

ASX Announcement

12 October 2021

Annual General Meeting of Aussie Broadband Limited

to be held on 28 October 2021 at 10:30am (Melbourne time)

The Company wishes to advise that an updated Notice of Annual General Meeting is attached. Also included is a sample proxy form and Virtual Meeting Online Guide.

The original Notice of Annual General Meeting lodged with ASX on 28 September 2021 was incomplete with pages 22 to 28 of the Explanatory Memorandum omitted. The version attached includes the complete document.

The Company dispatched the complete Notice of Annual General Meeting to shareholders on 28 September 2021 by email or letter, and consequently all have been sent appropriate notice of the meeting.

ENDS

Authorised for release by the Aussie Broadband Board.

For media enquiries please contact Katrina Salhioui on 0448 110 962

For registry queries please contact Link Market Services on 1300 554 474

For other enquiries please email investors@team.aussiebroadband.com.au

About Aussie Broadband Limited:

Aussie Broadband is an Australian owned and operated telecommunications company that was formed in 2008 and is based in Morwell Victoria, Australia.

The company's main focus is nbn™ (NBN) subscription plans and bundles to residential homes, small businesses, not-for-profits, corporate/enterprise and managed service providers.

As a licensed carrier, the company provides these services through a wholesale agreement with NBN Co, a mix of leased backhaul infrastructure from third parties and its own network equipment.

The company also offers a range of other telecommunications services including VOIP, mobile plans and handsets, entertainment bundles through its partnership with Fetch TV and connections through its own fibre, the Opticomm network and its white label platform.



Aussie Broadband

28 September 2021

Annual General Meeting of Aussie Broadband Limited

Dear Shareholder

The Aussie Broadband Limited (ASX:ABB) (the “**Company**”) 2021 Annual General Meeting (“**Meeting**”) will be held virtually whereby shareholders can attend via the online platform at <https://agmlive.link/ABBAGM21> on 28 October 2021 commencing at 10:30am (Melbourne time). By accessing the online platform shareholders will be able to participate, ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress.

Due to the ongoing impact of COVID-19, we strongly encourage you to lodge your vote directly ahead of the meeting or appoint a proxy to vote on your behalf. You are also encouraged to submit questions to the Company (or the Company's Auditor) ahead of the meeting. These actions can all be taken by following the instructions below. Registration opens from 10:00am on the day of the meeting.

Although the Corporations (Coronavirus Economic Response) Determination (No. 3) 2020 (No. 3 Determination) expired on 21 March 2021 and the Treasury Laws Amendment (2021 Measures No. 1) Bill 2021 was not enacted, ASIC announced on 29 March 2021 (ASIC Media Release 21-061MR) that they have adopted a ‘no-action’ position in relation to the convening and holding of virtual meetings.

In accordance with the ‘no action’ position taken by ASIC, the Notice of Meeting, accompanying explanatory statement and annexures (“**the Meeting Materials**”) are being made available to shareholders electronically only. You will be able to access the Meeting Materials using the links below or the ASX market announcements page on the Company's website. You may contact Link Market Services on +61 1300 306 089 or email registrars@linkmarketservices.com.au to obtain a hard copy of the Meeting Materials, which will be mailed to you.

Whilst live voting will be available, shareholders are still strongly recommended to submit their votes by proxy to ensure that their votes are counted. Instructions on how to submit votes by proxy are contained within the “Casting vote by proxy” section of the Meeting Materials.

To view the Meeting Materials, please use the following link:

<https://www.aussiebroadband.com.au/investor-centre/>

To view the 2021 Annual Report, please use the following link:

<https://www.aussiebroadband.com.au/investor-centre/>

We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions provided in the Notice of Meeting and in the Virtual Meeting Online Guide, which can be accessed online on <https://www.aussiebroadband.com.au/investor-centre/>.

An accompanying presentation will be made available via the ASX announcement platform.

Shareholder voting

Shareholders are encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out in the “Casting vote by proxy” section of the Meeting Materials. Shareholders will also have an opportunity to cast their votes during the AGM via the online platform at <https://agmlive.link/ABBAGM21>. To do this 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.

The online platform will allow you to listen to the proceedings, view the presentations and ask questions of the Board and vote in real-time.

Shareholder 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. 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 post code. 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.

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 306 089 or email registrars@linkmarketservices.com.au.

Brian Maher
Company Secretary
Aussie Broadband Limited



**Aussie
Broadband**

AUSSIE BROADBAND LIMITED
ACN 132 090 192

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting

28 October 2021

Time of Meeting

10:30am (Melbourne Time)

Place of Meeting

Virtually via

<https://agmlive.link/ABBAGM21>

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 virtually via the online platform at <https://agmlive.link/ABBAGM21> on 28 October 2021 commencing at 10:30am (Melbourne time) (the “**Meeting**”).

