



National Tyre & Wheel Limited
ACN 095 843 020

**Notice of Annual General Meeting
and Explanatory Memorandum**

**Annual General Meeting to be held on
Thursday 12 October 2023
commencing at 11.00 am AEST (Brisbane time)
at The Brisbane Club, 241 Adelaide Street, Brisbane, QLD
and via <https://meetnow.global/MLTYRL2>**

The Notice of Annual General Meeting, Explanatory Memorandum and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional advisor prior to voting.



National Tyre & Wheel Limited
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385 MacArthur Avenue, Hamilton QLD 4007
PO Box 283, Hamilton QLD 4007
ABN 97 095 843 020

Dear Shareholder

2023 Annual General Meeting

The 2023 Annual General Meeting (**AGM**) of National Tyre & Wheel Limited (**NTAW**) will be held on Thursday 12 October 2023 commencing at 11.00 am AEST (Brisbane time). The AGM will be held at The Brisbane Club, 241 Adelaide Street, Brisbane, QLD, 4000. The AGM will be a hybrid meeting, enabling Shareholders to attend the meeting in person or attend online at <https://meetnow.global/MLTYRL2>.

Accessing meeting documents and lodging proxies online

The Corporations Act has been amended to permit a Notice of Meeting and other information regarding a meeting to be provided online where it can be viewed and downloaded. Accordingly, the Notice of Meeting will only be mailed to those Shareholders who have elected to receive the Notice of Meeting and other information regarding a meeting in hard copy. Details of where you can access the Notice of Meeting, lodge a proxy and participate in the meeting will be emailed to Shareholders that have not elected to receive the Notice of Meeting by mail. These details are also shown in this letter and on NTAW's website at <https://ntaw.com.au/investors-asx-announcements/agm>.

Participation at the Meeting

You will find further details about participating in the meeting in the Notice of Meeting, including instructions for attending the meeting online, methods for voting and asking questions. The Notice of Meeting also includes the Explanatory Memorandum in relation to the business of the AGM. I encourage you to read all of the provided material.

Future alternative arrangements

If it becomes necessary to make future alternative arrangements for holding NTAW's 2023 AGM, Shareholders will be provided as much notice as possible. Further information will be made available on NTAW's website at <https://ntaw.com.au/investors-asx-announcements/agm>. Shareholders are encouraged to check for updates regularly in the lead up to the AGM.

Electronic communications

We encourage all shareholders to receive electronic communications by providing an email address at www.computershare.com.au/easyupdate/NTD. This enables the fastest possible flow of information to you in the most secure, sustainable and cost-effective manner possible.

Thank you for your continued support of NTAW.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Murray Boyte'.

Murray Boyte
Chairman

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of National Tyre & Wheel Limited ACN 095 843 020 (**Company**) will be held on Thursday 12 October 2023 commencing at 11.00 am AEST (Brisbane time) at The Brisbane Club, 241 Adelaide Street, Brisbane, QLD, 4000. Shareholders can also attend the meeting online.

PARTICIPATION AT THE MEETING

Shareholders are invited to participate in the Meeting in the following ways:

1. Attend the meeting in person

Shareholders can choose to attend and participate in the Meeting in person. The Meeting will be held at The Brisbane Club, located at 241 Adelaide Street, Brisbane, QLD, 4000.

2. Watch and participate live online

Shareholders must use the Computershare Meeting Platform to attend and participate in the meeting virtually.

To participate in the meeting, you can log in by entering the following URL: <https://meetnow.global/MLTYRL2> on your computer, tablet or smartphone. Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below:

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the meetings to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder, select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress.

3. Voting options for the Meeting

Shareholders can appoint a proxy online prior to the Meeting or direct vote online during the Meeting. Please refer to the Notes to the Notice of Meeting for further details. Voting on all resolutions will be conducted by a poll.

4. Questions

A reasonable opportunity will be provided for the Shareholders to ask questions and to make comments on Company matters that are the subject of the Meeting. Shareholders attending the meeting virtually may submit questions via the online platform during the Meeting to the Chairman about the operations and management of the Company or to the Company's auditor about the content of the auditor's report and the conduct of the audit.

Questions can also be emailed to cosec@ntaw.com.au so that they are received no later than 11.00 am AEST (Brisbane time) on 10 October 2023.

Shareholders are advised that it may not be possible to respond to all questions.

Notice of Annual General Meeting

Future alternative arrangements

If it becomes necessary to make future alternative arrangements for holding NTAW's 2023 AGM, Shareholders will be provided as much notice as possible. Further information will be made available on NTAW's website at <https://ntaw.com.au/investors-asx-announcements/agm>. Shareholders are encouraged to check for updates regularly in the lead up to the AGM.

Notice of Annual General Meeting

ITEMS OF BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Company's Financial Report, incorporating the Directors' Report and the Independent Audit Report, for the financial year ended 30 June 2023.

Note: There is no requirement for Shareholders to approve these reports.

2. REMUNERATION REPORT

To consider and, if thought fit, pass the following as an ordinary resolution in accordance with section 250R(2) of the Corporations Act:

"That the Remuneration Report (which forms part of the Directors' Report) of the Company for the year ended 30 June 2023 be adopted."

Note: This Resolution is advisory only and does not bind the Company. The directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting, when reviewing the Company's remuneration policies. A voting exclusion statement applies to the Resolution for Item 2. Further details of this exclusion are set out in the accompanying Notes.

3. RE-ELECTION OF WILLIAM COOK AS A DIRECTOR

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

"That Mr William Cook who retires as a Director of the Company in accordance with Listing Rule 14.5 and rule 8.1(g) of the Company's constitution, and being eligible, be re-elected as a Director of the Company."

Note: Information about the candidate appears in the accompanying Explanatory Memorandum.

4. RE-ELECTION OF ROBERT KENT AS A DIRECTOR

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

"That Mr Robert Kent who retires as a Director of the Company in accordance with Listing Rule 14.5 and rule 8.1(g) of the Company's constitution, and being eligible, be re-elected as a Director of the Company."

Note: Information about the candidate appears in the accompanying Explanatory Memorandum.

5. APPROVAL OF THE EMPLOYEE EQUITY PLAN

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

"That, for the purposes of Listing Rule 7.2 Exception 13(b) and for all other purposes, approval is given for the Company's Employee Equity Plan (Plan) and for the issue of securities under the Plan, on the terms and conditions set out in the Explanatory Memorandum."

