

## NOTICE OF ANNUAL GENERAL MEETING

**PERTH, AUSTRALIA; 30 OCTOBER 2020:** Hazer Group Limited (ASX: HZR) advises of the following documents in relation to the upcoming Annual General Meeting:

- Shareholder Letter containing Important Information Regarding the Company's Upcoming Annual General Meeting
- Notice of Annual General Meeting
- Proxy Form

For more information contact:

Emma Waldon, Company Secretary  
[ewaldon@hazergroup.com.au](mailto:ewaldon@hazergroup.com.au)

ENDS

26 October 2020

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Level 9, 99 St Georges Terrace  
Perth WA 6000

PO Box Z5511  
St Georges Terrace  
Perth WA 6831

e [contact@hazergroup.com.au](mailto:contact@hazergroup.com.au)

Dear Shareholders

### **IMPORTANT INFORMATION REGARDING THE COMPANY'S UPCOMING ANNUAL GENERAL MEETING**

The Company's Annual General Meeting is scheduled to be held in Perth on Monday 30 November 2020 at Level 9, 99 St Georges Terrace, Perth WA 6000 at 10.00am (AWST) (Meeting).

In accordance with subsection 5(f) of the Corporations (Coronavirus Economic Response) Determination (No. 1) 2020, the Company will not be dispatching physical copies of the Notice of Meeting (NOM) to shareholders. Instead, a copy of the NOM can be viewed and downloaded online on the Company's website at the following link below and the ASX website:

<https://hazergroup.com.au/announcements/>

Taking into consideration the evolving COVID-19 situation, Directors of the Company being located in a number of States and restrictions on travel, the Directors have decided that Shareholders will not be able to attend the Meeting in person, and rather the Meeting will be held via a webinar electronic platform.

The Meeting will be accessible to all Shareholders via a live webinar which will allow Shareholders to listen to the Meeting and ask questions. The Meeting Chair will provide instructions as to how questions may be asked by Shareholders during the webinar.

To register and access the Meeting by webinar Shareholders should copy the link below to your web browser and you will be emailed a link to join the Meeting.

[https://us02web.zoom.us/webinar/register/WN\\_RISiYAsXToiSqEcFA6cuqg](https://us02web.zoom.us/webinar/register/WN_RISiYAsXToiSqEcFA6cuqg)

Shareholders are encouraged to submit questions in advance of the meeting by emailing the questions to [ewaldon@hazergroup.com.au](mailto:ewaldon@hazergroup.com.au) by no later than Friday 27 November 2020. This will assist in enabling management to prepare appropriate responses to your questions.

All resolutions will be decided on a poll (rather than a show of hands). The poll will be conducted based on votes submitted by proxy and at the Meeting by Shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions below.

**Shareholders are strongly encouraged to complete a Proxy Form to appoint the Chair of the Meeting as their proxy and to provide specific instructions on how the Shareholder's vote is to be exercised on each item of business.** The Chair must follow your instructions. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting.

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the enclosed Proxy Form.

Shareholders who do not wish to vote using a Proxy Form and who intend to vote on a poll at the Meeting must email the Company at [ewaldon@hazergroup.com.au](mailto:ewaldon@hazergroup.com.au) to notify the Company of their intentions and to request a personalised poll form.



Shareholders who wish to vote on a poll at the Meeting will also need to register for the webinar using the link above and access the webinar to attend the Meeting. The Company will send personalised poll forms following the cut-off time for the return of Proxy Forms (i.e. after 10.00am (AWST) on Saturday 28 November 2020) to Shareholders who request them prior to this time.

Personalised poll forms must be completed and returned to the Company after the poll has been called and prior to the close of polling. During the Meeting, the Chair will notify you how and when you are able to complete and return the personalised poll form.

You may still attend the Meeting via the webinar if you have completed a Proxy Form, the person you have appointed as proxy will cast your vote on your behalf.

Please note that if you have previously submitted a Proxy Form and you elect to vote by poll during the Meeting your proxy's authority to vote will be revoked for any resolutions where you have cast a poll vote.

**Shareholders are encouraged to participate in the Meeting via the live webinar, lodge a directed Proxy Form and submit questions prior to the meeting in the manner described above.**

This announcement and letter is authorised by the Board.