The Meeting will be held as a fully virtual meeting, whereby shareholders can attend virtually via the online platform at <https://agmlive.link/ABBAGM21>. By accessing the online platform, Shareholders will be able to participate, ask questions and cast direct votes at the appropriate times whilst the Meeting is in progress.

Shareholders are strongly encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out on pages 10 and 11 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 proxy votes received prior to the commencement of the Meeting and votes cast via the online platform during the Meeting.

The Company is pleased to provide Shareholders with the opportunity to participate in the Meeting via the online platform. Further information on how to participate and vote during the Meeting via the online platform is set out on pages 8 and 9 of this Notice and 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.

Should circumstances further change between the date of this Notice and the proposed time of the Meeting, the Directors will further update Shareholders with the proposed next steps.

ORDINARY BUSINESS:

Financial Statements and Reports

To receive and consider the Financial Report of the year ended 30 June 2021 together with the Directors' Report and Auditor's Report as set out in the Annual Report.

Note: Except as set out in Resolution 1, there is no requirement for Shareholders to vote on a resolution 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 2021, be adopted."

Voting exclusion

To the extent required by sections 250R(4) and 250BD(1) of the Corporations Act, the Company will disregard any vote cast (in any capacity) on Resolution 1 by or on behalf of a member of the Company's or the Group's Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party or Associate of such a member. However, the Company need not disregard a vote on this Resolution if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote on this Resolution 1, in accordance with the directions given to the proxy or attorney to vote on Resolution 1 in that way; or
- (b) it is cast by the Chair of the meeting 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 even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel: or
- (c) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Any undirected proxies held by Directors or other Key Management Personnel or their closely related parties or associate for the purposes of this Resolution (excluding the Chair) will not be voted

on this Resolution. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chair as your proxy, you can direct the Chair to vote by marking the box for this Resolution. By marking the Chair's box on the Proxy Form, you acknowledge that the Chair will vote in favour of this item of business as your proxy.

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. To the extent permitted by law, the Chair intends to vote all available undirected proxies in favour of Resolution 1.

Resolution 2 - Re-election of Mr John Reisinger as a Director

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

"That, John Reisinger, who retires in accordance with clause 13.3 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Chair appointed as proxy

The Chairman intends to vote all available undirected proxies in favour of Resolution 2.

Resolution 3 – 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 13.3 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Chair appointed as proxy

The Chairman intends to vote all available undirected proxies in favour of Resolution 3.

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

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution 4 by or on behalf the Non-Executive Directors, or any of their associates (who are prohibited from voting).

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

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the 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:
 - 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 a resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way

Chair appointed as proxy

If the Chairman is appointed as a proxy for a person who is permitted to vote on this Resolution 4, the Chairman intends to vote all available undirected proxies in favour of Resolution 4.

Resolution 5 – Approve approach to 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 Key Management personnel of the Company or a 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 an office or position of employment in the Company or a Related Body Corporate, as set out in the Explanatory Memorandum attached.

Voting Restriction pursuant to Section 200E of the Corporations Act

In accordance with section 200E(2A) of the Corporations Act, a vote on Resolution 5 must not be cast (in any capacity) by, or on behalf of, any person who may be entitled to receive a benefit in connection with that person’s retirement from office, or position employment, the subject of Resolution 5 (**Relevant Executive**), or an Associate of that Relevant Executive.

However, a person is entitled to cast a vote if:

- a) it is cast by a person as a proxy or attorney appointed by writing that specifies how the proxy is to vote on Resolution 5; and
- b) it is not cast on behalf of a Relevant Executive or an Associate of a Relevant Executive.

In any event, the Company has determined that it will disregard any such votes cast by or on behalf of a Relevant Executive in determining whether Resolution 5 is passed.

Voting Restriction pursuant to Section 250BD of the Corporations Act

In accordance with section 250BD of the Corporations Act a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution 5 if the proxy is either a member of the Key Management Personnel of the Company or a Closely Related Party of such member and the appointment does not specify the way the proxy is to vote on this Resolution 5.

However, for the purposes of section 250BD of the Corporations Act, the above prohibition does not apply if:

- d) the proxy is the Chair; and
- e) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or if the Company is part of a consolidated entity, for the entity.

Chair appointed as proxy

If the Chairman is appointed as a proxy for a person who is permitted to vote on this Resolution 5, the Chairman intends to vote all available undirected proxies in favour of Resolution 5.

Resolution 6 – Ratification of issue of Ordinary Shares pursuant to ASX Listing Rule 7.4

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies and approves the issue of 28,500,000 Fully Paid Ordinary Shares in the capital of the Company, details of which are set out in the Explanatory Memorandum attached.”

Voting exclusion

The Company will disregard any votes cast in favour of Resolution 6, by a person(s) who participated in the issue or is a counterparty to the agreement being approved, or their associates, unless the vote is cast:

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

Chair appointed as proxy

If the Chairman is appointed as a proxy for a person who is permitted to vote on this Resolution 6, the Chairman intends to vote all available undirected proxies in favour of Resolution 6.