Note: A voting exclusion statement applies to the Resolution for Item 5 as set out in the accompanying Notes.

Notice of Annual General Meeting

6. ADDITIONAL CAPACITY TO ISSUE EQUITY SECURITIES

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

“That pursuant to, and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve an additional 10% placement capacity to issue equity securities under Listing Rule 7.1A on the terms set out in the Explanatory Memorandum.”

Note: A voting exclusion statement applies to the Resolution for Item 6 as set out in the accompanying Notes.

7. GRANT OF RIGHTS TO PETER LUDEMANN

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

“That approval be given in accordance with Listing Rule 10.14, section 200E of the Corporations Act and for all other purposes for the grant of 400,000 rights under the Company’s Employee Equity Plan to the Managing Director and CEO, Peter Ludemann, as described in the Explanatory Memorandum.”

Note: A voting exclusion statement applies to the Resolution for Item 7 as set out in the accompanying Notes.

By order of the Board of Directors



Hugh McMurchy
Company Secretary
11 September 2023

Notes

These Notes and the accompanying Explanatory Memorandum form part of this Notice of Meeting. Capitalised terms are defined in the Glossary at the end of the Explanatory Memorandum.

All resolutions will be voted on by a poll.

1. SHAREHOLDERS

The Company has determined that for the purpose of voting at the Meeting, shares in the Company will be taken to be held by those persons recorded on the Company's register of shareholders at 7:00 pm AEDT (Sydney time) on 10 October 2023. This means that any Shareholder registered at 7:00 pm AEDT (Sydney time) on 10 October 2023 is entitled to attend and vote at the Annual General Meeting.

2. HOW TO VOTE

Appointment of Proxy

If you are a Shareholder, and you are unable to attend and vote at the Meeting, and wish to appoint a proxy, you can do so:

Online: Visit www.investorvote.com.au and quote the 6-digit control number found on the front of your Proxy Form, or scan your personalised QR code shown on the front of your Proxy Form using your smartphone.

Subscribers of Intermediary Online (i.e. custodians) can lodge a proxy online by visiting www.intermediaryonline.com.

so that it is received not later than 11:00 am AEST (Brisbane time) on 10 October 2023. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

If you are unable to lodge your proxy online please contact the Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) or via www.investorcentre.com/contact and you will be issued a Proxy Form to be returned.

Shareholders are advised that:

- each Shareholder that is entitled to attend and vote at the Meeting is entitled to appoint a proxy.

- the proxy need not be a Shareholder of the Company.
- a Shareholder who is 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.

Please write the name of the person you wish to appoint as your proxy in the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman will be your proxy.

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director – that director, if the director is also the sole company secretary or the company does not have a company secretary.

Corporate Representatives

A corporation that elects to appoint an individual to act as its representative must ensure it does so in accordance with section 250D of the Corporations Act.

Votes on Resolutions

You may direct your proxy how to vote by marking 'For', 'Against' or 'Abstain' for the Resolutions set out in each item of business on the Proxy Form. All of your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on each Resolution 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 Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a

Notes

Resolution, your vote will be invalid on that item of business.

How the Chairman will vote undirected proxies

At the date of this Notice of Meeting, the Chairman intends to vote all undirected proxies **FOR** the Resolutions set out in each of the items of business.

Unless amended, the Proxy Form expressly authorises the Chairman to exercise undirected proxies in his discretion in relation to all Resolutions even where such Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel (**KMP**), which includes the Chairman.

Attending the meeting virtually

Eligible Shareholders may attend the Meeting virtually and vote online.

To participate in the meeting, you can log in by entering the following URL: <https://meetnow.global/MLTYRL2> on your computer, tablet or smartphone. Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the meetings to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder, select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress.

3. NON-BINDING RESOLUTION ON REMUNERATION REPORT

The Resolution for Item 2 is advisory and non-binding. The outcome of this Resolution does not bind the Company or the Directors. However, the Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

If 25% or more of the votes that are cast are voted against adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution (spill resolution) that another meeting of the Company's shareholders be held within 90 days at which all of the Company's Directors (other than the Managing Director) who were Directors of the Company when the Directors' Report for the second AGM was approved by those Directors, must stand for re-election.

A voting exclusion statement in respect of the Resolution for Item 2 is set out below.

4. VOTING EXCLUSION STATEMENTS

PART A

Item 2: Remuneration Report

A vote on the Resolution for Item 2 must not be cast (as a Shareholder, proxy or in any other capacity) by or on behalf of any of the following persons:

- 1) a member of the KMP details of whose remuneration is included in the Remuneration Report for the financial year ended 30 June 2023; or
- 2) a Closely Related Party of such a member of the KMP.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

Notes

- 1) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- 2) the person appointed as proxy is the Chairman and the written appointment of the Chairman does not specify the way the Chairman is to vote on this Resolution, but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Item 5: Approval of the Employee Equity Plan

The Company will disregard any votes cast in favour of the Resolution for Item 5 by or on behalf of the following persons:

- 1) a person who is eligible to participate in the Plan; or
- 2) any Associate of such a person.

However, this does not apply to a vote cast in favour of the Resolution by those persons noted in Part B to this Note 4.

In accordance with section 250BD of the Corporations Act, a vote on the Resolution for Item 5 must not be cast by a person appointed as a proxy, where that person is either a member of the KMP or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- 1) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- 2) the person appointed as proxy is the Chairman and the written appointment of the Chairman does not specify the way the Chairman is to vote on this Resolution, but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Item 6: Additional capacity to issue equity securities

The Company will disregard any votes cast in favour of the Resolution for Item 6 by or on behalf of the following persons:

- 1) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue, except a benefit solely by reason of being a holder of ordinary securities; or
- 2) an Associate of that person.

Note: under Listing Rule 14.11.1 and the notes under that rule about Listing Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

However, this does not apply to a vote cast in favour of the Resolution by those persons noted in Part B to this Note 4.

Item 7: Grant of rights to Peter Ludemann

The Company will disregard any votes cast in favour of the Resolution for Item 7 by or on behalf of the following persons:

- 1) Peter Ludemann (being the only director of the Company or any other person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is currently eligible to participate in the Plan); or
- 2) any Associate of Peter Ludemann.

