

---

**FBR Limited**  
ACN 090 000 276

---

**NOTICE OF ANNUAL GENERAL MEETING**

**The Annual General Meeting of the Company will be held in the Whiteley Ballroom at the Amora Hotel Jamison Sydney, 11 Jamison Street, Sydney NSW 2000 on 21 November 2018 at 1:00pm (AEDT).**

---

*This Notice of Annual General Meeting and accompanying Explanatory Memorandum and Proxy Form should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

***Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on (08) 9380 0240.***



## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that an annual general meeting of Shareholders of FBR Limited (**Company**) will be held in the Whiteley Ballroom at the Amora Hotel Jamison Sydney, 11 Jamison Street, Sydney NSW 2000 on 21 November 2018 at 1:00pm (AEDT) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 19 November 2018 at 5.00pm (AEDT).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 8.

## **AGENDA**

---

### **Annual Report**

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2018, which includes the Financial Report, the Directors' Report and the Auditor's Report.

---

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

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

*“That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the Company (which is contained in the Directors' Report in the Annual Report) for the financial year ended 30 June 2018 be adopted.”*

**Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.**

#### **Voting Exclusion**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (b) a Closely Related Party of such member.

However, a person described above may cast a vote on this Resolution if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on this Resolution; or

- (b) the person is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.

---

## 2. Resolution 2 – Election of Director – Mr Richard Grellman AM

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

*“That, for the purposes of Article 6.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Richard Grellman AM, a Director who was appointed on 15 July 2018, and who retires and is eligible for re-election as a Director, is so re-elected.”*

---

## 3. Resolution 3 – Election of Director – Mr Andrew Bloore

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

*“That, for the purposes of Article 6.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Andrew Bloore, a Director who was appointed on 10 August 2018, and who retires and is eligible for re-election as a Director, is so re-elected.”*

---

## 4. Resolution 4 – Election of Director – Ms Nancy Milne OAM

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

*“That, for the purposes of Article 6.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Ms Nancy Milne OAM, a Director who was appointed on 10 August 2018, and who retires and is eligible for re-election as a Director, is so re-elected.”*

---

## 5. Resolution 5 – Approval of Performance Rights Plan

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

*“That, for the purpose of Listing Rule 7.2 (Exception 9) and for all other purposes, Shareholders approve the terms of the “FBR Limited Performance Rights Plan”, as detailed in the Explanatory Memorandum, and the grant of Performance Rights and the issue of Shares under that plan.”*

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by a Director (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) or an associate of that person (or those persons).

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

---

## 6. Resolution 6 – Approval of 10% Placement Facility

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

*"That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of up to that number of Equity Securities as is equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Equity Securities under this Resolution, except a benefit solely by reason of being a holder of ordinary securities, if the Resolution is passed and any associates of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated 18 October 2018

### **BY ORDER OF THE BOARD**



Aidan Flynn  
Company Secretary

## **EXPLANATORY MEMORANDUM**

---

### **1. Introduction**

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held in the Whiteley Ballroom at Amora Hotel Jamison Sydney, 11 Jamison Street, Sydney NSW 2000 on 21 November 2018 at 1:00pm (AEDT).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

---

### **2. Action to be taken by Shareholders**

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

#### **2.1 Proxies**

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

---

### 3. Annual Report

Shareholders will be offered the opportunity to discuss the Annual Report at the Meeting. Copies of the Annual Report can be found on the Company's website [www.fbr.com.au](http://www.fbr.com.au) or are available by contacting the Company on (08) 9380 0240.

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered a reasonable opportunity to:

- (a) discuss the Annual Report for the financial year ended 30 June 2018;
- (b) ask questions or make comment on the management of the Company;
- (c) ask questions about, or make comment on, the Remuneration Report; and
- (d) ask the auditor questions about:
  - (i) the conduct of the audit;
  - (ii) the preparation and content of the Auditor's Report;
  - (iii) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
  - (iv) the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the content of the Auditor's Report; or
- (b) the conduct of the audit of the Financial Report,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

---

### 4. Resolution 1 – Adoption of Remuneration Report

The Annual Report for the year ended 30 June 2018 contains the Remuneration Report which:

- (a) sets out the remuneration policy for the Company;
- (b) discusses the relationship between the remuneration policy and the Company's performance; and
- (c) details the remuneration arrangements of Key Management Personnel, including the Managing Director, senior executives and non-executive Directors.

The Remuneration Report is contained within the Directors' Report in the Company's Annual Report (pages 31 to 41).

Voting on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors or the Company. The Chair will allow reasonable opportunity for Shareholders to ask questions about, or comment on, the Remuneration Report at the meeting.

Section 250R(3) of the Corporations Act provides that the vote on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors of the Company. However, under the Corporations Act if there are two consecutive votes at annual general meetings of the Company against the Company's remuneration report of 25% or more (each year's votes being considered a **Strike**), at the second consecutive annual general meeting at which a Strike occurs (**Second Strike**), a resolution must be put to Shareholders to hold another meeting where each Director is nominated for re-election (**Spill Resolution**). If the Spill Resolution is passed, then the Company is required to hold an additional general meeting (**Further Meeting**) within 90 days of the Spill Resolution. At the Further Meeting all Directors (excluding the Managing Director) must be nominated for re-election.

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%. Accordingly, the Spill Resolution is not relevant for this Meeting.