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



Brian Maher
Company Secretary
23 September 2021

Online Platform details

Having regard to social distancing requirements and in the interests of the health and safety of our shareholders, directors and staff, the Company has decided to hold a fully virtual Meeting whereby Shareholders can participate via the online platform at <https://agmlive.link/ABBAGM21>. Shareholders can join the meeting 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://agmlive.link/ABBAGM21> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) 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 48 hours prior to the Meeting.

The online platform will allow you to listen to the proceedings, view the presentations and 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 and also lodged with the ASX together with this Notice of Meeting.

An accompanying presentation will be made available via the ASX announcement platform.

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 Brian.Maher@team.aussiebroadband.com.au. 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. Alternatively, you can register as a visitor, however you will not be permitted to ask questions. Please refer to the Virtual Meeting Online Guide for more information.

All resolutions to be considered at the Meeting will be decided by poll based on proxy votes received prior to the commencement of the Meeting and votes cast at the Meeting and via the online platform during the Meeting. Shareholders are encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out on pages 10 and 11 of this Notice to ensure that their votes are counted.

How to attend and ask questions by telephone

Shareholders who are unable or do not wish to access the meeting online will be able to participate by teleconference by dialling 1800 990 363 or +61 2 9189 2031 at least 10 minutes before the AGM starts.

You will need to obtain a personalised PIN number to register. To request a PIN 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 AGM, select star 1 on your 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 meaning 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. In accordance with section 249HA of the Corporations Act, for Resolutions 1 to 5 to be effective, not less than 28 days written notice specifying the intention to propose the Resolution has been given.
2. For Resolutions 1 to 5 to be effective, the resolution must be passed by more than 50% of all the votes cast by Shareholders 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 proxy 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 Ordinary 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

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the Meeting all Shares will be taken to be held by the persons who held them as registered Shareholders at 7.00 pm (AEDT) on 25 October 2021. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Casting Voting

Enter <https://agmlive.link/ABBAGM21> into a web browser on your computer or online device.

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) 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 48 hours prior to the Meeting.

The online platform will allow you to listen to the proceedings, view the presentations and 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 and also lodged with the ASX together with this Notice of Meeting.

Casting a vote by proxy

If you wish to cast a vote by proxy prior to the Meeting, you must complete the Proxy Form by providing voting directions for each resolution by marking "For", "Against" or "Abstain". Votes will only be valid for resolutions marked. Unless you have appointed the Chair as your proxy, no vote will be counted for resolutions left blank. If you appoint the Chair of the Meeting as your proxy and do not provide voting directions for each Resolution, the Chair intends to vote for all the Resolutions.

Proxies and Representatives

1. All Shareholders who are entitled to attend at 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 at least 48 hours before the time for holding the Meeting or any adjourned Meeting.
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 or against 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**) to be held virtually via the online platform at <https://agmlive.link/ABBAGM21> on 28 October 2021 commencing at 10:00am (**Melbourne time**) (**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 proxy votes received prior to the commencement of the Meeting and votes cast via the online platform during the Meeting. Shareholders are encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out on pages 10 and 11 of this Notice to ensure that their votes are counted.**

Capitalised terms used in this memorandum and the Notice are defined in Section 8.

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 of Meeting.

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 of the Meeting intends to vote all available proxies in favour of Resolution 1.

3 Resolution 2 – Re-election of Mr John Reisinger as a Director

Background

Clause 13.3(b) of the Company's Constitution provides that an election of Directors, other than a Managing Director, must be held each year. Clause 13.3(b)(iv) states that if no person is standing for election or re-election under clauses 13.3(b)(i) to 13.3(b)(iii); then the Director who has been in office the longest since last being elected is required to stand for re-election.

In accordance with Clause 13.3(b) of the Company's Constitution, John Reisinger will retire at this Meeting, and being eligible for re-election and has submitted himself for re-election at this Meeting.

A summary of Mr Reisinger's experience, qualifications and background is provided on page 23 of the Company's 2021 Annual Report, a copy of which is available on the ASX website www.asx.com.au or on the Company's website <https://www.aussiebroadband.com.au/investor-centre/>.

The Board (with the exception of Mr Reisinger) 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 – Re-election of Mr Patrick Greene as a Director

Background

Clause 13.3(b) of the Company's Constitution provides that an election of Directors, other than a Managing Director, must be held each year. Clause 13.3(b)(iv) states that if no person is standing for election or re-election under clauses 13.3(b)(i) to 13.3(b)(iii); then the Director who has been in office the longest since last being elected is required to stand for re-election.

In accordance with Clause 13.3(b) of the Company's Constitution, Patrick Greene will retire at this Meeting, and being eligible for re-election and has submitted himself for re-election at this Meeting.