However, this does not apply to a vote cast in favour of the Resolution by those persons noted in Part B to this Note 4.

In accordance with section 250BD of the Corporations Act, a vote on the Resolution for Item 7 must not be cast by a person appointed as a proxy, where that person is either a member of the KMP or a Closely Related Party of such member.

Notes

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- 1) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- 2) the person appointed as proxy is the Chairman and the written appointment of the Chairman does not specify the way the Chairman is to vote on this Resolution, but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

PART B

For the purposes of the voting exclusion statements for Items 5, 6 and 7, the Company will not disregard votes cast in favour of the Resolutions by:

- 1) 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
- 2) the Chairman 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 Chairman to vote on the Resolution as the Chairman decides; or
- 3) 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.

5. QUESTIONS AND COMMENTS BY SHAREHOLDERS AT OR BEFORE THE MEETING

In accordance with the Corporations Act, a reasonable opportunity will be provided for the Shareholders to ask questions and to make comments on Company matters that are the subject of the Meeting. Shareholders attending the meeting virtually may submit questions via the online platform during the Meeting about the operations and management of the Company or to the Company's auditor about the content of the auditor's report and the conduct of the audit.

Questions can also be emailed to cosec@ntaw.com.au so that they are received no later than 11.00 am AEST (Brisbane time) on 10 October 2023.

Shareholders are advised that it may not be possible to respond to all questions.

Explanatory Memorandum

This Explanatory Memorandum and the other attachments to the Notice of Annual General Meeting (Notice) which it accompanies are important documents. Please read them carefully.

ITEM 1 – FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires that the report of the Directors, the report of the auditors and the financial reports be presented to the Annual General Meeting. In addition, the Company's Constitution provides for such reports and statements to be received and considered at the Meeting.

The Company's 2023 Annual Report is available on the Company's website (<https://ntaw.com.au/investors-asx-announcements/annual-reports>) and has been sent to those Shareholders who have requested a copy.

ITEM 2 – REMUNERATION REPORT

Introduction

The Corporations Act requires that the section of the Directors' Report dealing with the remuneration of the Directors and other Key Management Personnel (**Remuneration Report**) be put to the members for adoption by way of a non-binding vote.

The Remuneration Report can be found in the Company's 2023 Annual Report.

Shareholders will be given a reasonable opportunity to ask questions about, or make comments upon, the Remuneration Report during the Meeting.

Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of the Resolution for Item 2.

ITEM 3 – RE-ELECTION OF WILLIAM COOK AS A DIRECTOR

Introduction

The Listing Rules and the Company's constitution prescribe a process by which Directors regularly retire from office. Retiring Directors may offer themselves for election or re-election.

Pursuant to Listing Rule 14.5 and rule 8.1(g) of the constitution of the Company, Mr William Cook retires at the conclusion of the Meeting, and being eligible, offers himself for re-election as a Director of the Company.

A summary of Mr Cook's qualifications and experience appears below:

Mr Cook is an Independent Non-Executive Director of the Company. Mr Cook commenced his career at Ford Motor Company in finance. He worked for Consolidated Press Holdings with the late Kerry Packer from 1983 to 1996 as Head of M&A and worldwide reporting. After two years as General Manager of Qantas Flight Catering's Sydney business he undertook Private Equity investment consulting roles, and subsequently joined AMP Capital as an investment manager in the Private Equity team. Since leaving AMP, Mr Cook has served as non-executive director for a number of companies, including the Company since 2013 and is currently the Chair of the Company's Audit and Risk Committee and a member of the Remuneration and Nominations Committee.

Explanatory Memorandum

Directors' recommendation

The Board (other than Mr Cook in relation to his own election) unanimously recommends that the Shareholders vote in favour of the Resolution for Item 3.

ITEM 4 – RE-ELECTION OF ROBERT KENT AS A DIRECTOR

Introduction

The Listing Rules and the Company's constitution prescribe a process by which Directors regularly retire from office. Retiring Directors may offer themselves for election or re-election.

Pursuant to Listing Rule 14.5 and rule 8.1(g) of the constitution of the Company, Mr Robert Kent retires at the conclusion of the Meeting, and being eligible, offers himself for re-election as a Director of the Company.

A summary of Mr Kent's qualifications and experience appears below:

Mr Kent was Managing Director of Publicis Mojo (Queensland), part of the global Publicis Groupe, from 2000 to 2017. During this time he was also a member of the Publicis National Board of Management. Mr Kent is a career advertising and marketing executive who has managed innumerable campaigns involving sales promotion and brand building across both traditional and digital channels. Concurrently with his advertising role, Mr Kent was Managing Director of leading digital marketing businesses, Personalised Plates Queensland from 2013 to 2017 and KiwiPlates (NZ) from 2016 to 2017, after winning the tender to operate each. Mr Kent is currently the Chair of the Company's Remuneration and Nominations Committee and a member of the Audit and Risk Committee. As disclosed in the 2023 Annual Report, Mr Kent provided consulting services to NTAW during the 2023 financial year (commencing in February 2023 and ceasing in August 2023) and as such was not considered an Independent Non-Executive Director of the Company for that period of the financial year. Mr Kent reverted to being a Non-Executive Director at the end of his consulting services.

Directors' recommendation

The Board (other than Mr Kent in relation to his own election) unanimously recommends that the Shareholders vote in favour of the Resolution for Item 4.

ITEM 5 – APPROVAL OF THE EMPLOYEE EQUITY PLAN

Introduction

The Resolution in Item 5 seeks Shareholder approval for the Employee Equity Plan (**Plan**), and for the issue of securities under the Plan, which was first adopted on 3 November 2021, to provide ongoing incentives to eligible employees, directors and contractors of the Company and its related bodies corporate (**Eligible Persons**).

If the Resolution in Item 5 is passed, the Plan will enable the Company to issue "Awards" (which include Shares, Options and Rights (typically a right to acquire a Share without further payment)) to Eligible Persons and to issue Shares to those persons if they choose to exercise their Rights or Options, without using the Company's placement capacity under Listing Rule 7.1. In the case of a director, no Award may be issued to the director without express shareholder approval of the number and terms of the Award.

Explanatory Memorandum

If the Resolution in Item 5 is not passed, any Awards issued to Eligible Persons, or Shares issued to Eligible Persons if they choose to exercise their Rights or Options, will count towards the Company's placement capacity under Listing Rule 7.1.

Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of the fully paid ordinary securities on issue at the commencement of the 12-month period.

An exception to Listing Rule 7.1 is set out in Listing Rule 7.2 Exception 13(b) which provides that Listing Rule 7.1 does not apply to an issue under an employee incentive scheme if, within the three years before the date of issue, shareholders have approved the issue as an exception to Listing Rule 7.1.

Shareholder approval is sought to approve the Plan in accordance with Listing Rule 7.2 Exception 13(b) and to enable the Company to subsequently grant Awards and issue Shares on exercise of Rights or Options under the Plan for three years after the Meeting, without having to obtain Shareholder approval each time the Company wishes to issue such securities which exceed the 15% limit contained in Listing Rule 7.1 and do not otherwise fall within one of the nominated Listing Rule exceptions.

Information required by Listing Rule 7.2 Exception 13(b)

Summary of the terms of the Plan

The full terms and conditions of the Plan are available on the Company's website at <https://ntaw.com.au/investors-asx-announcements/corporate-governance>.

On 15 August 2023, the terms and conditions of the Plan were amended by a resolution of the Board to take account of changes to the law relating to employee share schemes resulting from the introduction of Division 1A of Part 7.12 of the Corporations Act and ASIC Corporations (Employee Share Schemes) Instrument 2022/1021 and the repeal of ASIC Class Order 14/1000.

A summary of the terms and conditions of the Plan (as amended) is set out below.

Eligibility

Under the Plan, eligible employees or contractors of a group company, directors (including non-executive directors) and other persons who are declared by the Board to be eligible to receive awards and who otherwise meet the criteria of an eligible participant under applicable law may be offered the following Awards:

- Exempt Share Awards or Salary Sacrifice Share Awards;
- Performance Share Awards;
- Options; and
- Rights.

Participation in the Plan is at the Board's discretion and no individual has a contractual right to participate in it or to receive any guaranteed benefits.

Restriction on dealing

Rights, Options and Performance Share Awards are non-transferable.

Explanatory Memorandum

Vesting Conditions

Rights and Options

Rights and/or Options may only be exercised if:

- a) the Rights and/or Options vest in accordance with the applicable Performance Conditions; and
- b) the Exercise Conditions (if any) have been met.

Any Right or Option that has not vested may not be exercised, unless (subject to applicable laws) the Board exercises its absolute discretion, in circumstances where the Board considers it to be in the best interests of the Company to:

- a) vary or waive the relevant Performance Conditions and/or Exercise Conditions, and declare the Rights and/or Options to have vested; or
- b) bring forward the date upon which Rights and/or Options may be exercised.

Performance Share Awards

Performance Share Awards may only vest in accordance with the applicable Performance Conditions (if any), unless (subject to applicable laws) the Board exercises its absolute discretion, in circumstances where it considers it to be in the best interests of the Company, to:

- a) vary or waive the relevant Performance Conditions, and declare the Performance Share Awards to have vested; or
- b) bring forward the date upon which the Performance Share Awards may vest.

If instructed to do so in writing by the Board, each participant will take all necessary actions and enter into all necessary documentation to give effect to the re-designation of a Performance Share Award that has vested to be a share.

Issue cap for Awards involving monetary consideration

An Award that involves monetary consideration (that is, where monetary consideration is to be provided on the issue or transfer to the participant, or on the exercise by the participant, of the Award) (**Relevant Awards**) may only be offered if, at the time the offer is made:

- (a) the total number of fully paid Shares that are, or are covered by, the Relevant Awards that may be issued under the offer; and
- (b) the total number of fully paid Shares that are, or are covered by, the Awards that have been issued, or may be issued, under offers that were both received in Australia and made in connection with the Plan or any other employee share scheme of the Company at any time during the 3 year period ending on the day the offer is made,

does not exceed 5% (or, if the constitution of the Company specifies a different issue cap percentage, that percentage) of the total number of fully paid Shares issued by the Company as at the start of the day the offer is made. The Company's constitution does not presently specify a different issue cap percentage.

When aggregating the number of Shares for the purposes of the above calculation, the Company may disregard certain offers of Awards that do not need disclosure under the Corporations Act, including Awards offered to senior managers under section 708(12) of the Corporations Act.

Exercise of Rights and Options

A Right or an Option may only be exercised if at the time of exercise:

- a) The Right or Option has become vested under the Plan;
- b) The Right or Option has not lapsed or been forfeited under the Plan; and
- c) The Exercise Price (if any) has been paid to the Company in such manner approved by the Board.

Explanatory Memorandum

Certain rights in relation to Rights, Options and Performance Shares

Any Right, Option or Performance Share held by a participant will not give any right to the participant:

- a) to receive any dividends declared by the Company; or
 - b) to receive notice of, or to vote or attend at, a meeting of the Shareholders of the Company,
- until the participant's Shares are issued or transferred (as the case requires) to, and registered in the name of, the participant before the record date for determining entitlements to the dividend or the date of the meeting of Shareholders (as the case may be).

Share awards

Exempt share awards

The Company may grant Share awards for no consideration or at a purchase price that is a discount to the then market value of Shares, with the intention that up to \$1,000 (or such other amount that is exempted from tax under the Income Tax Assessment Act as applicable and amended from time-to-time) of the total value or discount received by each participant will be exempt from tax. The Company must offer the Share awards on a non-discriminatory basis in accordance with Division 83A of the *Income Tax Assessment Act 1997 (Cth)* as amended from time-to-time.

Salary sacrifice share awards

Share awards may be offered under a salary sacrifice arrangement in accordance with the terms of the invitation.

Holding lock

Any participant's Share may be subject to a holding lock of up to a maximum of 10 years from the grant date at the Board's absolute discretion. The Board may remove the holding lock applying to a participant's Shares at its discretion.

Lapsing and forfeiture

Last vesting date

Rights and Options will lapse, and Performance Share Awards will be forfeited, if those awards have not vested (and have not otherwise been forfeited) by the last date on which awards are able to vest as specified under the invitation to a participant.

Qualifying event

The Board may waive any vesting conditions where a participant ceases to be employed by the Company or its related bodies corporate as the result of a Qualifying Event. A Qualifying Event means:

- a) death;
- b) serious injury or illness that prohibits continued employment;
- c) retirement;
- d) retrenchment; or
- e) such other circumstances that result in a participant leaving the employment of the Company or its related bodies corporate and that the Board determines (in its absolute discretion) is a qualifying event.