Section 250R(4) of the Corporations Act prohibits any votes on this Resolution being cast by Key Management Personnel (or their associates) whose remuneration details are disclosed in the Remuneration Report. However, an exception to this prohibition exists to enable the Chair to vote Shareholders' undirected proxy votes. In this regard, you should specifically note that if you appoint the Chair as your proxy and you indicate on the Proxy Form you do not wish to specify how the Chair should vote on Resolution 1, the Chair will cast your votes in favour of Resolution 1.

**If you wish to appoint the Chair as your proxy but do NOT want your votes to be cast in favour of Resolution 1, you must indicate your voting intention by marking either 'against' or 'abstain' against Resolution 1 in the Proxy Form.**

---

## **5. Resolutions 2 to 4 – Election of Directors**

### **5.1 General**

The Constitution allows the Directors to appoint a person to be a Director at any time, either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Richard Grellman AM, having been appointed by other Directors on 15 July 2018, will retire in accordance with the Constitution and Listing Rule 14.4 and, being eligible, seeks re-election by Shareholders.



Mr Andrew Bloore, having been appointed by other Directors on 10 August 2018, will retire in accordance with the Constitution and Listing Rule 14.4 and, being eligible, seeks re-election by Shareholders.

Ms Nancy Milne OAM, having been appointed by other Directors on 10 August 2018, will retire in accordance with the Constitution and Listing Rule 14.4 and, being eligible, seeks re-election by Shareholders.

The Company confirms that the appointment of Mr Grellman AM, Mr Bloore and Ms Milne OAM did not breach the Constitution.

## **5.2 Qualifications**

### ***Mr Richard Grellman AM***

Mr Grellman AM is a highly experienced leader and a member of the Order of Australia for service to the community and to the finance and insurance sectors. Richard is currently the non-executive chairman of IPH Limited, director and Chairman of the Audit Committee of Bisalloy Steel Group Limited and a director of the National Health and Medical Research Council Institute for Dementia Research. Since 2014, Richard has served as the Tribunal of the NSW Statutory and Other Officers Remuneration Tribunal (SOORT), appointed by the Governor of NSW.

He spent 32 years with accounting firm KPMG, where he was a partner from 1982 to 2000, a member of KPMG's National Board from 1995 to 1997 and National Executive from 1997 to 2000, and has since served on a number of other boards of both listed and unlisted organisations.

### ***Mr Andrew Bloore***

Mr Bloore is highly experienced in design and delivery of disruptive technologies and distribution models. He has a strong strategy and profitability focus and has been involved in a number of corporate transactions across his career. Mr Bloore has spent over 25 years in the superannuation sector and was the CEO and founder of SuperIQ Pty Ltd, an automated online administrator of self management super funds. Mr Bloore is currently the chairman of Guildlink Ltd and is a director of Guild Group, Noahface Pty Ltd, the Sydney Institute of Marine Science Foundation and Vertical Farming Australia Pty Ltd. He also sits on the commercialisation board of Landcare NSW and is a lead mentor for Stone & Chalk, a fintech startup hub.

### ***Ms Nancy Milne OAM***

Ms Milne has extensive business experience as a non-executive director and lawyer specialising in insurance, corporate governance, risk management and commercial dispute resolution. She was a partner at Clayton Utz from 1997 to 2003 and a consultant until 2012, and was awarded the Order of Australia Medal in 2008 for services to the legal sector and to the community. Nancy is currently a non-executive director of ALE Property Group Limited, chair of the Securities Exchanges Guarantee Corporation and deputy chair of the State Insurance Regulatory Authority, and has significant experience in risk management, safety, compliance and property development. Ms Milne was previously a director of Australand

Property Group and Novion Property Group. In addition to her role as Non-Executive Director, Ms Milne is chair of FBR'S Remuneration Committee.

### **5.3 Independence**

If elected, the Board considers:

- (a) Mr Grellman AM will be an independent Director;
- (b) Mr Bloore will be an independent Director; and
- (c) Ms Milne AM will be an independent Director.

### **5.4 Board recommendation**

The Board (other than as regards each Director who is the subject of their own appointment Resolution) supports the election of each of the Directors and recommends that Shareholders vote in favour of each of Resolutions 2, 3 and 4.

---

## **6. Resolution 5 – Approval of Performance Rights Plan**

### **6.1 General**

Resolution 5 seeks to 'refresh' the Shareholders' previous approval of the "Fastbrick Robotics Limited Performance Rights Plan", now named the "FBR Limited Performance Rights Plan" (**Performance Rights Plan**).

The Performance Rights Plan enables the Company to issue Performance Rights to Directors, executives and other Eligible Employees which, upon a determination by the Board that the performance conditions attached to the Performance Rights have been met, will result in the issue to the holder for no consideration of one ordinary Share for each Performance Right held by them.

### **6.2 Listing Rule 7.1**

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any Equity Securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

One of the specified exceptions to Listing Rule 7.1 is set out in Listing Rule 7.2 (Exception 9), which provides that issues under an employee incentive scheme are exempt for a period of three years if shareholders approve the issue of securities under the scheme as an exception to Listing Rule 7.1.

The Performance Rights Plan was approved by Shareholders at the Company's annual general meeting on 6 October 2015. For the future Equity Securities issued under the Performance Rights Plan to be exempt from contributing towards the rolling annual limit under Listing Rule 7.1, the Company is required under Listing Rule 7.2 (Exception 9) to seek Shareholder approval of the Performance Rights Plan every three years.