Sincerely,  
Emma Waldon  
Company Secretary

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**HAZER GROUP LIMITED**

**ABN 40 144 044 600**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 10.00 am (AWST)

**DATE:** Monday, 30 November 2020

**PLACE:** Level 9, 99 St Georges Terrace  
Perth WA 6000

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, using the contact details on page 16.*

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## YOUR VOTE IS IMPORTANT

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The business of the Annual General Meeting affects your shareholding and your vote is important.

## VOTING IN PERSON

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Given the current COVID-19 circumstances, restrictions on travel and in the interests of public health and safety of our Shareholders, the Company is not able to allow Shareholders to physically attend the Meeting. Please refer to the information below on how Shareholders can participate in the Meeting.

## VOTING BY POLL

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All resolutions will be decided on a poll (rather than a show of hands). The poll will be conducted based on votes submitted by proxy and at the Meeting by Shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions below.

## VOTING BY PROXY

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**Shareholders are strongly encouraged to complete a Proxy Form to appoint the Chair of the Meeting as their proxy and to provide specific instructions on how the Shareholder's vote is to be exercised on each item of business.** The Chair must follow your instructions. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting.

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form.

## ONLINE ATTENDANCE AND VOTING VIA WEBINAR

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The Meeting will be accessible to all Shareholders via a live webinar, which will allow Shareholders to listen to the Meeting and ask questions. The Meeting Chair will provide instructions as to how questions may be asked by Shareholders during the webinar.

To register and access the Meeting by webinar Shareholders should copy the link below to your web browser and you will be emailed a link to join the Meeting.

[https://us02web.zoom.us/webinar/register/WN\\_RISiYAsXToiSgEcFA6cuqg](https://us02web.zoom.us/webinar/register/WN_RISiYAsXToiSgEcFA6cuqg)

Shareholders are encourage to submit questions in advance of the meeting by emailing the questions to [ewaldon@hazergroup.com.au](mailto:ewaldon@hazergroup.com.au) by no later than Friday 27 November 2020. This will assist in enabling management to prepare appropriate responses to your questions.

Shareholders who do not wish to vote using a Proxy Form and who intend to vote on a poll at the Meeting must email the Company at [ewaldon@hazergroup.com.au](mailto:ewaldon@hazergroup.com.au) to notify the Company of their intentions and to request a personalised poll form.

Shareholders who wish to vote on a poll at the Meeting will also need to register for the webinar using the link above and access the webinar to attend the Meeting. The Company will send personalised poll forms following the cut-off time for the return of Proxy Forms (i.e. after 10.00am (AWST) on Saturday 28 November 2020) to Shareholders who request them prior to this time.

Personalised poll forms must be completed and returned to the Company after the poll has been called and prior to the close of polling. During the Meeting, the Chair will notify you how and when you are able to complete and return the personalised poll form.

You may still attend the Meeting via the webinar if you have completed a Proxy Form, the person you have appointed as proxy will cast your vote on your behalf.

Please note that if you have previously submitted a Proxy Form and you elect to vote by poll during the Meeting your proxy's authority to vote will be revoked for any resolutions where you have cast a poll vote.

## **APPOINTING A PROXY**

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A Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote at the Meeting on their behalf. A proxy does not need to be a Shareholder of the Company.

If a Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the percentage or number of votes each proxy can exercise. If the proxy form does not specify the percentage or number of the Shareholder's votes that each proxy may exercise, each proxy may exercise half of the Shareholder's votes on a poll. Fractions will be disregarded.

To appoint a proxy online, visit [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), select 'Investor Login' and in the "Single Holding" section enter Hazer Group Limited or the ASX code HZR in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

Alternatively, you can appoint a proxy by completing and signing the enclosed proxy form and sending the form to:

- (a) by post to Link Market Services Locked Bag A14 SYDNEY SOUTH NSW 1235; or
- (b) by fax to Link Market Services at (+61 2) 9287 0309.

The deadline for receipt of proxy appointments is 10.00am (AWST) on Saturday, 28 November 2020.

**Proxy appointments received later than this time will be invalid.**

## **POWER OF ATTORNEY**

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If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already been provided to the Share Registry.