Forfeiture

Rights, Options and Performance Share Awards will be forfeited where:

- a) the Board determines in its absolute discretion that a participant has acted fraudulently or dishonestly, or is in material breach of his or her obligations to the Company or its related bodies corporate; or
- b) a participant ceases to be employed by the Company or its related bodies corporate other than as a result of a Qualifying Event, whether or not those awards have vested.

Explanatory Memorandum

Last exercise date

Rights and Options that have vested and that have not been exercised will lapse on the date specified on the invitation to a participant as the last date on which awards are able to be exercised unless those awards have otherwise been forfeited or unless that date has been extended.

Rights attaching to Shares issued under the Plan

Ranking of Shares

Each participant's Shares issued under an award granted pursuant to the Plan will rank equally in all respects with all existing Shares from the date of issue.

Rights and bonus issues

A participant has the right to participate in rights issues and bonus issues by the Company:

- a) in relation to a participant's Shares that are registered in the participant's name; or
- b) in the case of exempt share awards or salary sacrifice share awards, that are registered in the name of a trustee, once those share awards are allocated.

Dividends

A participant will have a vested and indefeasible entitlement to any dividends declared and distributed by the Company on participant's Shares that, at the books closing date for determining entitlement to those dividends, are standing to the account of the participant.

Voting Rights

A participant may exercise any voting rights attaching to a participant's Shares registered in the participant's name or, in the case of exempt share awards or salary sacrifice share awards, registered in the name of a trustee, once those share awards are allocated to the participant.

Suspension or Termination of the Plan

The Plan may be suspended or terminated at any time by resolution of the Board. Suspension or termination of the Plan will not prejudice the accrued rights of participants.

Adjustment

The Board will:

- a) reduce the exercise price of Rights and/or Options (if any) in the event of a new issue; and/or
- b) change the number of underlying Shares to which awards relate in the event of a bonus issue, in accordance with the Listing Rules.

Reorganisation

In the event of a reorganisation of the Company's share capital, the Board will review and modify the terms of the awards if required by, and in accordance with, the Listing Rules.

Amendments to the Plan

Subject to the Listing Rules and the law, the Board may at any time by resolution amend or add to the rules of the Plan. However, no amendment to the rules may be made which materially reduces the rights of participants in respect of Awards which they have accepted prior to the amendment (except for certain changes, including changes for the purpose of complying with laws or the Listing Rules).

Explanatory Memorandum

Number of securities issued under the Plan since the date of last approval under Listing Rule 7.2 Exception 13(b)

Since the Plan was last approved by Shareholders on 3 November 2021, the Company has issued a total of 1,125,802 Awards (comprising 1,125,802 Rights), of which 1,002,364 remain on issue at time of this Notice of Meeting.

Maximum number of equity securities proposed to be issued under the Plan following the approval

The maximum number of Awards proposed to be issued under the Plan following shareholder approval over three years is 6,000,000 Awards. This maximum is not intended to be a prediction of the actual number of Awards to be issued under the Plan but is specified for the purposes of setting a ceiling on the number of Awards approved to be issued under and for the purposes of Listing Rule 7.2 Exception 13(b). Once that number is reached, any additional issues of Awards under the Plan would not have the benefit of Exception 13(b) without a fresh shareholder approval.

Voting exclusion statement

The voting exclusion statement in respect of the Resolution in Item 5 is set out under Note 4 in the Notice of Meeting.

Directors' recommendation

As all the Directors are entitled to participate in the Plan, they are interested in the outcome of the Resolution in Item 5 and accordingly do not consider it appropriate to make a recommendation to Shareholders.

ITEM 6 – ADDITIONAL CAPACITY TO ISSUE EQUITY SECURITIES

Introduction

Listing Rule 7.1A enables small to mid-cap listed companies to seek Shareholder approval by special resolution to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placement over a 12 month period (**10% Placement Facility**), without a need for further Shareholder approval. This is in addition to the existing 15% placement capacity permitted by Listing Rule 7.1.

A company is eligible to seek Shareholder approval for this additional placement capacity if it satisfies both of the following criteria at the date of the AGM:

- (a) it has a market capitalisation of \$300 million or less; and
- (b) it is not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will satisfy both these criteria at the date of the AGM.

Accordingly, Item 6 is seeking Shareholder approval by special resolution for the issue of such number of equity securities as calculated under the formula in Listing Rule 7.1A.2, at an issue price as permitted by Listing Rule 7.1A.3 (as set out below) to such persons as the Board may determine, on the terms as described in this Explanatory Memorandum.

If the Resolution in Item 6 is approved, the Company will be able to issue equity securities under Listing Rules 7.1 and 7.1A without further shareholder approval such that the Company's total annual placement capacity will be 25% of its issued capital.

Explanatory Memorandum

If the Resolution in Item 6 is not approved, the Company will not be able to access the additional 10% capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1 and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

At the date of the Meeting, it is anticipated that the Company will have on issue 133,271,318 Shares and a capacity to issue 19,990,698 Shares under Listing Rule 7.1 and, if the Resolution in Item 6 is approved, a capacity to issue an additional 13,327,132 Shares under Listing Rule 7.1A.

The actual number of equity securities that 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.

The effect of Item 6 will be to allow the Directors to issue equity securities under Listing Rule 7.1A, in addition to the Company's 15% placement capacity under Listing Rule 7.1, from the date of the AGM at which approval of the 10% Placement Facility under Listing Rule 7.1A is obtained until the first to occur of the following:

- (a) the date that is 12 months after the date of the AGM i.e. 12 October 2024;
- (b) the time and date of the Company's next annual general meeting; or
- (c) 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),
(10% Placement Period).

Information required by Listing Rule 7.3A

For the purposes of Listing Rule 7.3A, the following information is provided:

- The period for which the approval will be valid is the 10% Placement Period.
- The minimum price at which the equity securities will be issued will be no less than 75% of the volume weighted average market price for ordinary shares calculated over the 15 trading days on which trades are recorded immediately before:
 - (a) the date on which the price at which the shares are to be issued is agreed by the entity and the recipient of the securities; or
 - (b) if the shares are not issued within 10 trading days of the date in paragraph (a), the date on which the shares are issued.