The effect of the approval sought will be that for the next three years, the issue of Performance Rights under the Performance Rights Plan will not reduce the number of Equity Securities that may be issued by the Company without Shareholder approval under the 15% threshold.

The issue of Performance Rights under the Performance Rights Plan to Directors and their associates will still require Shareholder approval in accordance with Listing Rule 10.14. Any issue made under the Performance Rights Plan also remains subject to the issue limits under the Performance Rights Plan.

Further information about the Performance Rights Plan is set out below.

### **6.3 Purpose of the Performance Rights Plan**

To achieve its corporate objectives, the Company needs to attract and retain its key staff. The Board believes the grants made to eligible participants under the Performance Rights Plan will provide a powerful tool to underpin the Company's employment and engagement strategy, and that the implementation of the Performance Rights Plan will:

- (a) enable the Company to recruit, incentivize and retain Key Management Personnel and other Eligible Employees needed to achieve the Company's business objectives;
- (b) link the reward of key staff with the achievements of strategic goals and the long term performance of the Company;
- (c) align the financial interest of participants in the Performance Rights Plan with those of Shareholders; and
- (d) provide incentives to participants in the Performance Rights Plan to focus on superior performance that creates Shareholder value.

### **6.4 Key features of the Performance Rights Plan**

The key features of the Performance Rights Plan are as follows:

- (a) The Board will determine the number of Performance Rights to be granted to Eligible Employees (or their nominees) and the vesting conditions and expiry date of the Performance Rights in its sole discretion.
- (b) The Performance Rights are not transferable unless the Board determines otherwise or the transfer is required by law and provided that the transfer complies with the Corporations Act.
- (c) Subject to the Corporations Act, the Listing Rules and restrictions on reducing the rights of a holder of Performance Rights, the Board will have the power to amend the Performance Rights Plan as it sees fit.

A copy of the Performance Rights Plan is attached at Schedule 1.

### **6.5 Specific information required by Listing Rule 7.2**

In accordance with the requirements of Listing Rule 7.2 Exception 9(b), the following information is provided:

- (i) the material terms of the Performance Rights Plan are summarised above and a copy of the Performance Rights Plan is attached at Schedule 1;
- (ii) 36,850,000 Performance Rights have been issued under the Performance Rights Plan since it was first approved on 6 October 2015; and
- (iii) a voting exclusion statement is included in the Notice.

---

## **7. Resolution 6 – Approval of 10% Placement Facility**

### **7.1 General**

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the 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 (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million or less. The Company is an eligible entity as at the time of this Notice of Meeting and expects to be so at the date of the Meeting.

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 (refer to Section 7.2(c) below).

The Company intends to use the consideration from any Shares issued under the 10% Placement Facility for the purposes of accelerating the development and commercialisation of the Company's core technology and business and for general working capital.

The Board believes the 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's Share capital during the next 12 months. Accordingly, the Directors of the Company believe Resolution 6 is in the best interests of the Company and unanimously recommend Shareholders vote in favour of this Resolution.

### **7.2 Requirements under Listing Rule 7.1A**

#### **(a) Shareholder approval**

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.

#### **(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.

The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, being Shares.

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

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

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

**Where:**

**A** is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement:

- (i) plus the number of fully paid ordinary shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid ordinary shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (iv) less the number of fully paid ordinary shares cancelled in the 12 months.

*Note: A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

**D** is 10%.

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

(d) **Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 1,068,460,077 Shares. If Resolution 6 is passed, the Company will be permitted to issue (as at the date of this Notice):

- (i) 32,779,487 Equity Securities under Listing Rule 7.1; and
- (ii) 88,424,955 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) above).

(e) **10% placement period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

### **7.3 Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of the Company's Equity Securities in the same class calculated over the 15 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; or
  - (ii) if the Equity Securities are not issued within five trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Options, only if the Options are exercised) to the extent Shareholders do not receive any Shares under the issue. There is a risk:
  - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

- (c) The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary Shares for

variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice. The table also shows:

- (i) two examples, where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples, where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Number of Shares on Issue (Variable 'A' in Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.0825 50% decrease in Issue Price	\$0.165 Issue Price	\$0.330 100% increase in Issue Price
<b>Current Variable A</b> <b>884,249,551 Shares</b>	<b>10% voting dilution</b>	88,424,955 Shares	88,424,955 Shares	88,424,955 Shares
	<b>Funds raised</b>	\$7,295,059	\$14,590,118	\$29,180,235
<b>50% increase in current Variable A</b> <b>1,326,374,327 Shares</b>	<b>10% voting dilution</b>	132,637,433 Shares	132,637,433 Shares	132,637,433 Shares
	<b>Funds raised</b>	\$10,942,588	\$21,885,176	\$43,770,353
<b>100% increase in current Variable A</b> <b>1,768,499,102 Shares</b>	<b>10% voting dilution</b>	176,849,910 Shares	176,849,910 Shares	176,849,910 Shares
	<b>Funds raised</b>	\$14,590,118	\$29,180,235	\$58,360,470

The table has been prepared on the following assumptions:

- (i) the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
- (ii) no Options or Performance Rights (including any Options or Performance Rights issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;
- (iii) 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%;