## **CORPORATE REPRESENTATIVES**

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If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

An appointment of corporate representative form may be obtained from Link Market Services by calling (+61) 1300 554 474 or online at <http://www.linkmarketservices.com.au/corporate/resources/forms.html>

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting (**AGM**) of Shareholders of Hazer Group Limited will be held at Level 9, 99 St Georges Terrace Perth WA 6000 at 10.00 am (AWST) on Monday, 30 November 2020.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the AGM. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

The Directors have determined under Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company at 4:00 pm (AWST) on Saturday, 28 November 2020.

### AGENDA

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#### ADOPTION OF ANNUAL REPORT

To receive and consider the Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2020.

Shareholders will be asked to consider, and if thought fit, to pass, with or without amendment, the Resolution below, which will be proposed as a **Non-Binding Resolution**:

#### RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

*"To adopt the Hazer Group Limited Remuneration Report for the year ended 30 June 2020."*

Shareholders will be asked to consider, and if thought fit, to pass, with or without amendment, the Resolutions below, which will be proposed as **Ordinary Resolutions**:

#### RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DANIELLE LEE

*"That Danielle Lee be re-elected as a Director of the Company."*

#### RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SECURITIES - PLACEMENT UNDER LISTING RULE 7.1

*"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 16,071,195 Shares for the purposes and on the terms and conditions set out in the Explanatory Statement accompanying the Notice."*

#### RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SECURITIES - PLACEMENT UNDER LISTING RULE 7.1A

*"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 3,928,805 Shares for the purposes and on the terms and conditions set out in the Explanatory Statement accompanying the Notice."*

Shareholders will be asked to consider, and if thought fit, to pass, with or without amendment, the Resolution below, which will be proposed as a **Special Resolution**.

#### RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY

*"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totaling up to 10% of the issued capital, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."*

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DATED: 26 October 2020

BY ORDER OF THE BOARD

A handwritten signature in blue ink, appearing to read 'Emma Waldon', with a stylized flourish at the end.

HAZER GROUP LIMITED  
EMMA WALDON  
COMPANY SECRETARY



## **Voting Prohibition and Voting Exclusion Statements**

For the definitions of Key Management Personnel (**KMP**) and Closely Related Parties, please refer to the Glossary on page 17.

The Corporations Act restricts members of the KMP of the Company and their Closely Related Parties from voting in relation to remuneration related Resolutions (such as Resolution 1), voting prohibitions.

In addition, separate voting restrictions apply in respect of Resolution 3, 4, and 5 under the ASX Listing Rules, voting exclusions.

**What this means for Shareholders:** If you intend to appoint a member of the KMP (other than the Chairman of the Meeting) or a Closely Related Party of a member of the KMP as your proxy, please ensure that you direct them how to vote on Resolution 1. If you do not do so, your proxy will not be able to vote on your behalf on Resolution 1.

If you intend to appoint the Chairman of the Meeting as your proxy, you are encouraged to direct him how to vote by marking the boxes for Resolution 1 (for example if you wish to vote for, or against, or to abstain from voting). If you appoint the Chairman as your proxy without directing him how to vote, the Proxy Form authorises him to vote as he decides on Resolution 1 (even though this Resolution is connected with the remuneration of KMP). The Chairman of the Meeting intends to vote in favour of all Resolutions (where permissible).

The Company will disregard votes cast on Resolutions 1, 3, 4, and 5 by the persons detailed in the below.

### **Resolution 1 – Adoption of Remuneration Report**

#### **Voting Prohibition Statement:**

In accordance with the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the KMP, details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2020; and
- (b) Closely Related Parties of such a member.

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; or
- (b) the person is the Chairman of the Meeting and the appointment of the Chairman as proxy:
  - i. does not specify the way the proxy is to vote on Resolution 1; and
  - ii. expressly authorises the Chairman to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP.

### **Resolution 3 – Ratification of Prior Issue of Securities - Placement Under Listing Rule 7.1**

#### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - ii. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Resolution 4 – Ratification of Prior Issue of Securities - Placement Under Listing Rule 7.1A**

##### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - ii. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Resolution 5 – Approval of 10% Placement Capacity**

##### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under the 10% Placement Facility, by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any associate of those persons.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - ii. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held on Monday, 30 November 2020 at 10.00am (AWST).