Note: Securities can only be issued under Listing Rule 7.1A.2 for cash consideration.

- The Company intends to use any funds raised by an issue of equity securities under Listing Rule 7.1A.2 towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued development of, or investment in, the Company's current assets, general working capital and/or other capital management purposes.
- If the Resolution in Item 6 is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing ordinary Shareholders face the risk of economic and voting dilution as a result of the issue of equity securities which are the subject of this Resolution, to the extent that such equity securities are issued, including:
 - (a) the market price of equity securities may be significantly lower on the issue date than on the date on which this approval is being sought; and

Explanatory Memorandum

- (b) the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date,

which may also have an effect on the amount of funds raised by the issue of the equity securities.

- The following table gives examples of the potential dilution of existing ordinary Shareholders on the basis of the market price of Shares at 15 August 2023 and the number of ordinary securities for variable “A”, calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice (and on the assumption that the Resolutions being considered at the Meeting are approved).

The table also shows:

- (a) two examples where variable “A” has increased by 50% and 100%. Variable “A” is based on the number of fully paid ordinary securities the Company has on issue. The number of fully paid 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
- (b) two examples of where the issue price of fully paid ordinary securities has decreased by 50% and increased by 100% as against the current market price.

	Dilution				
	Additional shares issued	Voting Dilution	Funds raised		
Variable “A” in Listing Rule 7.1A.2			\$0.31 50% decrease in Issue Price	\$0.62 Issue Price	\$1.24 100% increase in Issue Price
133,271,318 (current)	13,327,132	10%	\$4,131,411	\$8,262,822	\$16,525,642
199,906,977 (50% increase)	19,990,698	10%	\$6,197,116	\$12,394,232	\$24,788,464
266,542,636 (100% increase)	26,654,264	10%	\$8,262,822	\$16,525,642	\$33,051,286

- The above table has been prepared on the following assumptions:
 - (a) the Resolution in Item 6 is approved;
 - (b) no Shares are issued in accordance with the Company’s Dividend Reinvestment Plan before the date of issue of Shares under Listing Rule 7.1A;
 - (c) the Company issues the maximum number of equity securities available under the 10% Placement Facility in Listing Rule 7.1A;
 - (d) no options or rights are exercised before the date of issue of Shares under Listing Rule 7.1A;
 - (e) 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%;
 - (f) 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 AGM;
 - (g) 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;
 - (h) the issue of equity securities under the 10% Placement Facility consists only of Shares; and
 - (i) the current Share price is \$0.62 per Share, being the closing price of the Shares on the ASX on 15 August 2023.

Explanatory Memorandum

- The Company's allocation policy for issues under the 10% Placement Facility will be dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of allottees of any equity securities that may be issued have not been determined as at the date of this Notice but may include existing Shareholders and/or parties who are not currently Shareholders and are not related parties or associates of the related parties of the Company. Any potential allottees will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
 - (a) the methods of raising funds available to the Company (including but not limited to, rights issue or other issues in which existing security holders can participate), while balancing interest from potential allottees with the interests of existing Shareholders;
 - (b) the effect of the issue of equity securities on the control of the Company. Allocation will be subject to takeover thresholds;
 - (c) the financial situation and solvency of the Company and its need for capital at any given time; and
 - (d) advice from corporate, financial and broking advisors (if applicable).
- The Company has not issued or agreed to issue any equity securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting. Further, there are no equity securities that the Company agreed before that 12 month period to issue but which have not yet been issued.
- At the time of dispatching this Notice of Meeting, the Company is not proposing to make an issue of equity securities under Listing Rule 7.1A.2.

The Resolution for Item 6 is a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the Resolution must be in favour of the Resolution.

A voting exclusion statement in relation to the Resolution for Item 6 is set out under Note 4 in the Notice of Meeting.

Directors' recommendation

The Directors unanimously recommend Shareholders vote in favour of the Resolution for Item 6 as it will provide additional flexibility for the Company to secure additional capital quickly if Directors decide that it is in the best interests of the Company.

ITEM 7 – GRANT OF RIGHTS TO PETER LUDEMANN

Introduction

The Resolution in Item 7 seeks Shareholder approval for the grant of 400,000 Rights to the Managing Director and CEO, Peter Ludemann, under the Company's Employee Equity Plan (**Plan**), subject to the terms and conditions of his 2024 LTI Award (**Rights**).

If shareholder approval is not obtained under the Resolution in Item 7, the Rights will not be issued to Mr Ludemann and, subject to satisfaction of the Performance Conditions and other conditions described below, Mr Ludemann will receive a cash payment at the end of the three-year Performance Period equivalent to the value of the Rights on that date.

Explanatory Memorandum

Why Shareholder approval is being sought

Shareholder approval of the Resolution in Item 7 is being sought for the following purposes, as explained in greater detail below:

- Listing Rule 10.14;
- Part 2D.2 of the Corporations Act (termination benefits); and
- Chapter 2E of the Corporations Act (financial benefits to related parties).

Listing Rule 10.14

Listing Rule 10.14 states that a listed company must not permit a Director (amongst other persons) to acquire securities under an employee incentive scheme without Shareholder approval given by ordinary resolution. The purpose of the Resolution in Item 7 is to obtain Shareholder approval for the grant of 400,000 Rights to Mr Ludemann, pursuant to the Plan and the terms and conditions of Mr Ludemann's 2024 LTI Award.

For the purposes of Listing Rule 10.15, the following information is provided:

- The name of the person to whom Rights are proposed to be issued under the Plan is Mr Peter Ludemann.
- The category in Listing Rule 10.14 that Mr Ludemann falls within is a Director of the Company (Listing Rule 10.14.1).
- The maximum number of Rights that may be granted to Mr Ludemann for which approval is being sought is 400,000.
- Details (including the amount) of Mr Ludemann's current total remuneration package are set out below.