A summary of Mr Greene's experience, qualifications and background is provided on page 23 of the Company's 2021 Annual Report, a copy of which is available on the ASX website www.asx.com.au or on the Company's website <https://www.aussiebroadband.com.au/investor-centre/>.

The Board (with the exception of Mr Greene) recommends that shareholders vote in favour of Resolution. The Chair of the Meeting intends to vote all available proxies in favour of Resolution 3.

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

Why has the Non-Executive Directors' Fee Sacrifice Plan been 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**). 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 (**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.

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 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 ASX Listing Rules.

If Resolution 4 is not passed, the Company will have to satisfy vesting of any NED Rights granted to the NEDs by allocating Shares acquired on-market using the Sacrificed Amount that the Company would be required to pay the NEDs. In this scenario, as the funds that the Company will apply towards the on-market acquisition of Shares to satisfy the NED Rights will be effectively equivalent to the Sacrificed Amounts otherwise payable to the NEDs, there should be no material difference to the Company.

Listing Rule 7.1

Listing Rule 7.1 requires the prior approval of Shareholders in general meeting to issue or agree to issue securities if the number of those securities exceeds 15% of the number of the same class of securities at the commencement of the relevant 12-month period. This rule does not apply in respect of an issue made with the approval of holders of ordinary securities under Listing Rule 10.14. Accordingly, if Shareholder approval is given under Listing Rule 10.14, Shareholder approval is not required under Listing Rule 7.1 (in accordance with Exception 14 of Listing Rule 7.2).

Further information in accordance with ASX Listing Rule 10.15

Name of the persons	The current NEDs of the Company entitled to participate in the NED Plan are Mr. Adrian Fitzpatrick, Mr Richard Dammary, Mr Patrick Greene and Ms Vicky Papachristos (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.
Applicable category of ASX Listing Rule 10.14	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.
Number and class of securities	<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 \$2.81, being the 5-day VWAP of Shares on and including the date the NED Plan was approved by the Board (30 July 2021).</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 whether on-market or off-market – 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 5 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 because it is subject to the ABB share price. The maximum potential value of NED Rights that could be granted annually under the NED Plan is \$500,000 (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</p>

	to be lower than this, because 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.
Details of the NEDs' current total remuneration package	<p>As at the date of this Notice of Meeting the NEDs' current remuneration package is as follows:</p> <ul style="list-style-type: none"> • Mr. Adrian Fitzpatrick – \$80,000 per annum (including compulsory superannuation); • Mr Richard Dammery – \$75,000 per annum (including compulsory superannuation); • Mr Patrick Greene – \$70,000 per annum (including compulsory superannuation); and • Ms Vicky Papachristos – \$75,000 per annum (including compulsory superannuation). <p>The remuneration package of any new NEDs appointed in the future will be notified to Shareholders in the relevant remuneration reports.</p>
Details of securities previously issued to the NEDs under the NED Plan	As at the date of this Notice of Meeting no securities have previously been issued to the NEDs under the NED Plan.
Summary of material terms of the securities	<p>A summary of the key terms of the NED Rights is set out below.</p> <ul style="list-style-type: none"> • Each NED Right is a conditional right to acquire 1 Share. • The NED Rights do not carry any dividend or voting rights prior to vesting. • NED Rights have no performance conditions. • On vesting, NED Rights automatically exercise and convert into Restricted Shares. • The NED Rights vest and are automatically exercised into Restricted Shares in two tranches, with around half vesting during the trading window after the announcement of the Company's half-year results and the remainder after the release of the Company's full-year results. This will typically be 6 to 12 months after the NED Rights have been granted.

	<p>A summary of the key terms of the Restricted Shares is set out below:</p> <ul style="list-style-type: none"> • Each Restricted Share represents 1 Share and carries the same dividend, voting and other rights as Shares. • During the Restriction Period a holder may not dispose of these Shares. This restriction may be enforced by Restricted Shares being held by a trustee on behalf of the NEDs and/or via CHESS holding locks. • The Restriction Period commences on the date a Restricted Share is allocated. The Restriction Period ends (and the disposal restriction lifts) on the earlier of the date a NED ceases to be a Director and the 15-year anniversary of the date a Restricted Share's overlying NED Right was granted. The Board may determine for the Restriction Period to end on an earlier date, which generally will only arise in exceptional circumstances. NEDs are subject to the Company's Securities Trading Policy and insider trading laws.
Explanation of why the type of securities are being used	<p>Australia's insider trading laws generally provide limited opportunity for directors to acquire shares in their own companies. 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</p>
The date or dates by which the securities will be issued	<p>If this Resolution 4 is approved, the Company intends to grant the NED Rights to the NEDs in respect of their NED Fees for the financial year commencing on 1 July 2021 within 1 month from the date of this meeting.</p> <p>Thereafter the Company intends to grant NED Rights to the NEDs no later than 14 days before the commencement of each subsequent financial year, subject to the NEDs remaining a Director at such time.</p> <p>In any event, 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, NED Rights will still be granted under the NED Plan but the Shares that will be used to satisfy those rights will be acquired on-market.</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 their 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 a Share at the time they decide to sell them.
Summary of material terms of the NED Plan	A summary of the material terms of the NED Plan is provided at Annexure A.
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 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 – Approve Approach to Termination Benefits

Why is Shareholder approval being sought?

