

ASX Announcement

TYRO PAYMENTS LIMITED 2021 NOTICE OF ANNUAL GENERAL MEETING

Sydney, 1 October 2021 - In accordance with Listing Rule 3.17, attached to this Announcement are a copy of the following documents being sent to Shareholders today:

1. Chair's Cover Letter to Notice of Meeting;
2. 2021 Notice of Annual General Meeting;
3. Voting Form;
4. Shareholders Questions Form; and
5. Virtual Annual General Meeting Online Guide.

In accordance with Listing Rule 3.13.1, the Annual General Meeting will be held on 3 November 2021, commencing at 3:00pm (AEDT) and the closing date for receipt of nominations for director elections is 27 October 2021.

For further information, please contact:

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Pursuant to Listing Rule 15.5, Tyro confirms this document has been authorised for release to the market by its Board.

About Tyro

Tyro is a technology-focused and values-driven Group providing Australian businesses with payment solutions and value-adding business banking products. The Group provides simple, flexible and reliable payment solutions as a merchant acquirer, along with complementary business banking products.

For the more than 58,000 Australian merchants who chose to partner with Tyro at 30 June 2021, the Group processed more than \$25.5 billion in transaction value in FY21. In FY21 the Group generated \$119.4 million in gross profit, originated \$25.8 million in loans and held merchant deposits totalling \$75.5 million.

Tyro is Australia's fifth largest merchant acquiring bank by number of terminals in the market, behind the four major banks. The business was founded in 2003 with a goal of being the most efficient acquirer of electronic payments in Australia. Tyro has a track record of innovation, creating purpose-built solutions and being first to market. This approach saw the company become the first technology company to receive an Australian specialist credit card institution licence in 2005. In 2015 that licence was replaced by the award of an Australian banking licence, making Tyro the first new domestic banking licensee in over a decade.

Payments are at the core of Tyro's business, using its proprietary core technology platform to enable credit and debit card acquiring. This offering is enhanced by features purpose-designed for those merchants who choose to partner with the Group, including Point of Sale systems integrations, least-cost routing (Tap & Save) and alternative payment types such as integrated Alipay. While traditionally focused on in-store payments, Tyro has recently expanded into eCommerce. Further, Tyro provides value-adding solutions to its partners, such as loans in the form of merchant cash advances and fee-free, interest-bearing merchant transaction accounts.

Tyro has a team of more than 500 people, approximately half of whom are in technology roles.

Notice of Annual General Meeting

3 NOVEMBER 2021



tyro 

TYRO PAYMENTS LIMITED - ABN 49 103 575 042

Chair's Letter

Dear Shareholder,

TYRO 2021 ANNUAL GENERAL MEETING

I am pleased to advise you of the arrangements for the 2021 Annual General Meeting of Tyro Payments Limited to be held on **Wednesday, 3 November 2021**, commencing at **3:00pm (AEDT)**. The attached Notice of Meeting details the formal business of the meeting. All Shareholders will be able to participate in the meeting by logging into the AGM online platform (see details below).

Due to the health and safety impacts of COVID-19 and the continuing uncertainty around government-mandated lockdowns, we have decided to hold the meeting virtually at <https://agmlive.link/TYR21>. Information regarding virtual attendance at the meeting, including how to register, join the meeting, vote and ask questions online or by telephone, is available in the Virtual Meeting Online Guide enclosed and available on Tyro's investor centre website <https://investors.tyro.com>. The meeting will also be recorded, and the recording will be made available on Tyro's investor centre website for Shareholders to view at a later date.

The Notice of Meeting and Explanatory Memorandum explaining the formal business of the meeting, the Voting Form and Virtual Meeting Guide are enclosed.

If you cannot attend the meeting you can still vote at the meeting by either appointing a proxy or via direct voting by following the steps on your enclosed personalised Voting Form and lodging it by no later than 3:00pm (AEDT) on Monday 1 November 2021.

Shareholders may submit questions in advance of the meeting at www.investorcentre.linkmarketservices.com.au by no later than 5:00pm (AEDT) on Friday 29 October 2021. Shareholders and proxyholders will also be given an opportunity to ask questions in real-time by telephone. A personalised PIN is needed to ask questions by telephone. To receive a personalised PIN, please contact Link Market Services before the meeting. Dial-in details for the meeting and contact details for Link Market Services are included in the accompanying Virtual Meeting Online Guide. If you plan to ask questions by telephone, you will still need to log into the online platform if you wish to vote during the meeting.

My fellow Directors and I look forward to your attendance at the AGM and thank you for your ongoing support.

Sincerely,



David Thodey
Chair

1 October 2021



2021 Notice of Annual General Meeting

Notice is given that the 2021 Annual General Meeting (**AGM** or **Meeting**) of Shareholders of Tyro Payments Limited (**Tyro** or **Company**) will be held on **Wednesday, 3 November 2021**, at **3:00pm (AEDT)**. All Shareholders will be able to participate in the Meeting by logging into the AGM online platform at <https://agmlive.link/TYR21> (see details below).

The Explanatory Notes to this Notice of Meeting describe the matters to be considered at the AGM. The Voting Form and Explanatory Notes form part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and the accompanying Explanatory Notes are defined in the Glossary.

ANNUAL GENERAL MEETING AGENDA

1. Registration opens -

please log onto your electronic device and register your attendance (you will need your Shareholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) (or Proxyholder login provided to you by Link) in order to login to the online AGM platform)

2. Chair's address to Shareholders

3. CEO & Managing Director's address to Shareholders

4. Items of business

5. Shareholder questions

Items of Business

AGM PRESENTATIONS

To receive the Reports of the Chair and CEO & Managing Director.

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Group's Annual Financial Report and the related Directors' Report and Auditor's Report for the financial year ended 30 June 2021.

Shareholders will be given reasonable opportunity at the Meeting to ask questions about or make comments in relation to the management of the Group or the aforementioned reports and to ask the Auditor questions relevant to the audit and the Auditor's Report.

This item is **for discussion only and is not a resolution**.

Shareholders can access the Annual Report (which includes the Financial Report) for the year ended 30 June 2021 on the Group's website at <https://investors.tyro.com>.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

“That the Remuneration Report for the financial year ended 30 June 2021 be adopted.”

Resolution 1 is advisory only and does not bind the Directors or the Group. Shareholder votes on this resolution will be considered by Directors when reviewing the Group's future remuneration policies.

The Explanatory Note relating to Resolution 1 is included on page 9.

RESOLUTION 2 - RETIREMENT BY ROTATION AND RE-ELECTION OF DIRECTOR – DAVID FITE

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

“That David Fite, a Director who retires in accordance with ASX Listing Rule 14.4 and clause 47(a) of the Company's Constitution, and being eligible for election, be re-elected as a Director of the Company.”

The Explanatory Note relating to Resolution 2 is included on page 10.

RESOLUTION 3 - RETIREMENT AND RE-ELECTION OF DIRECTOR – FIONA PAK-POY

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

“That Fiona Pak-Poy, a Director who retires and being eligible for election, be re-elected as a Director of the Company.”

The Explanatory Note relating to Resolution 3 is included on page 11.

Items of Business

RESOLUTION 4 – RETIREMENT AND RE-ELECTION OF DIRECTOR – ALIZA KNOX

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

“That Aliza Knox, a Director who retires in accordance with ASX Listing Rule 14.4 and clause 47(d) of the Company’s Constitution, and being eligible for election, be re-elected as a Director of the Company.”

The Explanatory Note relating to Resolution 4 is included on page 12.

RESOLUTION 5 – PARTICIPATION BY DIRECTOR IN REMUNERATION SACRIFICE RIGHTS PLAN

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grants of Remuneration Sacrifice Rights to Aliza Knox under the Remuneration Sacrifice Rights Plan, as described in the Explanatory Note which forms part of the Notice of Meeting, is approved for the next three years.”

The Explanatory Note relating to Resolution 5 is included on page 13.

RESOLUTION 6 – GRANT OF SERVICE RIGHTS (FY21 STI) TO CEO & MANAGING DIRECTOR

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant of 28,536 Service Rights to Mr Robbie Cooke under the Tyro Payments Limited Team Incentive Plan, on the terms described in the Explanatory Note which forms part of the Notice of Meeting, is approved.”