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

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### 1. ANNUAL REPORT

The business of the Meeting will include receipt and consideration of the Company's Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2020, which are included in Hazer's Annual Report.

In accordance with the Corporations Act 2001, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Annual Report, and on the management of Hazer.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and
- the independence of the auditor in relation to the conduct of the audit.

#### Written questions for the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report to the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, that is by Monday, 23 November 2020.

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report is set out in the Annual Report. The Remuneration Report details the Company's remuneration arrangements for the Directors and senior management of the Company.

S250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company. Shareholders should note that the vote on Resolution 1 is advisory only and not binding on the Company or its Directors.

However, under the Corporations Act, if at least 25% of the votes cast on Resolution 1 are against the adoption of the Remuneration Report then:

- if comments are made on the Remuneration Report at the Meeting, Hazer's 2021 Remuneration Report will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if, at next year's AGM, at least 25% of the votes cast on the resolution for adoption of the 2021 Remuneration Report are against it, Hazer will be required to put to Shareholders a resolution proposing that an Extraordinary General Meeting (**EGM**) be called to consider the election of Directors (**Spill Resolution**). If the Spill Resolution is passed (i.e. more than 50% of the votes cast are in favour of it), all of the Directors (other

than the Managing Director) will cease to hold office at the subsequent EGM, unless re-elected at that Meeting.

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%.

In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Remuneration Report.

**Board recommendation:** *The Remuneration Report forms part of the Directors' Report, which was approved in accordance with a unanimous resolution of the Board. Each Director recommends that Shareholders vote in favour of adopting the Remuneration Report.*

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### 3. RE-ELECTION OF DIRECTORS

#### **Constitution**

Rule 7.3(a) of the Constitution requires that one third of the Directors (excluding Directors appointed under rule 7.2(b)), or if their number is not a multiple of three, then rounded down to the nearest whole number must retire at each annual general meeting. Rule 7.3(d) provides that a Director who retires under rule 7.3(a) is eligible for re-election. Rule 7.3(e) of the Constitution provides that the Managing Director is exempt from this requirement.

#### **RESOLUTION 2 – RE-ELECTION OF DANIELLE LEE**

Danielle Lee retires by rotation and seeks re-election in accordance with rule 7.3(a) of the Constitution. Danielle was last re-elected a director at the 2017 annual general meeting.

#### **Brief Curriculum Vitae of Danielle Lee**

Non-Executive Director (Independent Director), appointed 16 September 2015.

#### **Experience and expertise**

Danielle is an experienced corporate lawyer more than 23 years' experience shared between private law firms and the Australian Securities Exchange. She has a broad range of skills and legal experience in the areas of corporate advisory, governance and equity capital markets. She has advised a range of Australian public and private companies in a range of industries on corporate transactions including capital raisings, ASX listings, business and share acquisitions, shareholder agreements and joint venture arrangements.

#### **Qualifications**

*Bachelor of Economics from the University of Western Australia, Bachelor of Laws from the University of Western Australia (first class honours) and GradDip Applied Finance and Investment.*

#### **Current directorships of other listed companies**

Non-Executive Director of Ocean Grown Abalone Ltd (ASX: OGA)

#### **Former directorships of other listed companies in the last three years**

None

#### **Special responsibilities**

Chair of the Audit and Risk Committee and Member of Remuneration and Nomination Committee

**Board recommendation:** *The Directors (with Danielle Lee abstaining) unanimously recommend the re-election of Danielle Lee.*

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#### **4. RESOLUTIONS 3 & 4 RATIFICATION OF PRIOR ISSUE OF SECURITIES – PLACEMENT UNDER LISTING RULES 7.1 AND 7.1A**

##### **Background**

On 18 June 2020, the Company announced that it had issued 20,000,000 Shares in a placement to institutional and sophisticated investors at an issue price of \$0.42 per Share raising approximately \$8,400,000 (before costs) (Placement).

The Placement Shares were issued without prior Shareholder approval using the Company's placement capacities under ASX Listing Rule 7.1 (16,071,195 Shares) and ASX Listing Rule 7.1A (3,928,805 Shares).