- (iv) 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 Facility, based on that Shareholder's holding at the date of the Meeting;
  - (v) the table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;
  - (vi) the issue of Equity Securities under the 10% Placement Facility consists only of Shares; and
  - (vii) the issue price is \$0.165, being the closing price of the Shares on ASX on 15 October 2018.
- (d) The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities using the 10% Placement Facility.
- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
- (i) the methods of raising funds available to the Company, including but not limited to rights issues or other issues in which existing security holders can participate;
  - (ii) the effect of the issue of the Equity Securities on the control of the Company;
  - (iii) the financial situation and solvency of the Company; and
  - (iv) advice from corporate, financial and broking advisers (if applicable).
- (f) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2017 annual general meeting on 27 November 2017. Therefore, the following information is provided in accordance with Listing Rule 7.3A.6 regarding the Equity Securities issued in the previous 12 months preceding the date of this Meeting.

Assuming no further issue of securities between the date of this Notice of Meeting and the date of the AGM, the Company will have issued a total of 276,109,722 Equity Securities during the 12 months preceding the date of this Meeting, representing approximately 19.73% of the total diluted number of Equity Securities on issue in the Company 12 months prior to the date of this Meeting, being 21 November 2017.

Information relating to issues of Equity Securities by the Company in the 12 months prior to the date of this Meeting is as follows:

Issue Date	Number of Equity Securities Issued	Class of Equity Securities Issued	Names of Persons to Whom Issued Equity Securities	Issue Price	Closing Market Price at Issue Date	Discount to Closing Market Price on Issue Date	Cash Consideration
22/11/2017	19,225,445	ORD shares	2 Cent Optionholders	\$0.02 <sup>(i)</sup>	\$0.215	90.7%	\$384,509
28/11/2017	184,210,526	ORD shares	Professional and sophisticated investors	\$0.19 <sup>(ii)</sup>	\$0.19	Nil	\$35,000,000
5/12/2017	13,750,000	ORD shares	2 Cent Optionholders	\$0.02 <sup>(i)</sup>	\$0.195	89.7%	\$275,000



Issue Date	Number of Equity Securities Issued	Class of Equity Securities Issued	Names of Persons to Whom Issued Equity Securities	Issue Price	Closing Market Price at Issue Date	Discount to Closing Market Price on Issue Date	Cash Consideration
5/12/2017	62,500	ORD shares	8 Cent Optionholder	\$0.08 <sup>(iii)</sup>	\$0.195	59.0%	\$5,000
22/12/2017	5,200,000	Performance Rights	Michael Pivac, Mark Pivac & Gabriel Chiappini – Company Directors	Nil <sup>(iv)</sup>	\$0.19	Not applicable	Nil
29/01/2018	10,000,000	ORD shares	2 Cent Optionholder	\$0.02 <sup>(i)</sup>	\$0.17	88.2%	\$200,000
16/02/2018	3,500,000	Performance Rights	Eligible Employees	Nil <sup>(v)</sup>	\$0.16	Not applicable	Nil
15/03/2018	4,000,000	Performance Rights	Eligible Employees	Nil <sup>(v)</sup>	\$0.165	Not applicable	Nil
15/03/2018	6,750,000	Unlisted Options	Eligible Employees	Nil <sup>(vi)</sup>	\$0.165	Not applicable	Nil
19/04/2018	8,750,000	ORD shares	2 Cent Optionholder	\$0.02 <sup>(i)</sup>	\$0.17	88.2%	\$175,000
11/05/2018	3,750,000	Unlisted Options	Eligible Employees	Nil <sup>(vii)</sup>	\$0.19	Not applicable	Nil
11/05/2018	300,000	Unlisted Options	Eligible Employees	Nil <sup>(viii)</sup>	\$0.19	Not applicable	Nil
20/07/2018	2,450,000	Performance Rights	Eligible Employees	Nil <sup>(v)</sup>	\$0.185	Not applicable	Nil
20/07/2018	4,000,000	Unlisted Options	Eligible Employees	Nil <sup>(ix)</sup>	\$0.185	Not applicable	Nil
13/08/2018	98,750	ORD shares	8 Cent Optionholder	\$0.08 <sup>(iii)</sup>	\$0.17	52.9%	\$7,900
13/08/2018	1,000,000	Performance Retention Rights	Mark Sheridan – Chief Operating Officer	Nil <sup>(x)</sup>	\$0.17	Not applicable	Nil
13/08/2018	1,500,000	Unlisted Options	Mark Sheridan – Chief Operating Officer	Nil <sup>(xi)</sup>	\$0.17	Not applicable	Nil
6/09/2018	1	Unlisted Option	Caterpillar Holdings Pty Ltd (subsidiary of Caterpillar Inc)	Nil <sup>(xii)</sup>	\$0.165	Not applicable	Nil
6/09/2018	300,000	Unlisted Options	Eligible Employee	Nil <sup>(xiii)</sup>	\$0.165	Not applicable	Nil
18/09/2018	662,500	ORD shares	8 Cent Optionholders	\$0.08 <sup>(iii)</sup>	\$0.17	52.9%	\$53,000
28/09/2018	6,600,000	ORD shares	Eligible Employees	Nil <sup>(xiv)</sup>	\$0.185	Not applicable	Nil