The Explanatory Note relating to Resolution 6 is included on page 15.

RESOLUTION 7 – GRANT OF PERFORMANCE RIGHTS (FY22 LTI) TO CEO & MANAGING DIRECTOR

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant of 164,575 Performance Rights to Mr Robbie Cooke under the Tyro Payments Limited Team Incentive Plan, in respect of the FY22 year, on the terms described in the Explanatory Note which forms part of the Notice of Meeting, is approved.”

The Explanatory Note relating to Resolution 7 is included on page 19.

SHAREHOLDER QUESTIONS

To take questions from Shareholders.

Meeting Close

By order of the Board.



Jairan Amigh
Company Secretary

1 October 2021

Important Notes

RIGHT TO ATTEND, SPEAK AND VOTE AT THE 2021 ANNUAL GENERAL MEETING

Shareholders are able to participate in Tyro's 2021 Annual General Meeting:

- virtually via our online platform, available at <https://agmlive.link/TYR21>;
- through the use of direct voting (prior to the Meeting); or
- by the appointment of a proxy (prior to the Meeting).

Registration for the AGM (via the online platform (see link above)) will commence at 2:00pm (AEDT) on 3 November 2021.

Further details on how to participate in Tyro's 2021 AGM are set out in this Notice of Meeting and the accompanying Virtual Meeting Online Guide.

Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that for the purpose of the Meeting (including voting at the Meeting), 'Shareholders' are those persons who are the registered holders of the Company's Shares at 7:00pm (AEDT) on Monday 1 November 2021. Share transfers registered after that time will be disregarded in determining voting entitlements at the AGM. Shareholders of the Company's Shares may vote on all items of business, subject to the voting restrictions described in this Notice of Meeting.

If more than one joint holder of Shares is present at the Meeting (whether personally, by proxy, by attorney or by representative) and tenders a vote online, only the vote of the joint holder whose name appears first on the register will be counted.

In light of the changing nature of the COVID-19 pandemic, we encourage Shareholders to monitor the Company's announcements on the ASX and Tyro's website (available at <https://investors.tyro.com>) for any updates.

All resolutions will be via a poll

As Shareholders are asked to participate virtually in the Meeting, each resolution considered at the Meeting will be conducted by a poll. The Board considers voting by poll to be in the interests of the Shareholders as a whole and ensures the views of as many Shareholders as possible are represented at the Meeting.

Direct voting prior to the AGM

Shareholders not able to participate in the virtual AGM (either in person or via proxy), are entitled to vote their Shares directly prior to the Meeting (either by marking Section A 'Vote Directly' on the Voting Form (where received by post) or online via the Link Market Services Investor Centre). They will then not need to appoint a proxy to act on their behalf. Shareholders voting directly should only either vote 'for' or 'against' each Resolution. If a Shareholder abstains from voting on a Resolution, then their vote for that item will not be counted.

If a Shareholder does not give a direction on all of the items, or if they complete both Section A 'Vote Directly' and Section B 'Appoint a Proxy' on a Voting Form, their vote will be passed to the Chair of the Meeting as their proxy.

Shareholders will be able to vote directly on resolutions considered at the AGM at any time between the date of this Notice of Meeting and 3:00pm (AEDT) on Monday 1 November 2021. Details for returning completed Voting Forms are set out below under the heading 'Voting by Proxy'.

Direct voting via online AGM platform – during the AGM

Shareholders participating in the AGM via the online platform will be able to vote directly at any time between an hour prior to the start of the AGM (ie. from 2:00pm (AEDT)) and the closure of voting as announced by the Chair during the Meeting. Registration to access the online platform will commence at 2:00pm (AEDT) on Wednesday, 3 November 2021.

Voting by Proxy

APPOINTING A PROXY

- Shareholders who are unable to participate virtually and vote at the AGM and do not select direct voting, are entitled to appoint a proxy to act generally at the AGM on their behalf, and to vote. Shareholders who are entitled to cast two or more votes may appoint up to two proxies. Shareholders wishing to appoint a second proxy may obtain a second Voting Form by either telephoning the Share Registry or copying the Voting Form (where received by post) and returning both together.
- A proxy need not be a Shareholder of the Company.
- Where two proxies are appointed, each proxy can be appointed to represent a specified proportion or number of the votes of the Shareholder. If no number or proportion of votes is specified in the Voting Form, each proxy may exercise half of the Shareholder's votes. Neither proxy is entitled to vote on a show of hands if more than one Proxy attends the AGM.
- Completed Voting Forms, including online forms via the Link Market Services Investor Centre, (together with any authority under which the Voting Form was signed, or a certified copy of the authority) must be returned by no later than 3:00pm (AEDT) on Monday 1 November 2021.

BY POST:	ONLINE VIA:	BY FAX:	BY HAND:
Tyro Payments Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia	www.linkmarketservices.com.au	+61 2 9287 0309	Link Market Services Limited Level 12, 680 George Street Sydney NSW 2000

All enquiries relating to the return of Voting Forms, direct voting, appointment of proxies or questions to the Company are to be directed to Link Market Services:

Telephone: 1300 554 474, Overseas: +61 1300 554 474

- Link Market Services will contact proxyholders at least 24 hours prior to the start of the AGM to provide them with the proxyholder login information that they will need to enter into the online platform.

UNDIRECTED PROXIES

If a Shareholder has completed a Voting Form (including via the online Investor Centre) but has not specified a proxy, the Chair of the Meeting will be deemed to be appointed as the Shareholder's proxy. Where permitted by law, the Chair of the Meeting intends to vote undirected proxies in favour of all items of business. If a Shareholder appoints the Chair of the Meeting as their proxy, expressly or by default, and they do not direct the Chair how to vote on a resolution, by completing and returning the Voting Form they will be expressly authorising the Chair of the Meeting to exercise the proxy and vote as the Chair sees fit on a resolution, even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Group.

Corporate representatives

A corporation which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as a representative to vote at the AGM. The appointment must comply with section 250D of the *Corporations Act 2001* (Cth) (**Corporations Act**). The representative must provide evidence of his or her appointment to the Company's Share Registry (at vote@linkmarketservices.com.au), via a "Certificate of Appointment of Corporate Representative". A form of the certificate can be obtained from the Company's Share Registry or online at www.linkmarketservices.com.au.

Conduct at the AGM

OUR AGM IS INTENDED TO GIVE OUR SHAREHOLDERS THE OPPORTUNITY TO:

- hear from the Chair and the CEO & Managing Director about the performance and operations of the Group;
- consider and, where eligible, vote on the resolutions before the AGM; and
- ask questions of the Board, management and the Auditor. The Chair and the CEO and Managing Director will generally answer questions on behalf of the Board and the management team. If questions cannot be answered at the AGM, we will seek to provide a response to the Shareholder as soon as possible after the AGM.

TO DO THIS, WE WILL:

- give Shareholders the chance to raise questions before the AGM by either returning a completed question form to the Group's Share Registry (at the address details referred to above under 'Voting by Proxy'), or by submitting a question online via the Link Market Services Investor Centre. We ask that all questions be submitted by 5:00pm (AEDT) on Friday 29 October 2021. We will attempt to address the more frequently asked questions in the Chair's welcome and the CEO & Managing Director's presentation to the Meeting;
- give Shareholders a reasonable opportunity during the AGM to ask questions of the Board, management and the Auditor about the performance, operations and management of the Group. Shareholders and proxyholders will be given an opportunity to ask questions in real-time by telephone. A personalised PIN is needed to ask questions by telephone. To receive a personalised PIN, please contact Link Market Services before the Meeting. Dial-in details for the Meeting and contact details for Link Market Services are included in the Virtual Meeting Online Guide. If you plan to ask questions by telephone, you will still need to log into the online platform if you wish to vote during the meeting.

