directors' Fee Sacrifice Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Approval of securities issued under the Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Approval of securities issued under the Tax Exempt Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Approval of securities to Michael Omeros under the Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Approval of securities to Phillip Britt under the Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* 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)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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).

ABB PRX2401N

For personal use only

STEP 1 Please mark either A or B

STEP 2

STEP 3



Virtual Meeting Online Guide

For personal use only

Before you begin

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

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Edge – 92.0 and up

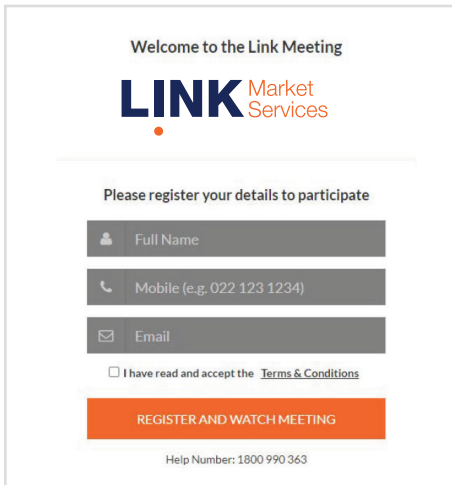
To attend and vote you must have your securityholder number and postcode.

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

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide

For personal use only



Step 1

Open your web browser and go to <https://meetings.linkgroup.com/ABB24>

Step 2

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

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

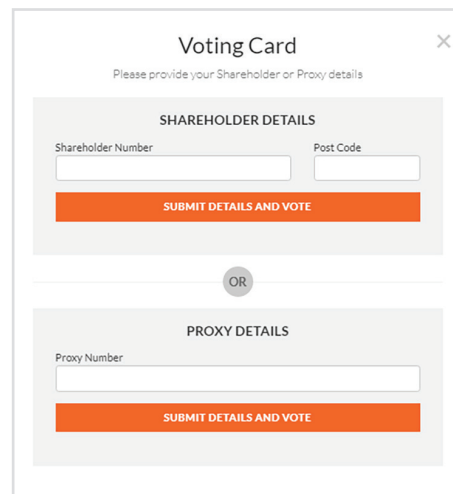
- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

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

1. Get a Voting Card

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

This will bring up a box which looks like this.

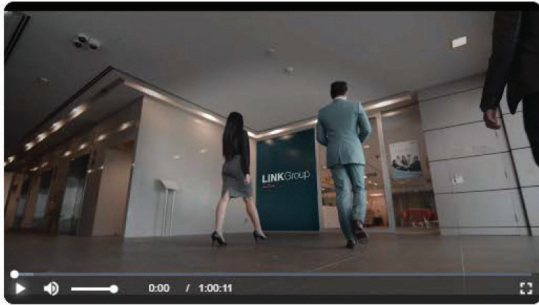


If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

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

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

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



Link Market Services Meeting

+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio's
- Sustainability Report
- Notice of meeting
- Online Guide
- Annual Report

JOHN SAMPLE | *****0014

Voting Card

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

Full Vote | **Partial Vote**

Resolution 1 For Against Abstain

GENERAL BUSINESS

SUBMIT VOTE

Full Votes

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

Partial Votes

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

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

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

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

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

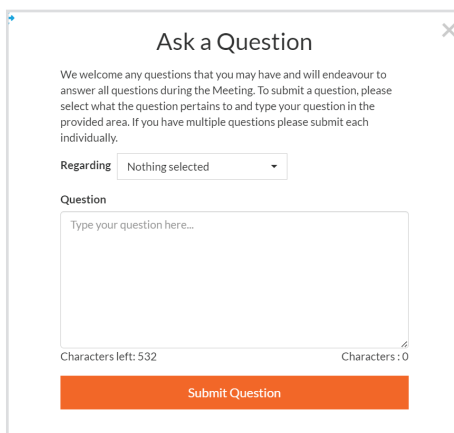
At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards. Once voting has been closed all submitted voting cards cannot be changed.

2. How to ask a question

Note: Only verified Securityholders, Proxyholders and Corporate Representatives are eligible to ask questions.

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

The 'Ask a Question' box will pop up and you have the option to type in a written question or ask an audio question over the phone line.



The 'Ask a Question' dialog box contains the following elements:

- Title:** Ask a Question
- Introductory text:** We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.
- Regarding:** A dropdown menu currently showing 'Nothing selected'.
- Question:** A text input field with the placeholder text 'Type your question here...'
- Character counts:** 'Characters left: 532' and 'Characters: 0'.
- Submit Button:** An orange button labeled 'Submit Question'.

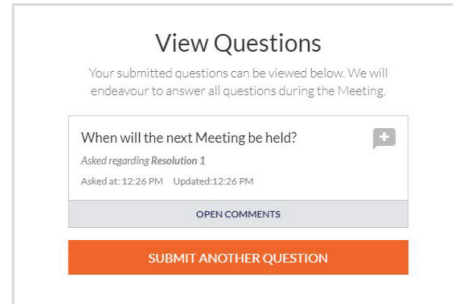
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

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

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

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

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



The 'View Questions' box displays the following information:

- Title:** View Questions
- Introductory text:** Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.
- Question Preview:** 'When will the next Meeting be held?' with a plus icon.
- Metadata:** 'Asked regarding Resolution 1', 'Asked at: 12:26 PM', 'Updated: 12:26 PM'.
- Actions:** 'OPEN COMMENTS' and 'SUBMIT ANOTHER QUESTION' buttons.

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

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

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

Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call: +61 1800 572 288

Step 2

You will be greeted with a welcome message and provided instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to enter your **PIN** followed by the hash key. This will verify you as a Member and allow you to ask a question and vote on the resolutions at the Meeting.

Step 3

Once you have entered your **PIN**, you will be greeted by a moderator. Once the moderator has verified your details you will be placed into a waiting room and will hear music playing.

Note, If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to vote or ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

The moderator will ask you what item of business your question relates to? Let the moderator know if your question relates to General Business or the Resolution number.

Your question will be taken over the phone by the moderator, and will then be put into the online queue.

You will also be asked if you have any additional questions.

Step 3

When it is your time to ask your question, you will hear an auto prompt that your line has been unmuted and you can then start speaking.

Note, if at any time you no longer wish to ask your question, you can lower your hand by **pressing *1** on your key pad. If you also joined the Meeting online, we ask that you mute your laptop or desktop device while you ask your question.

Step 4

Your line will be muted once your question has been answered.

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au