**Notes:**

- (i) Relates to conversion of 2 cent (\$0.02) unlisted Options. Of the total cash consideration for this issue, nil has been spent. The intended use of the remaining amount of that cash is working capital and Hadrian X development.
- (ii) Of the total cash consideration for this issue, \$23.5 million has been spent on working capital and Hadrian X development and the intended use for the remaining amount of that cash (being \$11.5 million) is for working capital and Hadrian X development.
- (iii) Relates to conversion of 8 cent (\$0.08) unlisted Options. Of the total cash consideration for this issue, nil has been spent. The intended use of the remaining amount of that cash is working capital and Hadrian X development.
- (iv) Issue of Performance Rights to Directors of the Company pursuant to participation in the Company's incentive plan. The Performance Rights, which were approved by Shareholders at the Company's 2017 AGM, were issued for nil consideration in connection with the incentivisation of the recipient Directors regarding their service to the Company. None of these Performance Rights have subsequently vested. The current value of the relevant non-cash

consideration based on the closing price of the Shares on ASX on 15 October 2018 of \$0.165 per Share, is \$858,000.

- (v) Issue of Performance Rights to Company employees pursuant to participation in the Company's incentive plan. The Performance Rights were issued for nil consideration in connection with the incentivisation of the recipient employees regarding their service to the Company. 4,750,000 of these Performance Rights have subsequently vested and were converted into Shares (see Note (xiv) below). The current value of the relevant non-cash consideration (calculated based on the remaining 4,750,000 unvested Performance Rights), based on the closing price of the Shares on ASX on 15 October 2018 of \$0.165 per Share, is \$783,750.
- (vi) Options granted to Company employees pursuant to participation in the Company's incentive plan. The Options were issued for nil consideration in connection with the incentivisation of the recipient employees regarding their service to the Company. None of these Options have subsequently been exercised. The current value of the relevant non-cash consideration based on the Binomial valuation model which values each Option at \$0.083 per Share as at 15 March 2018, is \$563,207.
- (vii) Options granted to Company employees pursuant to participation in the Company's incentive plan. The Options were issued for nil consideration in connection with the incentivisation of the recipient employees regarding their service to the Company. None of these Options have subsequently been exercised. The current value of the relevant non-cash consideration based on the Binomial valuation model which values each Option at \$0.091 per Share as at 11 May 2018, is \$342,407.
- (viii) Options granted to Company employees pursuant to participation in the Company's incentive plan. The Options were issued for nil consideration in connection with the incentivisation of the recipient employees regarding their service to the Company. None of these Options have subsequently been exercised. The current value of the relevant non-cash consideration based on the Binomial valuation model which values each Option at \$0.089 per Share as at 11 May 2018, is \$26,588.
- (ix) Options granted to Company employees pursuant to participation in the Company's incentive plan. The Options were issued for nil consideration in connection with the incentivisation of the recipient employees regarding their service to the Company. None of these Options have subsequently been exercised. The current value of the relevant non-cash consideration based on the Binomial valuation model which values each Option at \$0.105 per Share as at 20 July 2018, is \$419,468.
- (x) Issue of Retention Performance Rights to the Company's Chief Operating Officer pursuant to participation in the Company's incentive plan. The Performance Rights were issued for nil consideration in connection with the incentivisation of the Chief Operating Officer regarding his service to the Company. None of these Performance Rights have subsequently vested. The current value of the relevant non-cash consideration based on the closing price of the Shares on ASX on 15 October 2018 of \$0.165 per share, is \$165,000.

- (xi) Options granted to the Company's Chief Operating Officer pursuant to participation in the Company's incentive plan. The Options were issued for nil consideration in connection with the incentivisation of the Chief Operating Officer regarding his service to the Company. None of these Options have subsequently been exercised. The current value of the relevant non-cash consideration based on the Binomial valuation model which values each Option at \$0.090 per Share as at 13 August 2018, is \$135,093.
- (xii) Relates to the transaction with Caterpillar Inc announced by the Company on 2 July 2018. As part of that transaction Caterpillar Pty Ltd was granted a contractual Option to subscribe for US \$10 million of Shares at \$0.24 per Share prior to 31 January 2019. Shareholders approved that contractual Option at the Company's EGM held on 29 August 2018.
- (xiii) Options granted to Company employees pursuant to participation in the Company's incentive plan. The Options were issued for nil consideration in connection with the incentivisation of the recipient employees regarding their service to the Company. None of these Options have subsequently been exercised. The current value of the relevant non-cash consideration based on the Binomial valuation model which values each Option at \$0.087 per Share as at 6 September 2018, is \$26,164.
- (xiv) The Shares were issued pursuant to the vesting of Performance Rights previously issued to employees. The current value of the relevant non-cash consideration (being the Shares issued on vesting of the relevant quantity of Performance Rights), based on the closing price of the Shares on ASX on 28 September 2018 of \$0.185 per Share is \$1,221,000.
- (g) The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.
- (h) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

---

## 8. Definitions

In this Notice, Explanatory Memorandum and Proxy Form:

**\$** means Australian Dollars.

**10% Placement Facility** has the meaning given in Section 7.1.

**AEDT** means Australian Eastern Daylight Savings Time as observed in Sydney, New South Wales, Australia.

**Annual Report** means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 30 June 2018.

**Auditor's Report** means the auditor's report on the Financial Report.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

**Auditor's Report** means the auditor's report on the Financial Report.

**Board** means the board of Directors.

**Chair** means the person appointed to chair the Meeting.

**Closely Related Party** means, as defined in the Corporations Act, a closely related party of a member of the Key Management Personnel, being:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or of the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

**Company** or **FBR** means FBR Limited ACN 090 000 276.

**Constitution** means the current constitution of the Company.

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

**Director** means a director of the Company.

**Directors' Report** means the annual directors report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Eligible Employee** has the meaning given in the Performance Rights Plan.