TO ASSIST US TO ACHIEVE ALL THIS, WE ASK THAT SHAREHOLDERS:

- are courteous and respectful to all Shareholders and others attending the AGM, including those assisting in the running of the AGM;
- keep their questions to a reasonable length to allow as many Shareholders as possible to participate;
- confine their questions to matters being considered at the AGM and which are relevant to Shareholders as a whole; and
- not record the AGM.

Further Information

For further information please contact Tyro's Investor Relations by email on investorrelations@tyro.com.

Explanatory Notes

FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the Financial Report, Directors' Report and Auditor's Reports for the year ended 30 June 2021 will be put before the AGM.

While there is no requirement in the Corporations Act or the Company's Constitution for Shareholders to vote on, approve or adopt these reports, Shareholders will have a reasonable opportunity at the AGM to ask questions and make comments on these reports and the management of the Group. The Auditor of the Group will also attend the AGM and Shareholders will have a reasonable opportunity as a whole to ask the Auditor questions about the conduct of the audit, preparation and content of the Auditor's Report, the accounting policies adopted by the Group in relation to the preparation of the financial statements, and the independence of the Auditor in relation to the conduct of the audit. The Auditor is not obliged to provide written answers. If written answers are tabled at the Meeting, they will be made available to Shareholders as soon as practicable after the meeting.

These Reports are in the Group's 2021 Annual Report and can be accessed on Tyro's website <https://investors.tyro.com>.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Group's Remuneration Report for the financial year ended 30 June 2021, which forms part of the Annual Report, is available at <https://investors.tyro.com>.

The Remuneration Report outlines the Group's remuneration strategy and practices, together with details of the specific remuneration arrangements that apply to Key Management Personnel (**KMP**) in accordance with the requirements of the Corporations Act.

As required by the Corporations Act, the Board presents the Remuneration Report to Shareholders for consideration and adoption by a non-binding vote. The vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Group. While the vote is advisory, the Board will take the outcome of this vote and the discussion at the AGM into consideration when determining the Group's approach to remuneration going forward.

Voting Exclusion Statement

In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the KMP of the Group, or by any of those persons' Closely Related Parties (**Restricted Persons**) regardless of the capacity in which the vote is cast; or
- as a proxy, by a person who is a member of the KMP of the Group at the date of the Meeting, or by any of their Closely Related Parties.

The Company however need not disregard a vote on Resolution 1 if it is cast as a proxy for someone who is not a Restricted Person and it is cast:

- in accordance with a direction to the proxy in the Voting Form; or
- by the Chair of the Meeting pursuant to an express authorisation to a proxy in the Voting Form to vote an undirected proxy, even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Recommendation

The Directors unanimously recommend that Shareholders eligible to do so vote **in favour** of the adoption of the Remuneration Report.

Explanatory Notes

RESOLUTION 2 – RETIREMENT BY ROTATION AND RE-ELECTION OF DIRECTOR – DAVID FITE

Clause 47(a) of the Company's Constitution provides that Director must retire from office no later than the longer of the third annual general meeting of the Company or 3 years following that Director's last election or appointment. Additionally, ASX Listing Rule 14.4 provides that a Director must not hold office (without re-election) past the third annual general meeting following the company's admission to the official list of the ASX or 3 years following the Company's admission to the official list of the ASX whichever is longer.

David Fite was last elected to the Board on 25 October 2018. Accordingly, he intends to retire and nominate himself for re-election at the end of the meeting. David has given the Company notice that he offers himself for re-election as a Director of the Company.

David Fite

Non-executive Director

David has over 30 years' experience in the financial services industry. David has held various roles at Westpac Banking Corporation, including Treasurer, Assistant Chief Financial Officer and the Group Executive responsible for all retail and business banking products in Australia. David has also worked at Japan's Shinsei Bank (formerly known as The Long-Term Credit Bank of Japan) as Senior Corporate Executive Officer, Chief Financial Officer and a member of its Board. David is also an active investor in various credit, financial services and technology businesses. David is:

- a member of the Risk Committee;
- a Director of Judo Capital Holdings Ltd and Judo Bank Pty Ltd, a SME challenger bank;
- a Director of Evari Technologies Pty Ltd and Evari Services Pty Ltd, entities which own or help develop software for the insurance industry;
- a Director of Marsello Ltd, a company that makes intelligent marketing accessible and easy for multi-channel retailers; and
- a Director of MYOB Group Co Pty Ltd, a provider of accounting, tax and business services.

David holds a Bachelor of Arts in Government (Magna Cum Laude) from Harvard College, and a Master of Business Administration and Masters in Economics from Stanford University.

The Board considers that David Fite, if re-elected, will be an independent Non-executive Director. The Board People Committee assesses the skills and experience of Directors and the Board as a whole (at least on an annual basis). The skills sought by the Board are identified in the Board skills matrix (see page 11 of the 2021 Corporate Governance Statement). The Board considers that the skills and experience brought by David Fite to the Tyro Board complement the skills and experience of the other Directors and contribute to fulfilling the desired Board skills (as set out in the skills matrix).

Recommendation

The Directors (with David Fite abstaining) recommend that Shareholders vote **in favour of Resolution 2**.

Explanatory Notes

RESOLUTION 3 - RETIREMENT AND RE-ELECTION OF DIRECTOR – FIONA PAK-POY

Clause 47(a) of the Company's Constitution provides that Director must retire from office no later than the longer of the third annual general meeting of the Company or 3 years following that Director's last election or appointment. This requirement will result in more than half of the Directors retiring and standing for re-election at the 2022 AGM.

So as to conduct a more orderly rotation process in 2022, Fiona Pak-Poy intends to retire and nominate herself for re-election at the end of the meeting. Fiona has given the Company notice that she offers herself for re-election as a Director of the Company. Fiona has been a Non-executive Director since 4 September 2019.

Fiona Pak-Poy

Non-executive Director

Fiona has over 25 years' experience in a variety of industries, for companies ranging from startups to large public companies and not-for-profits. Fiona has served on various boards, including MYOB, StatePlus, and the commercialisation office of The University of Adelaide, Adelaide Research and Innovation. She was a strategy consultant for the Boston Consulting Group in the US and Australia, and was also a partner in an Australian venture capital fund focused on technology startups. Fiona:

- is a member of the Audit Committee;
- was until 21 June 2021, a member of the Risk Committee;
- is Chair of the People Committee; and
- is currently a Non-executive Director of ASX-listed Booktopia, Australia's largest online book seller, and Director of the Sydney School of Entrepreneurship.

Fiona holds an Honours degree in Engineering from The University of Adelaide and a Master of Business Administration from the Harvard Business School. Fiona is a Fellow of The Australian Institute of Company Directors.

The Board considers that Fiona Pak-Poy, if re-elected, will be an independent Non-executive Director. The Board People Committee assesses the skills and experience of Directors and the Board as a whole (at least on an annual basis). The skills sought by the Board are identified in the Board skills matrix (see page 11 of the 2021 Corporate Governance Statement). The Board considers that the skills and experience brought by Fiona Pak-Poy to the Tyro Board complement the skills and experience of the other Directors and contribute to fulfilling the desired Board skills (as set out in the skills matrix).

Recommendation

The Directors (with Fiona Pak-Poy abstaining) recommend that Shareholders vote **in favour of Resolution 3**.

Explanatory Notes

RESOLUTION 4 - RETIREMENT AND RE-ELECTION OF DIRECTOR – ALIZA KNOX

The Constitution allows the Directors to appoint any person as a Director, either to fill a casual vacancy or as an addition to the Board, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Pursuant to ASX Listing Rule 14.4 and clause 47(d) of the Company's Constitution, any Director so appointed must only hold office until the next following annual general meeting. Such a Director is eligible for re-election by Shareholders, pursuant to the Constitution.

Aliza Knox was appointed to the Board by the other Directors on 21 April 2021. Accordingly, she intends to retire and nominate herself for re-election at the end of the meeting. Aliza has given the Company notice that she offers herself for re-election as a Director of the Company.