##### **ASX Listing Rule 7.1 and 7.1A**

ASX Listing Rule 7.1 restricts listed companies in relation to the number of equity securities that they can issue or agree to issue without shareholder approval. Generally, a listed company cannot, in any 12 month period, issue a number of equity securities which is more than 15% of their fully paid ordinary shares on issue without shareholder approval, unless an exception applies.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained approval to increase its limit to 25% at its previous annual general meeting held on 19 November 2019.

As the Placement utilised part of the 25% limit in Listing Rules 7.1 and 7.1A, it reduces the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Placement Shares.

##### **ASX Listing Rule 7.4**

ASX Listing Rule 7.4 provides that where holders of ordinary securities approve a previous issue of securities made without approval under ASX Listing Rule 7.1, and provided that the previous issue of securities did not breach ASX Listing Rule 7.1, those securities shall be deemed to have been issued with Shareholder approval for the purpose of ASX Listing Rule 7.1.

##### **Shareholder approval and Specific information required by Listing Rule 14.1A**

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval in Resolutions 3 and 4 to ratify the Placement Shares pursuant to Listing Rule 7.4.

If Resolutions 3 and 4 are passed, the Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A respectively, effectively increasing the number of equity securities the Company can issue with Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolutions 3 and 4 are not passed, the Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A respectively, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

##### **Specific information required by Listing Rule 7.5**

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders:

- (a) The Shares were issued to institutional, professional and sophisticated investors, none of whom are related parties of the Company, a member of Key Management Personnel, a substantial holder in the Company, an adviser to the Company or an associate of any such person. The Shares were issued to existing shareholders; and

professional and sophisticated investors who are clients of Viriathus Capital Limited (Lead Manager). The recipients were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company.

- (b) The number of securities issued was 20,000,000 Shares. 16,071,195 Shares were issued pursuant to the Company's Listing Rule 7.1 placement capacity (ratification of which is sought under Resolution 3) and 3,928,805 Shares were issued pursuant to the Company's Listing Rule 7.1A placement capacity (ratification of which is sought under Resolution 4).
- (c) The Placement Shares issued rank equally with, and are on the same terms as, the existing Shares on issue.
- (d) 20,000,000 Placement Shares were issued at \$0.42 per share raising approximately \$8.4 million (before costs).
- (e) Funds raised from the issue of 20,000,000 Shares will be used to construct a Commercial Demonstration Plant, the first fully integrated, operational production facility based on the Hazer Process, and support the Company's ongoing research and development program into applications for our graphite advanced carbon material, business development activities, and general working capital.
- (f) The Placement Shares were not issued under an agreement, however, subscribers for Placement Shares entered into binding commitment letters with the Lead Manager.
- (g) A voting exclusion applies to this item of business, as set out in the Notice of Meeting.

**Board recommendation:** *The Directors unanimously recommend that Shareholders vote in favour of ratifying the above issue of Placement Shares.*

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## 5 RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY

### 5.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities totalling up to 10% of its issued share capital through placements over a 12 month period after the entity's annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes and as at the date of this Notice has a market capitalisation of approximately \$92,092,969.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (please refer to Section 5.2(c) below).

A voting exclusion applies to this item of business, as set out in the Notice of Meeting.

### 5.2 ASX Listing Rule 7.1A

#### (a) Shareholder approval and Specific information required by Listing Rule 14.1A

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting. Resolution 5 is a special

resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

If Resolution 5 is passed the Company will have the ability to issue Equity Securities under the 10% Placement Facility.

If Resolution 5 is not passed the Company will not have the ability to issue Equity Securities under the 10% Placement Facility.

**(b) Equity Securities**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of the Notice, the Company has one quoted class of Equity Securities on issue on the ASX, being the Shares (ASX Code: HZR).

**(c) Formula for calculating 10% Placement Capacity**

The exact number of Equity Securities that the Company may issue under an approval under ASX Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the previous 12 months;
- (C) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under ASX Listing Rule 7.1 or 7.4. This does not include an issue of Shares under the Company's 15% placement capacity without Shareholder approval; and
- (D) less the number of Shares cancelled in the previous 12 months.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating the Company's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

**5.3 Specific information required by ASX Listing Rule 7.3A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 5.

**(a) Approval Period**

An approval under 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following.

- (i) The date that is 12 months after the date of the annual general meeting at which the approval is obtained.
- (ii) The time and date of the Company's next annual general meeting.
- (iii) The time and date of the approval by holders of the Company's Shares of a transaction under rule 11.1.2 or rule 11.2.