**Equity Securities** has the same meaning as in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum attached to the Notice.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Key Management Personnel** means the 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 listing rules of ASX.

**Managing Director** means the managing Director of the Company.

**Meeting** has the meaning in the introductory paragraph of the Notice.

**Notice** means this Notice of Annual General Meeting.

**Option** means an option to acquire a Share.

**Performance Rights** means performance rights issued under the Performance Rights Plan.

**Performance Rights Plan** has the meaning given in Section 6.1.

**Proxy Form** means the proxy form attached to the Notice.

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**Resolution** means a resolution contained in this Notice.

**Schedule** means a schedule to this Notice.

**Section** means a section contained in this Explanatory Memorandum.

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

**Shareholder** means a shareholder of the Company.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**VWAP** means volume weighted average price.

## **Schedule 1 – Performance Rights Plan**

### **FBR Limited Performance Rights Plan**

## Table of Contents

Clause	Page No
<b>1. Definitions and interpretation .....</b>	<b>23</b>
1.1 Definitions .....	23
1.2 Interpretation .....	24
<b>2. Establishment of the Plan .....</b>	<b>24</b>
<b>3. Administration of the Plan .....</b>	<b>25</b>
<b>4. Offer of Performance Rights .....</b>	<b>25</b>
4.1 Offer .....	25
4.2 Grant of Performance Rights .....	26
<b>5. Number of Performance Rights .....</b>	<b>26</b>
<b>6. Performance Conditions .....</b>	<b>27</b>
<b>7. Right to Exercise Performance Rights .....</b>	<b>27</b>
<b>8. Issue of Shares.....</b>	<b>27</b>
8.1 Issue of Performance Shares .....	27
8.2 Share ranking .....	27
8.3 Listing of Shares on ASX .....	28
<b>9. Rights and obligations of Participants.....</b>	<b>28</b>
<b>10. Termination, Suspension and Amendment.....</b>	<b>28</b>
10.1 Termination, Suspension and Amendment .....	28
10.2 Notice of amendment.....	29
<b>11. Provision of Information.....</b>	<b>29</b>
<b>12. General Provisions.....</b>	<b>29</b>
<b>13. Governing Law .....</b>	<b>29</b>

---

## 9. Definitions and interpretation

### 9.1 Definitions

In these Rules, unless the contrary intention appears, terms defined in the Corporations Act or the Listing Rules and not otherwise defined herein are deemed to have the meanings ascribed to them in the Corporations Act or Listing Rules (as the case may be), and:

**ASIC** means Australian Securities and Investments Commission.

**ASX** means ASX Limited ACN 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

**Board** means the Board of Directors of the Company as it may be constituted from time to time, or where appropriate, a committee of the Board.

**Business Day** has the same meaning as in the Listing Rules.

**Company** means FBR Limited ACN 090 000 276.

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

**Eligible Employee** means:

- (a) a full-time or permanent part-time employee of a Group Company;
- (b) a director or company secretary of a Group Company; or
- (c) any other person determined by the Board to be an Eligible Employee for the purposes of the Plan.

**Group Company** means any one of the Company or a subsidiary thereof.

**Incentive Scheme** means a share, performance right or option scheme extended to any or all of the employees and/or directors of the Company and its Related Bodies Corporate, and includes the Plan.

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

**Participant** means a person who, at the relevant time, holds one or more Performance Rights.

**Performance Conditions** means, in relation to each Performance Right, the performance related conditions which must be satisfied or circumstances which must exist before a Performance Right can be exercised, as set out in the Terms and Conditions attached to that Performance Right.

**Performance Right** means a right granted under these Rules to be issued or transferred, one Share, subject to the Terms and Conditions attached thereto and these Rules.

**Performance Right Share** means, in respect of any Performance Right, the Share a Participant is entitled to subscribe for, or take a transfer of, by reason of the grant to him or her of that Performance Right, including any securities resulting from an adjustment made thereto pursuant to these Rules.



**Plan** means the FBR Limited Employee Performance Rights Plan as administered in accordance with these Rules, and as the same may be amended from time to time.

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

**Rules** means these rules setting out the terms and conditions of the Plan, as amended from time to time.

**Securities Dealing Policy** means any policy established by the Company applicable to trading in securities of the Company.

**Shares** means fully paid ordinary shares in the capital of the Company.

**Terms and Conditions** means the terms and conditions of a Performance Right, including performance conditions, vesting, expiry and other conditions (as determined by the Board).