Aliza Knoz

Non-executive Director

Aliza has more than three decades of broad international marketing and management experience in the financial services and technology sectors having held senior executive roles internationally at Boston Consulting Group, Charles Schwab, Visa International, Twitter and Google. Her previous roles include Head of APAC for Cloudflare, Chief Operating Officer at Unlockd, Vice President, Asia Pacific at Twitter, Managing Director of Commerce and Online Sales & Operations for Asia Pacific at Google Asia Pacific, Senior Vice President, Commercial Solutions and Global Product Platforms at Visa International, and Senior Vice President, International Wireless and Global Expansion Asian Focus at Charles Schwab Corporation. Aliza was also named IT Woman of the Year (Asia) in 2020.

Aliza is:

- a member of the People Committee;
- a member of the Risk Committee; and
- Non-executive Director of Healthway Medical Group Limited in Singapore.

Aliza holds an MBA in Marketing (Honors) from New York University–Leonard N. Stern, School of Business, and a B.A., Applied Mathematics and Economics (Magna Cum Laude) from Brown University.

The Board considers that Aliza Knox, if re-elected, will be an independent Non-executive Director. The Board People Committee assesses the skills and experience of Directors and the Board as a whole (at least on an annual basis). The skills sought by the Board are identified in the Board skills matrix (see page 11 of the 2021 Corporate Governance Statement). The Board considers that the skills and experience brought by Aliza Knox to the Tyro Board complement the skills and experience of the other Directors and contribute to fulfilling the desired Board skills (as set out in the skills matrix).

Recommendation

The Directors (with Aliza Knox abstaining) recommend that Shareholders vote **in favour of Resolution 4**.

Explanatory Notes

RESOLUTION 5 – PARTICIPATION BY DIRECTOR IN REMUNERATION SACRIFICE RIGHTS PLAN

Background

Shareholders are being asked to approve Resolution 5 to allow Remuneration Sacrifice Rights (**Sacrifice Rights**) and any Shares issued on the conversion of those Sacrifice Rights, under the Tyro Payments Limited Remuneration Sacrifice Rights Plan (**Sacrifice Rights Plan**), to be issued to Aliza Knox as a Director of Tyro.

Shareholders resolved at the 2020 AGM to allow Sacrifice Rights and any Shares issued on the conversion of those Sacrifice Rights, under the Sacrifice Rights Plan, for all other Tyro Directors, for a period of 3 years from 27 October 2020, being the date of the last Annual General Meeting.

The Sacrifice Rights Plan enables Non-executive Directors, who are often limited in their ability to purchase Shares in the Company due to the operation of the Australian insider trading laws and the Group's focus on good corporate governance, to invest in the Company.

Non-executive Directors may voluntarily elect to sacrifice up to 100% of their fees into Sacrifice Rights. Elections are made on an annual basis. Sacrifice Rights are allocated shortly after the publication of the annual report (subject to Shareholder approval), based on the fees sacrificed for the year and vest and convert into ordinary Shares shortly after the end of the financial year, subject to compliance with the Group's Securities Trading Policy.

The number of Sacrifice Rights to be allocated to each Non-executive Director is determined by dividing the value of Non-executive Director fees sacrificed for the year, by the volume weighted average price (**VWAP**) of Tyro Shares traded in the 10 trading days commencing on the day following the day of announcement of full year result for the financial year immediately preceding the financial year to which the Sacrifice Right relates.

Each Sacrifice Right is a right to acquire one Share. Sacrifice Rights do not carry any dividend or voting rights prior to conversion to Shares. Sacrifice Rights do not have any performance conditions attached to them.

On vesting, a Sacrifice Right converts into a 'restricted' Share, which is subject to a trading restriction nominated by the Non-executive Director, between 1 and 15 years.

The Shares issued on conversion of the Sacrifice Rights are issued to the relevant Non-executive Director and carry the same dividend and voting rights as Shares, but cannot be disposed of during the period of the restriction. This restriction ceases to apply on the earlier of the end of the restriction period, the Non-executive Director ceasing to be a Director of Tyro or as otherwise determined by the Board under the Sacrifice Rights Plan.

The Sacrifice Rights Plan can also be utilised by the CEO & Managing Director to sacrifice any cash STI payable, in exchange for Sacrifice Rights (to operate in the same manner as outlined above).

ASX Listing Rule 10.14

Resolution 5 seeks Shareholder approval in order to comply with the requirements of ASX Listing Rule 10.14, which provides that a company must not permit any Director to acquire the company's equity securities (which includes the Sacrifice Rights) under an employee incentive scheme, unless it has been approved by Shareholders by ordinary resolution. If Shareholders provide approval under ASX Listing Rule 10.14, separate Shareholder approval is not required under ASX Listing Rule 10.11 (general restriction against Directors acquiring the Company's equity securities without Shareholder approval).

Subject to receiving Shareholder approval, Aliza Knox may be granted Sacrifice Rights (to the extent she elects to sacrifice some or all of her Director fees) for the duration of this approval (being the next 3 years).

Shareholder approval is therefore sought pursuant to ASX Listing Rule 10.14 for the grant of Sacrifice Rights to Aliza Knox, should she elect to sacrifice some or all of her Director fees. If approved, the grant of the Sacrifice Rights in respect of FY22 will be made to Aliza Knox to the extent she has elected to sacrifice her FY22 Director fees following the AGM. In respect of future financial years, the grant of Sacrifice Rights will generally occur shortly following the publication of the Annual Report.

In the event that Resolution 5 is not approved by the requisite majority of Shareholders, the Company will acquire Shares on-market to satisfy the conversion of Sacrifice Rights.

Explanatory Notes

Information Requirements for the purposes of Listing Rules 10.14 and 10.15

(a) Name of the persons to acquire the Sacrifice Rights

Aliza Knox

(b) Which category in rules 10.14.1 – 10.14.3 the persons fall into

A Director of Tyro (falls within the category of ASX Listing Rule 10.14.1).

(c) Number and class of securities proposed to be issued to the person under the scheme for which approval is sought

The maximum number of Sacrifice Rights that could be allocated in the next three years cannot be calculated because it is subject to the Tyro Share price at the time that the Sacrifice Rights are granted. The maximum potential value of Sacrifice Rights that could be allocated annually under the Sacrifice Rights Plan is equal to \$1.4 million in respect of all Non-executive Directors (which is the Shareholder-approved Non-executive Director fee cap (**Director Fee Cap**)).

The actual value of Sacrifice Rights that will be allocated will be lower, because the Director Fee Cap applies to all of the Non-executive Directors together, the level of Non-executive Director fees is below the Shareholder-approved fee cap and not all Non-executive Directors will sacrifice all of their fees under the Sacrifice Rights Plan.

(d) Details of the persons' total remuneration package

Director fees for Aliza Knox for FY21 (before superannuation) are \$140,000 per annum.

(e) Number of securities that have previously been issued to the persons under the scheme and the average acquisition price (if any) paid by the persons for those securities

No Sacrifice Rights have been previously allocated to Aliza Knox.

(f) Summary of material terms of the securities; explanation of why that type of security is being used; value that the entity attributes to that security and its basis

The material terms of the Sacrifice Rights are described above under 'Background'.

(g) Date(s) on which the entity will issue the securities (to be no later than 3 years after the date of the AGM)

The Sacrifice Rights will be allocated pursuant to the approval sought in Resolution 5 no later than three years after the date of the AGM.

(h) Price at which the entity will issue the securities to the persons under the scheme

The number of Sacrifice Rights to be allocated to each Non-executive Director is determined by dividing the value of Non-executive Director fees sacrificed for the year, by the volume weighted average price (VWAP) of Tyro Shares traded in the 10 trading days commencing on the day following the day of announcement of full year result for the financial year immediately preceding the financial year to which the Sacrifice Right relates.

(i) Summary of the material terms of the scheme

A copy of the Sacrifice Rights Plan has been lodged with ASX and the key terms are summarised in Annexure 1 below.

(j) Summary of the material terms of any loan that will be made to the persons in relation to the acquisition

No loan is provided to Aliza Knox in relation to the acquisition of the Sacrifice Rights.

(k) Details to be included in annual report

Details of any securities issued under the Sacrifice Rights Plan will be published in Tyro's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Sacrifice Rights Plan after Resolution 5 is approved and who were not named in this Notice of AGM will not participate in the Sacrifice Rights Plan until approval is obtained under ASX Listing Rule 10.14.