**(10% Placement Capacity Period).**

**(b) Minimum Price**

Any Equity Securities issued under rule 7.1A.2 must be in an existing quoted class of the Company's Equity Securities and issued for a cash consideration per Equity Security which is not less than 75% of the volume weighted average market price for Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 ASX trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

**(c) Purpose of Issue under 10% Placement Capacity**

The Company may seek to issue the Equity Securities under the 10% Placement Facility in order to fund the Company's commercialisation of its technology, research and development programs, fees in relation to the Company's intellectual property rights and patent protection, as well as general working capital. The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 upon any issue of Equity Securities.

**(d) Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below. The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.



Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A.2)	Dilution			
	Issue Price (per Share)	\$0.33 (50% decrease in current issue price)	\$0.66 (Current issue price)	\$0.99 (50% increase in current issue price)
139,524,802  (Current Variable A)	Shares issued - 10% voting dilution	13,952,480	13,952,480	13,952,480
	Funds raised	\$4,604,318	\$9,208,637	\$13,812,955
209,287,203  (50% increase in Variable A)*	Shares issued - 10% voting dilution	20,928,720	20,928,720	20,928,720
	Funds raised	\$6,906,478	\$13,812,955	\$20,719,433
279,049,604  (100% increase in Variable A)*	Shares issued - 10% voting dilution	27,904,960	27,904,960	27,904,960
	Funds raised	\$9,208,637	\$18,417,274	\$27,625,911

The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue, a scrip issued under a takeover offer or the issue of Shares on the exercise of options which complied with ASX Listing Rules when issued) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

**The table above uses the following assumptions:**

1. Variable "A" in the above table is calculated with reference to the total shares on issue as at 26 October 2020.
2. The issue price set out above is the closing price of the Shares on the ASX on 26 October 2020.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
7. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
8. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

**(e) Allocation under the 10% Placement Capacity**

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new assets or investments.

**(f) Previous Approval under ASX Listing Rule 7.1A**

The Company previously obtained approval under ASX Listing Rule 7.1A at an Annual General Meeting on 30 November 2019.

During the 12 month period preceding the date of the Meeting, being on and from 30 November 2019, the Company has issued a total of 32,505,441 Shares which represents approximately 22.0% of the total diluted number of Equity Securities on issue in the Company on 30 November 2019, which was 148,021,028.

Of these issues of Equity Securities, 3,928,805 Shares were issued pursuant to the previous ASX Listing Rule 7.1A approval which represents approximately 2.7% of the total diluted number of Equity Securities on issue in the Company on 30 November 2019, which was 148,021,028.

Equity Securities issued under Listing Rule 7.1A in this 12 month period are outlined below and the following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of these issues:

Date of Issue	18 June 2020
Number and Class of Equity Securities issued	20,000,000 Shares, 3,928,805 of which were issued under Listing Rule 7.1A.
Recipients	Professional and sophisticated investors who participated in a placement undertaken by the Company, none of which were related parties of the entity, members of key management personnel, advisers to the entity or associates of the above, who received more than 1% of the issued capital at the time of issue.
Issue Price and discount to Market Price (if any)	\$0.42 per Share (a discount of 26% to the closing market price on the date of agreement to issue the Shares).
Form of Consideration	Cash
Total Cash Consideration	Amount raised: \$8,400,000 (before costs), of which \$1,650,098.10 was raised under listing Rule 7.1A. Amount spent: Nil

The intended use of funds from the above Shares issues is to accelerate the Company's growth strategy including the construction a Commercial Demonstration Plant, and supporting the Company's ongoing research and development program into applications for the Company's graphite advanced carbon material, business development activities, and improving the Company's working capital position.

At the time of despatching the Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.

**Board recommendation:** *The Directors unanimously recommend that Shareholders vote in favour of the resolution.*

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## 6. ENQUIRIES

Shareholders may contact the Company Secretary if they have any queries in respect of the matters set out in these documents.