## 9.2 Interpretation

- (a) Words importing gender mean each other gender; words denoting the singular include the plural and vice versa; headings are for convenience only and do not affect the interpretation of these Rules.
- (b) A reference to any statute or any section of any statute includes any statute or section amending, consolidating or replacing the statute or section referred to.
- (c) These Rules, the offer and grant of any Performance Right, and the issue or transfer of any Performance Right Shares shall at all times be subject to the Listing Rules, the Corporations Act and any other applicable laws.
- (d) A reference to an offer, issue or distribution to the Company's shareholders generally is a reference to an offer, issue or distribution to the generality of the Company's shareholders, whether or not such offer, issue or distribution is extended to the holders of other securities issued by the Company and whether or not such offer, issue or distribution excluded persons in particular places outside Australia or other minority groups who may for a particular reason be precluded from participating.
- (e) Where any calculation or adjustment to be made pursuant to these Rules, produces a fraction of a cent or a fraction of a share, the fraction shall be rounded to the nearest whole number, favourable to the Participant.

---

## 10. Establishment of the Plan

- (a) The purpose of the Plan is to:
  - (i) attract quality Eligible Employees;
  - (ii) motivate and retain Eligible Employees;
  - (iii) align the interests of Eligible Employees and the Company;
  - (iv) increase shareholder value by motivating Eligible Employees; and
  - (v) provide Eligible Employees with an opportunity to share in the success of the Company by acquiring an ownership interest therein.

- (b) The Plan shall take effect on the date determined by the Board.
- (c) The Plan shall operate in accordance with these Rules and the Terms and Conditions, which shall bind each Participant.

---

## **11. Administration of the Plan**

- (a) The Plan shall be administered by the Board which shall have power to:
  - (i) determine appropriate procedures for administration of the Plan consistent with the Rules;
  - (ii) resolve conclusively all questions of fact or interpretation in connection with the Plan and the Terms and Conditions; and
  - (iii) delegate such functions and powers as it may consider appropriate for the efficient administration of the Plan to a person or persons.
- (b) The Company, at the Board's discretion, may grant Performance Rights to Participants who are resident outside of Australia, and make rules, and determine procedures and documentation, for the operation of the Plan which are not inconsistent with these Rules to apply to Participants who are resident outside of Australia.
- (c) Except as otherwise expressly provided in the Plan, the Board has absolute and unfettered discretion to act or refrain from acting under or in connection with the Plan or any Performance Rights and in the exercise of any power or discretion granted to it by the Plan.

---

## **12. Offer of Performance Rights**

### **12.1 Offer**

- (a) The Company may, in its absolute discretion, from time to time offer and grant Performance Rights to any Eligible Employee upon the terms set out in this Plan and the Terms and Conditions.
- (b) The number and terms of Performance Rights (if any) to be offered to any Eligible Employee, shall be determined by the Board in its discretion, subject to these Rules and the Terms and Conditions.
- (c) The Board shall complete Schedule 1 to the Terms and Conditions for each offer of Performance Rights to specify the Performance Conditions, milestone date, expiry and other similar terms attached to such Performance Rights.
- (d) Any offer of Performance Rights shall be personal and shall not be assignable other than as provided in the Terms and Conditions.
- (e) Each offer of Performance Rights pursuant to the Plan will:
  - (i) be in writing;

- (ii) be made in accordance with the Corporations Act, the Listing Rules, these Rules, the Terms and Conditions and any other applicable laws; and
  - (iii) otherwise be on the terms which the Board may, in its discretion, determine.
- (f) Each offer of Performance Rights must be accompanied by:
- (i) a copy of these Rules;
  - (ii) the Terms and Conditions; and
  - (iii) such documents and undertakings as may be required by ASIC, the Corporations Act or the Listing Rules.

## **12.2 Grant of Performance Rights**

- (a) An Eligible Employee who receives an offer of Performance Rights and wishes to accept it must deliver written notice of acceptance, to the Company, in accordance with the instructions set out in the offer received in accordance with clause 4.1.
- (b) Upon delivery to the Company of written notice of acceptance of an offer of Performance Rights the Company shall grant Performance Rights to that Eligible Employee in accordance with the accepted offer and the Eligible Employee shall become a Participant, bound by these Rules and the Terms and Conditions.
- (c) The Performance Rights will not be listed on ASX.

---

## **13. Number of Performance Rights**

An offer of Performance Rights may only be made under the Plan if the number of Shares that may be acquired on exercise of the Performance Rights, when aggregated with:

- (a) the number of Shares issuable if each outstanding offer, right or option to acquire unissued Shares, made or acquired pursuant to the Plan or any Incentive Scheme, was accepted or exercised (as the case may be); or
- (b) the number of Shares issued during the previous year pursuant to the Plan or any other Incentive Scheme,

but disregarding an offer made, or Performance Right acquired or Share issued by way of or as a result of:

- (c) an offer to a person situated at the time of receipt of the offer outside Australia;
- (d) an offer that did not need disclosure to investors because of section 708 of the Corporations Act. Section 708 exempts the requirement of a disclosure document for the issue of securities in certain circumstances to investors who are deemed to have sufficient investment knowledge to make informed decisions, including professional investors, sophisticated investors and senior managers of the Company; or
- (e) an offer made under a disclosure document,

does not exceed 5% (or such other maximum permitted under any ASIC Class Order providing relief from the disclosure regime of the Corporations Act) of the total number of issued Shares as at the time of the offer. For the avoidance of doubt, where a Performance Right lapses without being exercised, the Performance Right Shares concerned shall be excluded from any calculation under this clause.