Explanatory Notes

Voting Exclusion Statement

In accordance with the ASX Listing Rules and the Corporations Act, the Company will disregard any votes on Resolution 5:

- cast in favour of the Resolution by or on behalf of Aliza Knox or her Associates (regardless of the capacity in which the vote is cast); or
- cast as a proxy, by a person who is a member of the KMP of the Group at the date of the Meeting, or by any of their Closely Related Parties.

The Company however need not disregard votes on Resolution 5 by:

- a person as proxy or attorney for a person entitled to vote on Resolution 5, in accordance with a direction given to the proxy or attorney to vote on Resolution 5 in that way; or
- the Chair of the Meeting as proxy or attorney for a person entitled to vote on Resolution 5, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides and, if acting as proxy, pursuant to an express authorisation in the Voting Form to vote an undirected proxy, even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP; or
- a Shareholder acting solely in a nominee, trustee or custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and it not an associate of a person excluded from voting, on the resolution; and
 - the Shareholder votes on the resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

Recommendation

The Directors (with Aliza Knox abstaining) recommend that Shareholders vote **in favour of Resolution 5**.

RESOLUTION 6 – GRANT OF SERVICE RIGHTS (FY21 STI) TO CEO & MANAGING DIRECTOR

Background

Shareholders are being asked to approve Resolution 6 to allow service rights (**Service Rights**) and any Shares that may vest following the conversion of those Service Rights, under the Incentive Plan to be issued to Mr Robbie Cooke.

Mr Cooke's FY21 remuneration is comprised of:

- a base salary and superannuation of \$990,000 per annum (**fixed annual remuneration**);
- an allowance claimable up to \$50,000 annually for reimbursement of personal travel expenses;
- a discretionary annual short term incentive (**STI**) bonus of up to 50% of Mr Cooke's fixed annual remuneration based on the performance of the Group and his achievement of key performance indicators. The award and payment of the STI is at the discretion of the Board. In respect of FY21, the target STI was \$495,000; and
- participation in the Group's Long Term Incentive Plan (**LTI**) to a value equal to 64.5% of Mr Cooke's fixed annual remuneration. In respect of FY21, the value of the LTI granted to Mr Cooke was \$556,104.

The Board considers that performance-based incentive (including the STI) forms a key part of executive remuneration, as it seeks to align the interests of Shareholders with those of Group executives.

Further detail on Mr Cooke's FY21 remuneration can be found in the 2021 Remuneration Report (see pages 85 to 88 of the 2021 Annual Report).

In determining whether an STI was payable to executives and employees in FY21, the Board considered performance against the following criteria:

Explanatory Notes

PERFORMANCE MEASURE	WEIGHTING AT TARGET	WEIGHTING AT MAXIMUM	TARGET	RATIONALE FOR METRIC
Gross profit growth	60%	120%	23% growth from FY20 gross profit (excluding JobKeeper contribution received in FY21)	<ul style="list-style-type: none"> Key indicator of financial performance Ensures continued focus on growth Balances growth in transaction value with generating new business at profitable margins
Transaction value churn	5%	10%	8% or less churn	<ul style="list-style-type: none"> Key indicator of merchant retention focussing on retention of large merchants Aligns to 'Wowing the Customer' value
Merchant number churn	5%	10%	10% or less churn	<ul style="list-style-type: none"> Key indicator of merchant retention focussing on retention of all merchants Aligns to 'Wowing the Customer' value
Customer satisfaction	10%	20%	NPS of 47 or greater	<ul style="list-style-type: none"> Key indicator of merchant satisfaction Aligns to 'Wowing the Customer' value
Merchant applications	10%	20%	Average of 1,000 new merchant applications per month for the period 1 March 2021 to 30 June 2021	<ul style="list-style-type: none"> Key indicator of winning new business Aligns to 'Stay Hungry' value
Individual KPI performance	10%	10%	Individual KPIs are set at the start of each financial year for each team member and	<ul style="list-style-type: none"> Focus on providing a measure of individual performance together with placing emphasis on the achievement of individual goals, the development of team members skills and expertise and challenging team members to achieve at their highest level.

In respect of Mr Cooke's STI more specifically, the Board determined the FY21 STI to be a total of \$442,881, calculated as follows:

ITEM	WEIGHTING	TARGET	RESULT	RESULT
Financial performance	60.0%	\$297,000	311,142	117%
Customer Performance Targets:				
• NPS	10.0%	\$49,500	-	0%
• Merchant Churn	5.0%	\$24,750	\$16,597	75%
• Transaction Value Churn	5.0%	\$24,750	\$16,597	75%
• Merchant Applications	10.0%	\$49,500	\$53,995	122%
Individual KPI performance	10.0%	\$49,500	\$44,550	90%
Total	100.0%	\$495,000	\$442,881	89%

In relation to FY21, the Board determined to pay 75% of Mr Cooke's STI in the form of cash and (subject to Shareholder approval) 25% in Service Rights.

Explanatory Notes

ASX Listing Rule 10.14

Resolution 6 seeks Shareholder approval in order to comply with the requirements of ASX Listing Rule 10.14, which provides that a company must not permit any Director to acquire the company's equity securities (which includes the Service Rights) under an employee incentive scheme, unless it has been approved by Shareholders by ordinary resolution. If Shareholders provide approval under ASX Listing Rule 10.14, separate Shareholder approval is not required under ASX Listing Rule 10.11 (general restriction against Directors acquiring the company's equity securities without Shareholder approval).

As noted above, the FY21 STI determined to be payable by the Board is proposed to be paid 75% in cash and 25% in the form of Service Rights and it is in relation to the Service Rights that Resolution 6 relates. Subject to receiving Shareholder approval, the Board has determined that 28,536 Service Rights (with a face value of \$110,720) be granted to Mr Cooke as part of Mr Cooke's FY21 performance-based incentive.

Shareholder approval is therefore sought pursuant to ASX Listing Rule 10.14 for the grant of 28,536 Service Rights to Mr Cooke. If approved, the grant of the Service Rights will be made to Mr Cooke following the AGM.

In the event that Resolution 6 is not approved by the requisite majority of Shareholders, Mr Cooke will receive the balance of his FY21 STI (ie 25%) in cash (\$110,720).

Information Requirements for the purposes of Listing Rules 10.14 and 10.15

(a) Name of the person to acquire the Service Rights

Robbie Cooke (Tyro's CEO & Managing Director).

(b) Which category in rules 10.14.1 – 10.14.3 the person falls into

As Managing Director, Mr Cooke is a Director of Tyro (falling within the category of ASX Listing Rule 10.14.1).

(c) Number and class of securities proposed to be issued to the person under the scheme for which approval is sought

28,536 Service Rights proposed to be issued under the Incentive Plan.

(d) Details of the person's total remuneration package

Details of Mr Cooke's total remuneration package for FY21 are set out above in this Explanatory Note (under the heading 'Background').

(e) Number of securities that have previously been issued to the person under the scheme and the average acquisition price (if any) paid by the person for those securities

Mr Cooke was granted 62,975 Service Rights under the Incentive Plan in 2020, as approved by Shareholders. Mr Cooke has also received grants of options and rights under Tyro's other employee incentive schemes, prior to Tyro listing on the ASX, as disclosed on pages 90 to 95 of the FY21 Remuneration Report (contained in the FY21 Annual Report) and available on Tyro's website: <https://investors.tyro.com>

(f) Summary of material terms of the securities; explanation of why that type of security is being used; value that the entity attributes to that security and its basis

A summary of the material terms of the Service Rights is set out below. The Board has selected Service Rights for payment of the 25% portion of the FY21 STI, as they provide alignment between the interests of Shareholders and the CEO & Managing Director, and as they vest 4-years (irrespective of continuous service) after grant with no performance hurdle, they provide an incentive for executive retention.