The law in Australia restricts the benefits that can be given without shareholder approval to team members who hold (or have held within the previous three years) a managerial or executive office (as defined in the Corporations Act) on cessation of their employment with ABB and its Related Bodies Corporate (**Relevant KMP**).

Under section 200B of the Corporations Act, a company may only give a Relevant KMP a benefit in connection with their ceasing to hold a managerial or executive office if approved

by shareholders or if an exemption applies. Under the Corporations Act, termination benefits are defined to include a range of payments or benefits given in connection with a person ceasing to hold an office or position of employment including termination payments, the acceleration or automatic vesting of a share-based payment and entitlements at or due to retirement.

Aussie Broadband's position in relation to grants of equity securities under its long term incentive plan (**LTI Plan**), bonus payments under its short term incentive plan (**STI Plan**), and any future replacement plans (together, the **ABB Incentive Plans**) is to treat departing team members appropriately having considered the relevant circumstances in which the Relevant KMP is ceasing employment, and in accordance with applicable laws, market practice and Company policy.

To allow this policy to be achieved, the Board has determined that it is appropriate to seek shareholder approval of the approach that it proposes to take to these benefits, now, in advance of any such potential benefits being provided.

No new benefits

Shareholders are not being asked to approve any change or increase in the remuneration or benefits or entitlements for the Relevant KMPs, 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 always consider all relevant circumstances in which the Relevant KMP is ceasing employment. However, in order to provide transparency, the Board proposes to adopt the following positions as its likely default treatment:

Event	Default for STI Plan or future STI Plans	Default for LTI Plan or future LTI Plans
Death, serious illness or incapacity, genuine retirement	<ul style="list-style-type: none"> Up to all awards will vest The Board will consider immediate vesting in extenuating circumstances (e.g. death) Otherwise, vesting will remain at the end of the deferral period, unless the Board determines that vesting should be accelerated 	<ul style="list-style-type: none"> Pro-rata lapse to reflect the performance period elapsed, unless the Board determines a different treatment in the circumstances Vesting will remain at the end of the performance period and subject to the performance conditions, unless the Board determines that vesting should be accelerated

Resignation, or termination for misconduct or poor performance	<ul style="list-style-type: none"> All awards will lapse on date of cessation of employment 	<ul style="list-style-type: none"> All awards will lapse on date of cessation of employment
Mutual separation, redundancy, other circumstances determined by the Board	<ul style="list-style-type: none"> The Board will determine treatment in the circumstances 	<ul style="list-style-type: none"> The Board will determine treatment in the circumstances

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 benefits will be disregarded when calculating the Relevant KMP'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 KMP 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.

This approval does not guarantee the Board will exercise the discretions set out above. Depending on the circumstances of cessation, any specific individual may not ultimately receive the benefits covered by this approval.

The value of the benefits or entitlements

The amount and value of the benefits being approved is the maximum potential benefit that could be provided under the ABB Incentive Plans as a result of the exercise of the Board's discretion.

The amount and value of the benefits that may be provided cannot be ascertained in advance. This is because various matters, events and circumstances will or are likely to affect the calculation of the amount and value. These include:

- the Relevant KMP's base salary at the time of cessation of employment;
- the length of their service with the Company or Related Body Corporate and the portion of any relevant performance or qualification periods that have expired at the time they cease employment;
- the number of LTI Plan equity securities held by the Relevant KMP prior to cessation of employment and the number that the Board determines to forfeit or leave on-foot in accordance with the relevant plans;
- the Company's share price at the relevant time;

- any other factors that the Board determines to be relevant when exercising a discretion (such as its assessment of the Relevant KMP's performance up to the termination date);
- the jurisdiction in which the Relevant KMP is based at the time they cease employment, and the applicable laws in that jurisdiction, and
- any changes in law prior to the date they cease to hold office.

Approval is sought for a three-year period

If approval is obtained, it will be effective for a three-year period. That is, shareholder approval will be effective:

- if the Board exercises discretions under the ABB Incentive Plans;
- in relation to any long-term incentive awards granted under the LTI Plan, or its replacement;
- in relation to any deferred short-term incentive awards granted under the STI Plan, or its replacement, or
- if the Relevant KMP ceases to hold office,

during the period beginning at the conclusion of this AGM and expiring at the conclusion of the AGM in 2024. If considered appropriate, the Company may seek fresh shareholder approval at the AGM in 2024.

