

Direct voting regulations

1 Purpose

The Board has adopted these regulations specifying the form, method and timing of giving a direct vote at a general or class meeting in order for the vote to be valid.

The purpose of these regulations is to facilitate shareholder engagement by permitting members to directly vote at general or class meetings without attending those meetings in person or by proxy (which may not always be practicable).

These regulations are based on regulations formulated by the Governance Institute of Australia (formerly Chartered Secretaries Australia).

2 Votes by members

2.1 *Means of voting*

Votes by members at a meeting may be given:

- (a) personally at the meeting
- (b) by proxy, representative or attorney at the meeting, or
- (c) by a valid notice of their voting intention (**direct vote**).

2.2 *One vote*

A member may only vote by one of the permitted methods in Regulation 2.1 in respect of a share.

If a member casts a direct vote on a particular resolution they are taken to have revoked the authority of a previously authorised proxy to vote on their behalf on that resolution.

2.3 *Priority of votes*

If a member attempts to cast more than one vote on a particular resolution in respect of the same share, only the last document received by the returning officer is to be taken to have been cast, irrespective of whether the vote cast is by way of direct vote or proxy.

3 Direct votes

3.1 *Direct voting*

Pursuant to Regulation 2.1 a member is entitled to cast a direct vote prior to the relevant general meeting (the vote must be received at least 48 hours prior to the time for the meeting).

Every member who is entitled to attend that general meeting is entitled to cast a direct vote.

3.2 *Direct voting instrument*

If sent by post or fax, the direct vote must be signed by the member or, if the member is a corporation, either under seal or by a duly authorised officer, attorney or representative.

If sent by electronic transmission the direct vote is to be taken to have been signed if it has been signed or authorised by the member in the manner approved by the directors or specified in the notice of meeting. This would include submitting the direct voting form online.

A direct vote includes any form of vote that the directors may prescribe or accept, including by any electronic means.

3.3 *Deposit of instrument*

At least 48 hours before the time for holding the relevant general meeting, an adjourned meeting or a poll at which a person proposes to cast a notice of their voting intention, there must be received at the Office, or such other place as is specified for that purpose in the notice of meeting, or be transmitted to a facsimile number at the Office or a facsimile number or electronic address specified for that purpose in the notice of meeting:

- (a) notice of their voting intention, and
- (b) any authority or power under which the direct vote was signed or a certified copy of that power or authority.

3.4 *Form of the direct vote*

A notice of a voting intention is valid if it contains the following information:

- (a) the member's name and address or any applicable identifying notations such as the holder identification number or similar approved by the directors or specified in the notice of meeting, and
- (b) the member's voting intention on any or all of the resolutions to be put before the meeting.

3.5 *Validity*

A direct vote is valid even if before the vote was cast the member:

- (a) died
- (b) became of unsound mind, or
- (c) wished to change their vote,

unless written notification of the relevant event is received at the Office before the meeting, adjourned meeting or the taking of a poll in respect of which the direct vote was to have been cast.

3.6 *Chairman's decision*

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

3.7 *Attendance by member who has cast a direct vote*

A person who has cast a direct vote is entitled to attend the meeting. The member's attendance cancels the direct vote, unless the member instructs the company or the company's share registry otherwise.

4 Counting of direct votes

4.1 *Count*

If a direct vote is cast in respect of a resolution, the Chairman of the meeting must:

- (a) on a vote by show of hands, for the purposes of rule 6.7(a) and (c) of the Company's constitution, exclude each member who has submitted a direct vote for or against the resolution; and
- (b) on a poll, count the votes cast by each member who has submitted a direct vote directly for or against the resolution, by the number of shares held by each member.

If the direct votes lodged (together with the proxies received) could result in a different outcome from the vote on a show of hands under paragraph (a), the Chairman of the meeting should call for a poll.

4.2 *Certificate of direct votes cast*

The Chairman of a meeting must ensure that a certificate signed by the returning officer of direct votes received is available at the meeting ahead of any vote being taken.

5 Disclosure of direct votes

5.1 *At the meeting*

Before the vote is taken at the meeting, the Chairman of the meeting must inform the meeting whether any direct votes have been received and how the direct votes are to be cast. The procedure adopted will be the same as for the identification of proxy votes.

5.2 *After the meeting – results*

The number of direct votes received for and against each resolution must be included in the minutes of the meeting and should be notified to the ASX.

This should be combined with the lodgement of information required under section 251AA(2) of the Corporations Act.