Explanatory Notes

TERM	DESCRIPTION
Price (Service Rights)	No amount is payable by Mr Cooke to acquire the Service Rights.
Calculation of number of Service Rights	The number of Service Rights to be granted to Mr Cooke in respect of his FY21 STI was determined by dividing 25% of Mr Cooke's FY21 STI (being \$110,720) by the volume weighted average price (VWAP) of Tyro Shares traded in the 10 trading days commencing on the day following the day of announcement of Tyro's FY21 full year result (being \$3.88).
Expiry	Service Rights issued under the Incentive Plan will lapse 10 years after the date on which the relevant Service Right vests.
Vesting dates	Vesting occurs in one instalment after 4 years (irrespective of continuous service and subject to a claw back in the vesting period).
Vesting condition	The holder of the Service Rights must be employed by Tyro or provide services to Tyro as a contractor or consultant on the date of vesting.
Exercise	Following satisfaction of the vesting condition on the vesting date, Service Rights may be exercised at nil consideration.
Rights	Each Service Right granted entitles the holder to one Share on exercise. Shares resulting from an exercise of Service Rights rank equally with other Shares, and Shareholders are entitled to the same dividend and voting rights specified in Tyro's Constitution.
Holding Lock	None.

(g) Date(s) on which the entity will issue the securities (to be no later than 3 years after the date of the AGM)

The Service Rights will be issued in a single tranche, as soon as practicable after the AGM and in any event, no later than 12 months after the AGM.

(h) Price at which the entity will issue the securities to the person under the scheme

The number of Service Rights will be determined by reference to the volume weighted average price (VWAP) of Tyro Shares traded in the 10 trading days commencing on the day following the day of announcement of Tyro's FY21 full year result (being \$3.88).

(i) Summary of the material terms of the scheme

A copy of the Incentive Plan has been lodged with ASX and the key terms are summarised in Annexure 2 below.

(j) Summary of the material terms of any loan that will be made to the person in relation to the acquisition

No loan is provided to Mr Cooke in relation to the acquisition of the Service Rights.

(k) Details to be included in annual report

Details of any securities issued under the Incentive Plan will be published in Tyro's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

No Directors other than Mr Cooke are entitled to participate in the Incentive Plan. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Incentive Plan after Resolution 6 is approved and who were not named in this Notice of AGM will not participate in the Incentive Scheme until approval is obtained under ASX Listing Rule 10.14.

Voting Exclusion Statement

Voting Exclusions that apply to Resolution 6 are set out below in the Explanatory Note for Resolution 7.

Recommendation

The Directors (with Mr Cooke abstaining), recommend that Shareholders vote **in favour of Resolution 6**.

Explanatory Notes

RESOLUTION 7 – GRANT OF PERFORMANCE RIGHTS (FY22 LTI) TO CEO & MANAGING DIRECTOR

Background

Shareholders are being asked to approve Resolution 7 to allow Performance Rights and any Shares that may vest following the conversion of those Performance Rights, under the Incentive Plan, to be issued to Mr Robbie Cooke.

Details of Mr Cooke's FY21 remuneration are set out in the Explanatory Note for Resolution 6 above. As noted above, Mr Cooke's remuneration includes the right (subject to Shareholder approval) to participate in the Group's Long Term Incentive Plan (LTI) to a value equal to 64.5% of Mr Cooke's fixed annual remuneration. In respect of FY22, the value of the LTI grant is \$638,550. Further details on Mr Cooke's FY21 remuneration can be found in the 2021 Remuneration Report (see pages 85 to 88 of the 2021 Annual Report).

The Board considers that a long-term performance-based incentive, such as the LTI, forms a key part of executive remuneration and provides alignment between the long-term interests of Shareholders and those of Group executives.

The Performance Rights, if granted, will vest in a single tranche on 1 September 2024 (**Vesting Date**), subject to:

- **Performance Hurdle:** the number of Performance Rights that qualify for exercise will be determined by reference to the Group's FY24 statutory earnings before interest and depreciation (EBITDA) (which excludes share based payment expense), as follows:

STATUTORY EBITDA OUTCOME	VESTING PERCENTAGE	COMPOUND ANNUAL GROWTH FROM FY21 EBITDA
\$49.0 million	70%	81.7%
\$54.5 million	80%	94.6%
\$59.9 million	90%	107.3%
\$65.4 million	100%	120.2%

The following additional conditions apply to the Performance Rights and resulting Shares (to be automatically issued on the Vesting Date):

- Performance Rights will be subject to forfeiture prior to the Vesting Date;
- any Shares issued following exercise of Performance Rights will remain subject to a 12 month holding lock (**Holding Lock**), from the exercise date;
- any Shares issued will remain subject to claw-back, until the date that is 2 years after the expiry of the Holding Lock.

ASX Listing Rule 10.14

Resolution 7 seeks Shareholder approval in order to comply with the requirements of ASX Listing Rule 10.14, which provides that a company must not permit any Director to acquire the company's equity securities (which includes the Performance Rights) under an employee incentive scheme, unless it has been approved by Shareholders by ordinary resolution. If Shareholders provide approval under ASX Listing Rule 10.14, separate Shareholder approval is not required under ASX Listing Rule 10.11 (general restriction against Directors acquiring the company's equity securities without Shareholder approval).

As noted above, the FY22 LTI is proposed to be granted in the form of Performance Rights. Subject to receiving Shareholder approval, the Board has determined that 164,575 Performance Rights (with a face value of \$638,550) be granted to Mr Cooke as the FY22 LTI.

Shareholder approval is therefore sought pursuant to ASX Listing Rule 10.14 for the grant of 164,575 Performance Rights to Mr Cooke. If approved, the grant of the Performance Rights will be made to Mr Cooke following the AGM.

In the event that Resolution 7 is not approved by the requisite majority of Shareholders, the vesting of Performance Rights will be satisfied through the making of a cash payment in lieu of allocating Shares.

Explanatory Notes

Information Requirements for the purposes of Listing Rules 10.14 and 10.15

(a) Name of the person to acquire the Performance Rights

Robbie Cooke (Tyro's CEO & Managing Director).

(b) Which category in rules 10.14.1 – 10.14.3 the person falls into

As Managing Director, Mr Cooke is a Director of Tyro (falling within the category of ASX Listing Rule 10.14.1).

(c) Number and class of securities proposed to be issued to the person under the scheme for which approval is sought

164,575 Performance Rights proposed to be issued under the Incentive Plan.

(d) Details of the person's total remuneration package

Details of Mr Cooke's total remuneration package for FY21 are set out above in the Explanatory Note for Resolution 7 (under the heading 'Background').

(e) Number of securities that have previously been issued to the person under the scheme and the average acquisition price (if any) paid by the person for those securities

Mr Cooke was granted 167,501 Performance Rights under the Incentive Plan in 2021, as approved by Shareholders. Mr Cooke has also received grants of options and rights under Tyro's other employee incentive schemes, prior to Tyro listing on the ASX, as disclosed on pages 90 to 95 of the FY21 Remuneration Report (contained in the FY21 Annual Report) and available on Tyro's website: <https://investors.tyro.com>

(f) Summary of material terms of the securities; explanation of why that type of security is being used; value that the entity attributes to that security and its basis

A summary of the material terms of the Performance Rights is set out below. The Board has selected Performance Rights for the grant of the FY22 LTI, as they provide long-term alignment between the interests of Shareholders and the CEO & Managing Director and as they vest in a single tranche at the end of a three year period, provide an incentive for executive retention.

TERM	DESCRIPTION
Price (Performance Rights)	No amount is payable by Mr Cooke to acquire the Performance Rights.
Calculation of number of Performance Rights	The number of Performance Rights to be granted to Mr Cooke in respect of his FY22 LTI will be determined by dividing Mr Cooke's FY22 LTI entitlement of \$638,550 by the volume weighted average price (VWAP) of Tyro Shares traded in the 10 trading days commencing on the day following the day of announcement of Tyro's FY21 full year result (being \$3.88).
Vesting dates	Vesting takes place in a single tranche, on 1 September 2024, subject to satisfaction of the vesting conditions (see below).
Vesting condition	Performance Rights granted in respect of the Incentive Plan must satisfy the performance hurdle as set out above.
Exercise	Following satisfaction of the vesting condition on the Vesting Date, the relevant number of Performance Rights (determined by reference to the Performance Hurdle) will be automatically exercised at nil consideration.
Rights	Each Performance Right granted entitles the holder to that number of Shares determined by reference to the Performance Hurdles (see above). Shares resulting from an exercise of Performance Rights rank equally with other Shares, and Shareholders are entitled to the same dividend and voting rights specified in Tyro's Constitution.
Holding Lock	Shares issued on exercise of Performance Rights are subject to a holding lock for 12 months from the date the Performance Right is exercised.
Claw-back	Any Shares issued will remain subject to claw-back, until the date that is 2 years after the expiry of the Holding Lock.