It can be reasonably anticipated that the remuneration of SLTs and aspects of the ABB Incentive Plans, and the rules that underpin them, will be amended from time to time in line with market practice and changing governance standards. Where relevant, changes in relation to KMP remuneration 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 John Reisinger abstaining) recommends that Shareholders vote in favour of Resolution 5. Mr Britt and Mr Reisinger do not make a recommendation in respect of Resolution 5 in view of their personal interest in the Resolution. The Chair of the Meeting intends to vote all available proxies in favour of Resolution 5.

7 Resolution 6 – Ratification of issue of Ordinary Shares pursuant to ASX Listing Rule 7.4

Why is Shareholder approval being sought?

On 15 September 2021, the Company issued 28,500,000 Shares, pursuant to a placement to institutional, sophisticated and professional investors as initially announced to the ASX on 8 September 2021 (**Placement Shares**).

ASX Listing Rule 7.1 imposes a cap on the number of securities that a company may issue within a 12 month period. ASX Listing Rule 7.4 provides that an issue of equity securities made without Shareholder approval under Listing Rule 7.1 is treated as having been made with Shareholder approval for the purposes of Listing Rule 7.1 if the holders of ordinary securities subsequently approve it, and the issue did not breach Listing Rule 7.1. The issues of the Shares described below did not breach any Listing Rules and Shareholder ratification to those issues is now sought.

In order to restore the Company's capacity to issue Shares, it is proposed that the Shareholders ratify the issue of ordinary shares as detailed below. Ratification provides the Company with flexibility in capital management and allows the Company to make further issues for working capital or other purposes as required.

If Resolution 6 is passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following 15 September 2021.

If Resolution 6 is not passed, the issue of the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following 15 September 2021.

Information required by Listing Rule 7.5

In accordance with ASX Listing Rule 7.5, Shareholders are provided the following information:

The number of securities issued	28,500,000 Ordinary Shares
The price at which the securities were issued	\$4.00 per share
The date on which the securities were issued	15 September 2021
The terms of the securities	Fully paid ordinary shares on the same basis as all listed shares on issue
The names of the persons to whom the entity issued the securities or the basis on which those persons were determined	The shares were issued to existing and new sophisticated, professional and institutional investors under the Placement and were introduced by Shaw

	and Partners acting as lead manager and Ord Minnett acting as co-manager.
The use (or intended use) of the funds raised	Support acquisitive growth by M&A, new business product and technology development, and/or increase technology development to improve network efficiency and fund the growth of fibre and network assets.
A voting exclusion statement	A voting exclusion statement is included under Resolution 6 in this Notice of Meeting.

8 Glossary

Annual Report means the 2021 Annual Report, a copy of which may be obtained from the Company's website at <https://www.aussiebroadband.com.au/investor-centre/>.

AGM or Meeting means the Annual General Meeting of the Company to be held virtually via the online platform at <https://agmlive.link/ABBAGM21> on 28 October 2021 commencing at 10:30am Melbourne Time.

ASIC means Australian Securities and Investments Commission.

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.

Explanatory Memorandum means this document.

Financial Report means the consolidated annual financial report of Aussie Broadband Limited for the year ended on 30 June 2021 that accompanies the Notice.

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.

Managing Director means a Director appointed to that office under clause 16 of the Company's Constitution.

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

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.

Securities has the meaning given to that term in Chapter 19 of the Listing Rules.

Share means a fully paid ordinary share in the Company.

Shareholder means a registered holder of a Share.

Annexure A – Material terms of NED Plan

Aspect	Details
Instrument	The NED Plan uses NED Rights, which may be constructed as part of the terms of an Invitation, and that are each an entitlement to a Share. The NED Rights entitle the Participants to receive Shares in lieu of some or all of their directors' fees, being the fixed remuneration of non-executive directors (NED Fees).
Terms & Conditions	<p>The Board has the discretion to set the terms and conditions on which it will offer NED Rights under the NED Plan, including the vesting conditions (if any) and modification of the terms and conditions as appropriate to ensuring the NED Plan operates as intended. The terms and conditions of the NED Plan include those aspects legally required as well as terms addressing exceptional circumstances, such as in the circumstances of a change of control or other 'Corporate Action' or the treatment of NED Rights and Restricted Shares on termination or resignation from office.</p> <p>The NED Plan also contains customary and usual terms having regard to Australian law for dealing with winding up, administration, variation, suspension and termination of the NED Plan.</p>
Variation of Terms and Conditions	To the extent permitted by the ASX Listing Rules, the Board retains the discretion to vary or amend the terms and conditions of the NED Plan.
Eligibility	The Board will select persons eligible to participate in the NED Plan, being Non-Executive Directors of the Company (Participants) and will invite such Participants to participate in the NED Plan (Invitation).
Term	Each Invitation will specify the term of the NED Rights, as determined by the Board, and if not exercised within such term, the NED Rights will lapse. The maximum term allowable before a NED Right lapses is 15 years under the NED Plan Rules, which is based on the maximum tax deferral period in Australia.
Number of NED Rights	The number of NED Rights specified in an Invitation will allow Participants to voluntarily elect to sacrifice up to 100%, but no less than 20%, of their NED Fees into NED Rights.
Vesting and Vesting Conditions	Unless otherwise specified, the NED Rights have no performance conditions and will vest and automatically exercise on the dates determined by the Board (generally in the trading windows following announcement of the Company's half-year and full-year results). However, the NED Rights will be subject to disposal restrictions, which extend to the Shares (Restricted Shares) that result from exercising NED Rights.
Cost of Rights and Exercise Price	No amount is payable by Participants for the grant of NED Rights or upon the vesting or exercise of the NED Rights.