For the financial year ending 30 June 2023, the Company's executive remuneration framework for Mr Ludemann comprises:

- Total Fixed Remuneration (**TFR**) of \$624,947, consisting of base salary, superannuation and other benefits;
 - A short term incentive (**STI**) with a maximum opportunity of 50% of TFR (at maximum performance levels); and
 - A long term incentive (**LTI**) in the form of Rights which will be issued under the Plan and will be subject to performance conditions as determined by the Board to support the long-term growth of the Company. The number of Rights to be awarded will be determined by the Board having regard to the overall amount of executive remuneration and the annual profit impact of the Rights awarded.
- The number of Rights that have previously been issued to Mr Ludemann under the Company's Employee Equity Plan is as follows:
 - 228,590 Rights were issued on 17 December 2021 and remain subject to performance conditions at the date of this Notice.

The average acquisition price (if any) paid by Mr Ludemann for those Rights was \$Nil.

Explanatory Memorandum

At the Company's 2022 AGM, Shareholders approved the issue of 210,709 Rights to Mr Ludemann. These Rights have not been, and will not be, issued.

- The number of Options that have previously been issued to Mr Ludemann under the Company's Employee Share Option Plan is as follows:
 - 180,000 Options were issued on 7 December 2018 but lapsed on 26 August 2019;
 - 180,000 Options were issued on 8 November 2019 and are able to be exercised to fully paid ordinary shares at the date of this Notice; and
 - 170,000 Options were issued on 25 February 2021 and remain subject to performance conditions at the date of this Notice.

The average acquisition price (if any) paid by Mr Ludemann for those Options was \$Nil.

- The material terms of the Rights are summarised below.

The Board has determined that, for the year ending 30 June 2024, up to 2,500,000 Rights (in total) will be issued to senior executives, including the 400,000 Rights to be issued to Mr Ludemann. The remaining Rights will be allocated to other senior executives based on their roles and responsibilities.

Conditions and Important Dates for the Rights

The Vesting Date of the Rights will be 30 September 2026, or three years from the Grant Date, whichever is earlier, subject to meeting the Performance Conditions. The Performance Period for the Performance Conditions is the period from the Grant Date until the Vesting Date (inclusive of each of those dates).

The Rights will expire on 30 September 2028, being the date which is two years after the Vesting Date, if not lapsed earlier.

Performance Conditions

Vesting of the Rights is dependent on, and subject to, satisfaction of the following Performance Conditions:

- i. Total Shareholder Return condition – the Compound Annual Growth Rate (**CAGR**) in the Company's Total Shareholder Return (**TSR**) will be tested on the Vesting Date and the Rights will vest in accordance with the following TSR CAGR hurdles:

TSR CAGR	% of Rights to vest
Less than 7% p.a.	0%
At least 7% but less than 10% p.a.	50%
At least 10% but less than 15% p.a.	70% to 100% on a straight-line basis
At least 15% p.a.	100%

TSR CAGR means the TSR compound annual growth rate as against the Base VWAP.

TSR means the total shareholder return to a shareholder of the Company, inclusive of Share Price Appreciation, capital returns and dividends.

Share Price Appreciation means the difference between the Base VWAP and Vesting VWAP.

Explanatory Memorandum

Base VWAP means the volume weighted average price of Shares over the 10 Trading Days (as that term is defined in the Listing Rules) immediately before and 10 Trading Days immediately after the release of the Company's 2023 financial report. The 2023 financial report was released on 29 August 2023 and the Base VWAP could not be calculated at the time of this Notice of Meeting.

Vesting VWAP means the volume weighted average price of Shares over the 10 Trading Days (as that term is defined in the Listing Rules) immediately before and 10 Trading Days immediately after the release of the Company's 2026 financial report, expected to be on or about 31 August 2026.

- ii. Service condition – continuous employment of Mr Ludemann with the Company or one of its subsidiaries from the Grant Date until the Vesting Date.

If the Performance Conditions are not met before the end of the Performance Period, the Rights will lapse.

Lapsing and early vesting of the Rights

Change of Control Event: On a takeover or change in control of the Company any unvested Rights will immediately vest and cease to be subject to any Performance Condition.

Termination of employment: If Mr Ludemann ceases employment before the Performance Conditions are satisfied the Rights will automatically lapse 30 days after that employment ceases, unless the Board determines otherwise in accordance with the Plan. If Mr Ludemann ceases to be employed by the Company by reason of his death, disability, bona fide redundancy or other reason with the approval of the Board, the Board has a discretion to determine that some or all of the Rights do not lapse but are deemed to have vested.

If Mr Ludemann's employment is terminated on the basis that Mr Ludemann has acted fraudulently, dishonestly, in breach of his obligations or otherwise for cause, all of the Rights (including those which have not yet vested and those which have vested but are unexercised) will immediately lapse.

Other Information

- The Company will not apply to the ASX for official quotation of the Rights granted under the Plan.
 - Shares issued pursuant to the exercise of the Rights will rank equally with Shares then on issue.
 - Any dealing in Shares is subject to the constraints of Australian insider trading laws and the Company's Securities Trading policy.
-
- The explanation of why Rights are being used is as follows. Rights are being used as the LTI following a review of the executive remuneration framework in 2021 by an independent remuneration consultant and consideration of various incentive schemes. The Board determined that the structure of the Rights ensures that remuneration outcomes link to Company performance and are in the long-term interests of Shareholders.

Explanatory Memorandum

- The value the Company attributes to the Rights and the basis of the valuation are set out below.

Valuation Date	15 August 2023
Share Price (Valuation Date)	\$0.6200
Exercise Price	\$0.0000
Risk free rate (%)	3.96%
Volatility (%)	54.10%
Expected Life (years)	3.0
Dividend Rate	2.42%
Estimated Value per Right	\$0.5766
Estimated Total Gross Value*	\$230,640

*Before adjustment to the fair value to allow for performance probabilities

Importantly, no value will be received by Mr Ludemann if the Rights lapse prior to the vesting date.

The 'fair value' for accounting purposes will be determined at the grant date and the value will be expensed over the relevant service period after taking account of any market and non-market vesting conditions, in accordance with AASB 2 *Share Based Payments*.

- The Rights are expected to be granted to Mr Ludemann shortly after the AGM and in any event within 12 months after the AGM.
- The Rights will be granted at no cost to Mr Ludemann. Once the Performance Conditions as set out above are met (or waived), the Rights will be exercisable.
- A summary of the terms and conditions of the Plan can be found at <https://ntaw.com.au/investors-asx-announcements/corporate-governance>.
- Details of any Rights issued under the 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 Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Rights under the Plan who were not named in this Notice of Meeting will not participate unless and until approval is obtained under that rule.
- A voting exclusion statement in relation to the Resolution for Item 7 is set out under Note 4 in the Notice of Meeting.