Explanatory Notes

(g) Date(s) on which the entity will issue the securities (to be no later than 3 years after the date of the AGM)

The Performance Rights will be issued in a single tranche, as soon as practicable after the AGM and in any event, no later than 12 months after the AGM.

(h) Price at which the entity will issue the securities to the person under the scheme

The number of Performance Rights will be determined by reference to the volume weighted average price (VWAP) of Tyro Shares traded in the 10 trading days commencing on the day following the day of announcement of Tyro's FY21 full year result (being \$3.88).

(i) Summary of the material terms of the scheme

A copy of the Incentive Plan has been lodged with ASX and the key terms are summarised in Annexure 2 below.

(j) Summary of the material terms of any loan that will be made to the person in relation to the acquisition

No loan is provided to Mr Cooke in relation to the acquisition of the Performance Rights.

(k) Details to be included in annual report

Details of any securities issued under the Incentive Plan will be published in Tyro's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

No Directors other than Mr Cooke are entitled to participate in the Incentive Plan. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Incentive Plan after Resolution 7 is approved and who were not named in this Notice of AGM will not participate in the Incentive Scheme until approval is obtained under ASX Listing Rule 10.14.

Voting Exclusion Statement (Resolutions 6 and 7)

Voting Exclusions that apply to Resolutions 6 and 7 are as follows:

In accordance with the ASX Listing Rules and the Corporations Act, the Company will disregard any votes on Resolutions 6 and 7:

- cast in favour of the Resolutions by or on behalf of any Director of the Group who is eligible to participate in the Incentive Plan in respect of which the approvals are sought (being Mr Robbie Cooke) or their Associates (regardless of the capacity in which the vote is cast); or
- cast as a proxy, by a person who is a member of the KMP of the Group at the date of the Meeting, or by any of their Closely Related Parties.

The Company however need not disregard votes on Resolutions 6 and 7 by:

- a person as proxy or attorney for a person entitled to vote on Resolutions 6 and 7, in accordance with a direction given to the proxy or attorney to vote on Resolutions 6 or 7 in that way; or
- the Chair of the Meeting as proxy or attorney for a person entitled to vote on Resolutions 6 and 7, in accordance with a direction given to the Chair to vote on the resolutions as the Chair decides and, if acting as proxy, pursuant to an express authorisation in the Voting Form to vote an undirected proxy, even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP; or
- a Shareholder acting solely in a nominee, trustee or custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and it not an associate of a person excluded from voting, on the resolutions; and
 - the Shareholder votes on the resolutions in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

Recommendation

The Directors (with Mr Cooke abstaining), recommend that Shareholders vote **in favour of Resolution 7**.

Explanatory Notes

GLOSSARY

Annual Report means the 2021 Annual Report to Shareholders for the period ended 30 June 2021 as lodged by Tyro with the ASX on 26 August 2021.

Annual General Meeting, AGM or Meeting means the annual general meeting of the Company and its members convened by this Notice of Meeting.

Associate has the meaning given to it by the ASX Listing Rules.

ASX Listing Rules means the official Listing Rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time.

Auditor means Ernst & Young.

Board means the current board of Directors of the Company.

Chair means the person chairing the Annual General Meeting.

Closely Related Party of a member of the KMP means:

- a. a spouse or child of the member;
- b. a child of the member's spouse;
- c. a dependant of the member or of the member's spouse;
- 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;
- e. a company the member controls;
- f. a person prescribed by the regulations for the purposes of this definition.

Company or **Tyro** means Tyro Payments Limited ACN 103 575 042.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

Directors' Report means the report of the Directors as included in the Annual Report.

Dollar or "**\$**" means Australian dollars.

Explanatory Notes means the explanatory notes accompanying this Notice of Meeting.

Group means Tyro Payments Limited and its controlled entities.

Incentive Plan means the Tyro Payments Limited Team Incentive Plan governed by the Team Incentive Plan Rules dated on or about 11 November 2019.

Key Management Personnel or **KMP** means the key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of AGM** means this notice of annual general meeting of the Company, including the Explanatory Notes and Voting Form.

Performance Right means a 'performance right' granted under the Incentive Plan, with the terms and characteristics described in Resolution 7.

Remuneration Report means the remuneration report included in the Annual Report.

Resolutions means the resolutions set out in this Notice of Meeting.

Service Right means a 'performance right' granted under the Incentive Plan, with the terms and characteristics described in Resolution 6.

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

Shareholder means the registered holder of a Share.

Share Registry means Link Market Services.

Voting Form means either the direct voting and proxy appointment form provided to Shareholders with this Notice of Meeting or the online direct voting and proxy appointment portal available via the Link Market Services Investor Centre.

Explanatory Notes

Annexure 1 – Summary of Key Terms of Sacrifice Rights Plan

TERM	DESCRIPTION
Administration	The Sacrifice Rights Plan (Plan) is administered by the Board
Eligibility	Participation in the Plan is by invitation, and subject to Board approval. Eligible participants are any Director, full or part-time employees of the Group, or any other person so designated by the Board.
Entitlements	The Board may in its discretion invite Directors and employees of the Group to sacrifice a percentage of their remuneration or STI (as determined by the participant) for a certain number of Sacrifice Rights which convert automatically to Shares. The number of Sacrifice Rights to be granted to an eligible participant will be determined by the method or formula specified in the invitation letter.
Sacrifice Rights	Each Sacrifice Right entitles the holder to one Share. Sacrifice Rights do not carry a right to vote or dividends or any right to participate in corporate actions and are not transferable.
Conversion	Following satisfaction of any conditions imposed by the Board, on the conversion date, each Sacrifice Right will automatically convert into a Share.
Exercise price	Nil.
Ranking of Shares	Shares resulting from conversion of Sacrifice Rights may be subject to trading restrictions but otherwise rank equally with other Shares, and Shareholders are entitled to the same dividend and voting rights specified in the Constitution.
Trading Restrictions	<p>An invitation to participate in the Plan may specify a trading restriction, which is a period during which the Shares issued on conversion of Sacrifice Rights cannot be transferred, sold, encumbered or otherwise dealt with.</p> <p>The minimum trading restriction period is one year from the date of grant of the Sacrifice Rights, with a maximum trading restriction period being 15 years for the date of the grant of the Sacrifice Rights. The trading restriction period will be lifted on the earlier of the date in the invitation letter, or the date the participant ceases to be an employee, or the Director ceases to hold that role.</p>
Ceasing of employment	<p>Subject to the terms of an invitation and unless the Board determines otherwise, where an employee ceases to be employed before the date of conversion, the Board can determine, at its discretion, for one of the following treatments to occur:</p> <ul style="list-style-type: none">• all Sacrifice Rights will convert to Shares on the cessation date;• lapse all Sacrifice Rights and pay the participant a cash amount equal in value to the Shares that would have been allocated on cessation if the Board had chosen to convert the Sacrifice Rights to Shares;• all Sacrifice Rights will remain 'on-foot' and convert to Shares at the relevant conversion date; or• all Sacrifice Rights will remain 'on-foot' and pay the participant a cash amount equal in value to the Shares that would have been allocated at the conversion date if the Board had chosen to convert the Sacrifice Rights to Shares.