Aspect	Details
	The value of the NED Rights forms part of the fixed remuneration of the Participants and is calculated at an equivalent value to each Participant's sacrificed NED Fees.
Exercise of Vested Rights	The NED Rights will be automatically exercised upon vesting.
Disposal Restrictions	<p>Neither NED Rights nor Restricted Shares may not be (nor attempted to be) sold, transferred, mortgaged, charged or otherwise dealt with or encumbered, except by force of law. In the case of the NED Rights these restrictions apply indefinitely until they are either exercised or lapsed, while in the case of Restricted Shares these restrictions apply for their 'Restriction Period'.</p> <p>Restricted Shares acquired from the exercise of vested NED Rights which become unrestricted will be subject to disposal restrictions ordinarily applying to all Shares due to:</p> <ul style="list-style-type: none"> the Company's securities trading policy, and the insider trading provisions of the Corporations Act. <p>The Restricted Shares will be subject to a Restriction Period commencing on the date they are allocated to the Participant. The Restriction Period will end on the earlier of the 15 year anniversary from the grant date of a Restricted Share's overlying NED Right or the date the Participant ceases to hold office as a Director. The Board may determine for the Restriction Period to end on an earlier date, which generally will only arise in exceptional circumstances.</p> <p>The Company may ensure that such restrictions are enforced due to the presence of CHES holding locks or alternatively by any trustee that may appointed in connection with the NED Plan.</p>
Termination of Employment	<p>On termination of employment or cessation of office:</p> <ul style="list-style-type: none"> the Participant will retain any Restricted Shares they hold and their disposal restrictions will be automatically lifted (other than those under the Company's securities trading policy and the insider trading provisions of the Corporations Act); and any on-foot NED Rights will automatically lapse and the Company will pay an amount to the Participant equivalent to the NED Fees they have sacrificed at the date of the NED's cessation with respect to those lapsed NED Rights.
Change of Control and Corporate Actions	In the event that the Board forms the view that a Change of Control either has occurred or is reasonably expected to occur in the foreseeable future, the Board may determine in its discretion how each NED Rights and Restricted Share on-foot under the NED Plan will be dealt with (which need not be the same treatment for each NED Right or Restricted Share).

Aspect	Details
	<p>This may include (without limitation) for NED Rights to convert to Shares at an earlier vesting date than originally intended and/or for the early cessation of 'Restriction Periods'.</p> <p>In the event of other 'Corporate Actions' (broadly any corporate actions or capital reconstructions, including returns of capital or reorganisations) any on-foot NED Rights will be treated as required by the Listing Rules and applicable laws. To the extent a treatment is either not prescribed or only partially prescribed then the Board will have the discretion to determine how the on-foot NED Rights are treated.</p>
Bonus Issues, Rights Issues, Voting and Dividend Entitlements	<p>Where a bonus issue or rights issue occurs while a Participant holds Restricted Shares that Participant may elect to participate in their discretion and any further Shares received will not be Restricted Shares. It is at the Board's discretion as to whether any adjustments will be made to the terms of NED Rights if a bonus issue or rights issue occurs while NED Rights are on-foot.</p> <p>NED Rights do not carry voting or dividend entitlements. Shares (including Restricted Shares) issued when Rights are exercised carry all entitlements of Shares, including voting and dividend entitlements.</p>
Quotation	NED Rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the NED Plan, in accordance with the ASX Listing Rules.
Issue or Acquisition of Shares	Shares allocated to a Participant when NED Rights are exercised under the NED Plan may be issued by the Company or acquired on-market.
Cost and Administration	The Company will pay all costs of issuing and acquiring Shares for the purposes of satisfying exercised NED Rights, as well as any brokerage on acquisitions of Shares for this purpose and all costs of administering the NED Plan.
Hedging	The Company prohibits the hedging of NED Rights or Restricted Shares by all Participants.

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

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
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Aussie Broadband 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 and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

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 **10:30am (Melbourne time) on Thursday, 28 October 2021** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/ABBAGM21> (refer to details in the Virtual Meeting Online Guide).