Emma Waldon  
Company Secretary  
Hazer Group Limited  
PO Box Z5511, St Georges Tce  
Perth, WA 6831  
Australia

Tel: +61 417 800 529

Email: [ewaldon@hazergroup.com.au](mailto:ewaldon@hazergroup.com.au)

## GLOSSARY

**Annual General Meeting, AGM or Meeting** means the meeting convened by the Notice.

**APV** means AP Ventures Fund II GP LLP or its nominee.

**ASX** means ASX Limited (ABN 98 008 624 691).

**ASX Listing Rules** means the Listing Rules of ASX.

**AWST** means Australian Western Standard Time, Perth, Western Australia.

**Board** means the board of Directors of the Company as constituted from time to time.

**Business Day** has the meaning given to that term in ASX Listing Rule 19.12.

**Closely Related Parties**, in relation to a member of KMP, means the member's spouse, child or dependant (or a child or dependant of the member's spouse), anyone else in the member's family who may be expected to influence or be influenced by the member in the member's dealings with Hazer, any company the member controls, and a person prescribed by the Corporations Regulations 2001 (Cth).

**Company** or **Hazer** means Hazer Group Limited (ABN 40 144 044 600).

**Constitution** means the Constitution of the Company.

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

**Directors** mean the directors of the Company.

**Documents** means each of the Notice, Explanatory Statement and the Proxy Form and all other documents that accompany each other when sent to each Shareholder.

**Employee Incentive Plan** means the Hazer Employee Incentive Plan last approved by Shareholders at the 2019 annual general meeting.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Key Management Personnel** or **KMP** has the same meaning given in the accounting standards. Broadly speaking this includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any Directors of the Company.

**Notice** means the notice of Meeting that accompanies and forms part of the Documents.

**Option** means an option, if exercised in accordance with its terms, to acquire one Share in the Company.

**Ordinary Resolution** means a resolution passed by more than 50 per cent of the votes at a general meeting of Shareholders.

**Proxy Form** means the proxy form accompanying this Notice of Meeting.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**Share Registry** means Link Market Services.

**Special Resolution** means a resolution passed by more than 75 per cent of the votes at a general meeting of Shareholders.

**Trading Day** has the meaning given to that term in ASX Listing Rule 19.12.

### **Interpretation**

In these Documents, unless the context requires otherwise:

- (a) a reference to a word includes the singular and the plural of the word and vice versa;
- (b) a reference to a gender includes any gender;
- (c) if a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
- (d) a term which refers to a natural person includes a company, a partnership, an association, a corporation, a body corporate, a joint venture or a governmental agency;
- (e) headings are included for convenience only and do not affect interpretation;
- (f) a reference to a document includes a reference to that document as amended, novated, supplemented, varied or replaced;
- (g) a reference to a thing includes a part of that thing and includes but is not limited to a right;
- (h) the terms “included”, “including” and similar expressions when introducing a list of items do not exclude a reference to other items of the same class or genus;
- (i) a reference to a statute or statutory provision includes but is not limited to:
  - (i) a statute or statutory provision which amends, extends, consolidates or replaces the statute or statutory provision;
  - (ii) a statute or statutory provision which has been amended, extended, consolidated or replaced by the statute or statutory provision; and
  - (iii) subordinate legislation made under the statute or statutory provision including but not limited to an order, regulation, or instrument;
- (j) a reference to “\$”, “A\$”, “Australian Dollars” or “dollars” is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia; and
- (k) a reference to an asset includes all property or title of any nature including but not limited to a business, a right, a revenue and a benefit, whether beneficial, legal or otherwise.



# HAZER GROUP LIMITED

ABN 40 144 044 600

## LODGE YOUR VOTE

**ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

**BY MAIL**  
Hazer Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

**BY FAX**  
+61 2 9287 0309

**BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138

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



**X99999999999**

## PROXY FORM

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

### APPOINT A PROXY

**the Chairman of the Meeting (mark box)**

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AWST) on Monday, 30 November 2020 at Level 9, 99 St Georges Terrace, Perth WA 6000 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolution 1:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

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

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

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Danielle Lee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Ratification of Prior Issue of Securities - Placement under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Ratification of Prior Issue of Securities - Placement under Listing Rule 7.1a	<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)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

**HZR PRX2001C**



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the 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 Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- 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](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AWST) on Saturday, 28 November 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

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

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



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



#### BY MAIL

Hazer Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

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



### COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



#### ONLINE

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

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

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