---

## **14. Performance Conditions**

- (a) A Performance Right granted under the Plan may contain Performance Conditions which will be specified in Schedule 1 to the Terms and Conditions attached to that Performance Right. Satisfaction of the Performance Conditions will be tested by a relevant milestone date specified in the Terms and Conditions.
- (b) A Performance Right will not vest unless the Board determines that the relevant Performance Conditions have been satisfied by the relevant milestone date specified in the Terms and Conditions.

---

## **15. Right to Exercise Performance Rights**

- (a) A Performance Right may be exercised in accordance with, and at any time during, the period specified in the Terms and Conditions, provided that:
  - (i) the Performance Conditions in respect of the Performance Right have been satisfied;
  - (ii) the vesting period (if any) in respect of the Performance Right has expired;
  - (iii) the issue or transfer of the underlying Performance Right Share does not contravene the Corporations Act, the Listing Rules or any Securities Dealing Policy; and
  - (iv) any other condition or term attached to that Performance Right has been satisfied in accordance with, and by the time specified, in these Rules or the Terms and Conditions.
- (b) The procedure for exercise of Performance Rights shall be determined by the Board and set forth in the Terms and Conditions.

---

## **16. Issue of Shares**

### **16.1 Issue of Performance Shares**

Subject to clause 9.2(c) and 15(a), upon due exercise of a Performance Right the Company must issue to, or transfer to, the Participant or his or her personal representative (as the case may be) the Performance Right Shares to which he or she is entitled under these Rules and the relevant Terms and Conditions.

### **16.2 Share ranking**

All Performance Right Shares will rank equally in all respects with all previously issued Shares for the time being on issue except as regards to any entitlements attaching to such Shares by

reference to a record date that is prior to the date of allotment of the Performance Right Shares.

### **16.3 Listing of Shares on ASX**

The Company will apply to the ASX for quotation of all Performance Right Shares issued under the Plan within the period required by ASX, if the Shares are then quoted on the ASX.

---

## **17. Rights and obligations of Participants**

- (a) All Participants shall be entitled to the benefit of and shall be bound by the terms and conditions of the Rules, the Terms and Conditions and any amendments thereto.
- (b) Whenever the Board exercises its discretion pursuant to the Rules, the exercise of that discretion shall be in the sole and absolute discretion of the Board and each decision shall be conclusive, final and binding upon Participants.
- (c) The Plan shall not form part of any contract between a Group Company and any Participant and shall not confer directly or indirectly on any Participant any legal or equitable rights whatsoever against a Group Company (other than the rights conferred upon the Participant under the Plan).
- (d) A Participant has no legal or equitable interest in a Share by virtue of acquiring a Performance Right. A Participant's rights under the Plan are purely personal and contractual.
- (e) This Plan:
  - (i) does not confer on any Participant the right to continue as an employee or officer of the Company or any Related Body Corporate of the Company;
  - (ii) is separate to, and does not amend the terms of, employment of a Participant;
  - (iii) does not affect any rights which the Company, or any Related Body Corporate of the Company, may have to terminate the employment or office of a Participant; and
  - (iv) may not be used to increase damages in any action brought against the Company, or any Related Body Corporate of the Company, in respect of the termination of a Participant.

---

## **18. Termination, Suspension and Amendment**

### **18.1 Termination, Suspension and Amendment**

The Board may terminate, suspend or amend the Plan at any time subject to any resolution of the Company required by the Listing Rules.

## **18.2 Notice of amendment**

As soon as reasonably practicable after suspending, terminating or amending the Plan the Board will give notice in writing of that occurrence to any Participant affected thereby.

---

## **19. Provision of Information**

The Board will advise each Participant of the following minimum information regarding Performance Rights:

- (a) the number of Performance Rights being offered;
- (b) the Expiry Date;
- (c) the Performance Conditions and milestone dates;
- (d) any other relevant conditions to be attached to the Performance Rights or the Performance Right Shares; and
- (e) any other information required under any applicable law or regulations.

---

## **20. General Provisions**

- (a) Whenever the number or type of securities issuable upon exercise of a Performance Right is adjusted pursuant to these Rules, the Company shall give notice of the adjustment to the Participant and the ASX, as required, together with calculations on which the adjustment is based.
- (b) Any notice to be given by the Company to the Participant shall be taken to have been given if served personally on the Participant or left at his or her last known place of residence.

---

## **21. Governing Law**

- (a) The Rules, the Terms and Conditions and the rights and obligations of Participants shall be governed by and construed in accordance with the laws for the time being in force in the State of Western Australia.
- (b) Each Participant irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of the State of Western Australia.



ABN 58 090 000 276

FBR

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

## Lodge your vote:



Online:

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



By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

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

## For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

XX



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

Control Number: 9999999

SRN/HIN: I9999999999

PIN: 99999

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



**For your vote to be effective it must be received by 1:00pm (AEDT) Monday, 19 November 2018**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** ➔

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



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1

#### Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of FBR Ltd hereby appoint

☐

the Chairman  
of the Meeting OR



**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of FBR Ltd to be held in the Whiteley Ballroom at the Amora Hotel Jamison Sydney, 11 Jamison Street, Sydney, New South Wales on Wednesday, 21 November 2018 at 1:00pm (AEDT) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 5 by marking the appropriate box in step 2 below.

### STEP 2

#### Items of Business



**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Mr Richard Grellman AM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Mr Andrew Bloore	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Director – Ms Nancy Milne OAM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN

#### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date / /

F B R

2 4 3 9 4 6 A

Computershare +