Important for Resolutions 1, 4 & 5: 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 Resolutions 1, 4 & 5, even though the Resolutions are 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
1 Adoption of Remuneration Report

For Against Abstain*
☐ ☐ ☐
2 Re-election of Mr John Reisinger as a Director

☐ ☐ ☐
3 Re-Election of Mr Patrick Greene as a Director

☐ ☐ ☐
4 Approve Non-Executive Directors' Equity Plan

☐ ☐ ☐
5 Approve approach to Termination Benefits

For Against Abstain*
☐ ☐ ☐
6 Ratification of issue of Ordinary Shares pursuant to ASX Listing Rule 7.4

☐ ☐ ☐


* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf 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).

ABB PRX2101N

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 virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at 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 **10:30am (Melbourne time) on Tuesday, 26 October 2021**, 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

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), Holder Identification Number (HIN) or Employee ID.



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

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

Virtual Meeting Online Guide

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 9 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

Welcome to the Link Meeting 2021

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

☐ I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH AGM

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://agmlive.link/ABBAGM21>

Step 2

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

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

- On the left – a live audio webcast of the Meeting
- 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.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

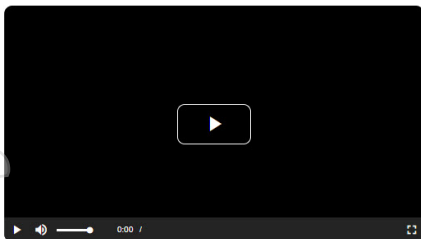
SUBMIT DETAILS AND VOTE

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

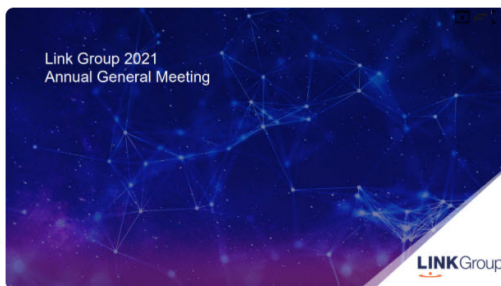
If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

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.



The presentation will begin at XX:XX am/pm ZONE



+
Get a Voting Card

?
Ask a Question

Downloads

- Speakers Bio
- Sustainability Report
- Notice of meeting
- Online Guide

ABC COMPANY PTY LTD

X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like 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 Unitholder's voting instructions.

Full Vote Partial Vote

Resolution 2B

☒ For ☐ Against ☐ Abstain

RE-ELECTION OF MRL ABC AS A DIRECTOR

Resolution 2C

☒ For ☐ Against ☐ Abstain

RE-ELECTION OF MS XYZ AS A DIRECTOR

Resolution 3

☒ For ☐ Against ☐ Abstain

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4

☒ For ☐ Against ☐ Abstain

ADOPTION OF REMUNERATION REPORT

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.

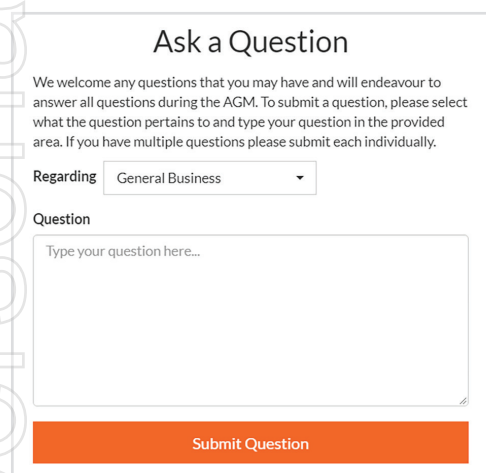
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your securityholder 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 then pop up with two sections for completion.



The 'Ask a Question' form is titled 'Ask a Question' and includes a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the AGM. 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.' Below this, there is a 'Regarding' section with a dropdown menu currently set to 'General Business'. Underneath is a 'Question' section with a text input field containing the placeholder 'Type your question here...'. At the bottom of the form is an orange 'Submit Question' button.

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 is titled 'View Questions' and contains the text: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM.' Below this is a list of questions. The first question is 'When will the next AGM be held?' with a plus icon in a grey box to its right. Below the question, it says 'Asked regarding General Business' and 'Asked at: 7:18AM Updated: 7:18AM'. Below the question list is a grey button labeled 'OPEN COMMENTS' and an orange button labeled 'SUBMIT ANOTHER QUESTION'.

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.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name of your holding/s (Registered Name & SRN/HIN number)
- 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:
Conference Call Number: 1800 719 641
International Number: +61 2 9189 2031

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 securityholder and allow you to ask a question 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 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 (asterisk 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 a specific resolution (by referencing the Resolution number).

Note, if at any time you no longer wish to ask your question, you can lower your hand by **pressing *1 (asterisk 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 3

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

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au