Approval pursuant to Listing Rule 7.1 is not required in order to grant the Rights to Mr Ludemann as approval is being obtained under Listing Rule 10.14. Accordingly, the grant of the Rights to Mr Ludemann will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

Part 2D.2 of the Corporations Act: Termination Benefits

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if it is approved by shareholders or an exemption applies. Further, under section 200C of the Corporations Act, a company may only give a person a benefit in connection with the transfer of the whole or any part of the undertaking or property of the company if it is approved by shareholders.

The term "benefit" in Part 2D.2 has wide operation and would include the accelerated vesting of Rights.

Explanatory Memorandum

Accordingly, Shareholder approval is sought under section 200E of the Corporations Act for the:

- giving of termination benefits to Mr Ludemann in accordance with the Plan or his employment contract if Mr Ludemann ceases to be employed by the Company and, as a result of the Board exercising its discretion, some or all of Mr Ludemann's Rights vest; and
- giving of benefits to Mr Ludemann if Mr Ludemann's Rights automatically vest as a result of a Change in Control Event being triggered due to the transfer of an undertaking or property of the Company.

As at the date of this Notice the estimated value of the Rights to be issued to Mr Ludemann is \$230,640. However, the value of the benefits at the time they may be given cannot presently be ascertained. The matters, events and circumstances that will, or are likely to, affect the calculation of that value include:

- the number of Rights held by Mr Ludemann prior to cessation of employment or at the time of the Change of Control Event; and
- the market price of Shares at that time.

If Shareholder approval is obtained and the Rights automatically vest as a result of a Change in Control Event or the Board exercises its discretion to vest some or all of Mr Ludemann's unvested Rights, the value of the benefit will be disregarded when calculating his termination benefit 'cap' as permitted by the Corporations Act.

Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- obtain the approval of the public company's shareholders in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

One of the exceptions where shareholder approval is not needed is where the financial benefit is (relevantly) remuneration to a related party as an officer or employee of the public company or an entity that the public company controls and to give the benefit would be reasonable given the circumstances of the public company or entity giving the remuneration and the related party's circumstances (including the responsibilities involved in the office of employment). This "reasonable remuneration" exception is contained in section 211 of the Corporations Act.

The grant of the Rights to Mr Ludemann will constitute the giving of a financial benefit and Mr Ludemann is a related party of the Company by virtue of being a Director of the Company.

The Directors (other than Mr Ludemann who abstained from considering this matter due to his material personal interest in the matter) consider that the proposed grant of the Rights to Mr Ludemann is reasonable remuneration which falls within the exception in section 211 of the Corporations Act and accordingly Shareholders' approval pursuant to Chapter 2E of the Corporations Act is not required.

Explanatory Memorandum

Listing Rules 10.18 and 10.19

If shareholder approval is obtained under the Resolution in Item 7, the Company will still be required to comply with Listing Rules 10.18 and 10.19, which place restrictions on the circumstances in which certain termination benefits can be paid and a cap on the value of termination benefits that can be paid to officers of the Company.

Directors' recommendation

The Board, other than Mr Ludemann, consider the grant of the Rights to Mr Ludemann to be appropriate in all circumstances and unanimously recommends that Shareholders vote in favour of the Resolution in Item 7 for the grant of the Rights to Mr Ludemann.

Glossary

In the Notice and Explanatory Memorandum, the following terms have the following meaning unless the context otherwise requires:

2023 Annual Report	The Annual Report for the Company for the financial year ended 30 June 2023.
AGM, Annual General Meeting or Meeting	The Annual General Meeting of Shareholders of the Company or any adjournment thereof, convened in accordance with the Notice.
Associate	Has the meaning given to that term by sections 12 and 16 of the Corporations Act.
AEDT	Australian Eastern Daylight Time.
AEST	Australian Eastern Standard Time.
ASX	ASX Limited ACN 008 624 691.
Award	An award issued under the Employee Equity Plan
Board	Board of Directors of the Company.
Chairman	The person chairing the Meeting.
Closely Related Party	A “Closely Related Party” of a member of the KMP means any of the following: <ol style="list-style-type: none">1) a spouse, child or dependant of the member;2) a child or dependant of the member’s spouse;3) anyone else who is one of the member’s family and may be expected to influence, or be influenced by, the member in the member’s dealings with the Company;4) a company the member controls; or5) a person prescribed by regulations (as at the date of this notice, no additional persons have been prescribed by regulation).
Company	National Tyre & Wheel Limited ACN 095 843 020.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company from time to time.
Income Tax Act	<i>Income Tax Assessment Act 1936</i> (Cth) and/or the <i>Income Tax Assessment Act 1997</i> (Cth)
Key Management Personnel or KMP	Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of the KMP include the Directors (including non-executive) and certain senior executives of the Company.
Listing Rules	The listing rules of ASX, as amended from time to time.

Glossary

Notice or Notice of Meeting	The notice of Annual General Meeting which accompanies the Explanatory Memorandum.
Option	An Option to acquire a Share issued under either the Employee Equity Plan or Employee Share Option Plan.
Performance Condition	Performance Hurdles and Service Conditions as defined in the Plan.
Right	A right to receive a Share issued under the Plan.
Plan	The Company's Employee Equity Plan.
Proxy Form	The proxy form accompanying the Notice.
Resolution	A resolution set out in the Notice.
Share	A fully paid ordinary Share in the Company.
Shareholder	A registered holder of a Share.



NTD

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Need assistance?



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YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11.00 am AEST (Brisbane time) Tuesday, 10 October 2023.**

Proxy Form

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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 National Tyre & Wheel Limited 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 National Tyre & Wheel Limited to be held at The Brisbane Club, 241 Adelaide Street, Brisbane, QLD, 4000 and virtually via <https://meetnow.global/MLTYRL2> on Friday, 12 October 2023 at 11.00 am AEST (Brisbane time) 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 Items 2, 5 and 7 (except where I/we have indicated a different voting intention in step 2) even though Items 2, 5 and 7 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 Items 2, 5 and 7 by marking the appropriate box in step 2.

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
2. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of William Cook as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Robert Kent as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of the Employee Equity Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Additional Capacity to Issue Equity Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Grant of Rights to Peter Ludemann	<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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