Explanatory Notes

TERM	DESCRIPTION
Ceasing to hold office as a Director	<p>Subject to the terms of an invitation and unless the Board determines otherwise, where a Director ceases to hold that role, before the date of conversion, the Board can determine, at its discretion, for one of the following treatments to occur:</p> <ul style="list-style-type: none"> • a pro-rata number of Sacrifice Rights will convert to Shares on the cessation date; • a pro-rata number of Sacrifice Rights will remain 'on-foot' and convert to Shares at the relevant conversion date; or • pay the participant a cash amount equal in value to the Shares that would have been allocated on cessation if the Board had chosen to convert the Sacrifice Rights to Shares; or • all Sacrifice Rights lapse on cessation and corresponding amount of remuneration sacrificed is paid out.
Amendments	<p>The Board may amend the terms of the Plan, provided that the amendments do not materially reduce the rights of any participant attaching to Sacrifice Rights granted under the Plan.</p>
Other terms	<p>The Board has full discretion to impose other conditions on the conversion of Sacrifice Rights. The rules include other terms relating to the administration, transfer, termination and variation of the Plan.</p>

Annexure 2 – Summary of Key Terms of Team Incentive Plan

TERM	DESCRIPTION
Administration	<p>The Team Incentive Plan (Incentive Plan) will be administered by the Board.</p>
Eligibility	<p>Full-time and part-time employees of the Group are eligible to receive awards under the Incentive Plan. The Board will select eligible employees to whom awards are to be granted from time to time.</p>
Awards	<p>The Incentive Plan provides the Group with flexibility to grant the following types of awards:</p> <ul style="list-style-type: none"> • options to subscribe for Shares (Options); • rights to be paid a cash amount determined by the price of Shares at a specified time or the movement in price over a period of time (Incentive Rights); • ability to subscribe for Shares that are subject to restrictions, including on transfer, until specified conditions are satisfied (Restricted Shares); or • rights to receive Shares or cash, based on specified performance factors (Performance Rights). <p>The Service Rights and Performance Rights referred to in Resolutions 4 and 5 are both 'Performance Rights' under the Incentive Plan.</p>
Shares	<p>Shares issuable under the Incentive Plan may be newly issued Shares or already issued Shares acquired and held by an employee benefit trust established by the Group.</p>
Vesting and conversion	<p>Performance Rights will vest and be settled by the delivery of Shares (or, where applicable, cash) when the applicable vesting or performance conditions have been satisfied.</p>
Lapsing and forfeiture	<p>Performance Rights will lapse, on the occurrence of a date or circumstance specified in the award agreement (for example, upon failure to satisfy a vesting or performance condition).</p>
Dealing restrictions	<p>A participant may not dispose of an award in any manner, other than on his or her death or if permitted by the Group or under an award transfer program approved by the Group that permits transfers in specified circumstances.</p>

Explanatory Notes

TERM	DESCRIPTION
Cessation of employment	Unvested Performance Rights lapse when the holder's employment ends.
Change of control	<p>Where there is a change of control event (for example, a takeover bid, scheme of arrangement, merger or any other transaction or event that in the Board's opinion is a change of control event for the Group), the Board may determine, subject to the Listing Rules, with respect to each award, that:</p> <ul style="list-style-type: none">• Performance Rights will be settled in full or in part;• performance conditions applicable to Performance Rights will be waived in full or in part or performance will be measured at the time of or before the change of control event and/or the number of Shares to vest may be pro-rated to such time;• the Performance Right will be assumed or be replaced by an equivalent award; or• any other action will be taken in relation to the award that is equitable and substantially delivers or preserves the value of the award.
Adjustments	In order to minimise material advantage or disadvantage to a participant resulting from a variation in the Company's issued share capital, before the delivery of Shares or payment to a participant, the Board may adjust the number and/or class of Shares subject to each Performance Right, in an appropriate and proportionate manner, subject to the Listing Rules and provided that a fraction of a Share will not be issued.
Deferral	In order to comply with the Banking Executive Accountability Regime, the Group may defer allocation of a proportion of Shares or cash, to whatever period is required.
Amendments	The Board may amend or supplement the Incentive Plan, but not without approval of more than 50% of the participants holding awards affected by an amendment.

INVESTOR RELATIONS CONTACT DETAILS

Giovanni Rizzo

p. +61 (0) 439 775 030 e. grizzo@tyro.com

a. 1/155 Clarence St, Sydney NSW 2000

www.tyro.com.au



TYRO PAYMENTS LIMITED - ABN 49 103 575 042

LODGE YOUR VOTE

- ONLINE**
www.linkmarketservices.com.au
- BY MAIL**
Tyro Payments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
- BY FAX**
+61 2 9287 0309
- BY HAND**
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000
- ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474

VOTING FORM

I/We being a member(s) of Tyro Payments Limited ("Company") and entitled to attend and vote hereby:

STEP 1 Please mark either A or B

A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)

in relation to the Annual General Meeting of the Company to be held at **3:00pm (Sydney time) on Wednesday, 3 November 2021**, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR B APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **3:00pm (Sydney time) on Wednesday, 3 November 2021** (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/TYR21>
Important for Resolutions 1, 5, 6 and 7: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 5, 6 and 7, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

VOTING DIRECTIONS

Direct votes or proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting, being 3:00pm (Sydney time) Monday 1 November 2021.

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

Resolutions

Resolutions	For Against Abstain*			Resolutions	For Against Abstain*		
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Participation by Director in Remuneration Sacrifice Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Retirement by Rotation and Re-Election of Director - David Fite	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Grant of Service Rights (FY21 STI) to CEO Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Retirement and Re-Election of Director - Fiona Pak-Poy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Grant of Performance Rights (FY22 LT) to CEO Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Retirement and Re-election of Director - Aliza Knox	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

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

STEP 2

STEP 3

YOUR NAME AND ADDRESS

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

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

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

VOTING UNDER BOX B – APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your Shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's Share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of Shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either Shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's Share Registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3:00pm (Sydney time) on Monday, 1 November 2021**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



BY MAIL

Tyro Payments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

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

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

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

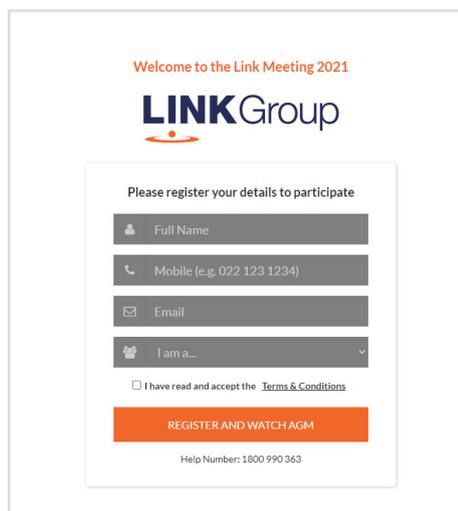
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up
- Microsoft Edge - 92.0 and after

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Welcome to the Link Meeting 2021

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

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

REGISTER AND WATCH AGM

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://agmlive.link/TYR21>

Step 2

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

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

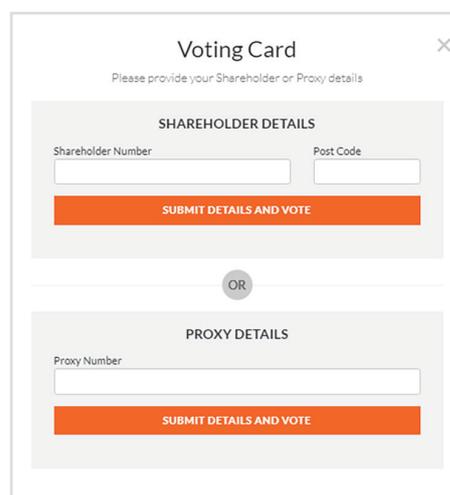
- On the left – a live video webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.



Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number

Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

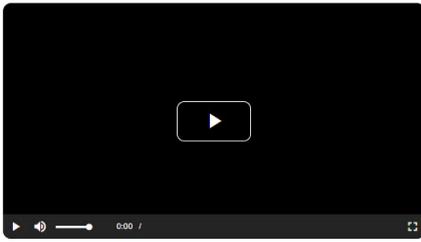
SUBMIT DETAILS AND VOTE

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

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

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



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



+
Get a Voting Card

?
Ask a Question

Downloads

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

ABC COMPANY PTY LTD X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote Partial Vote

Resolution 2B	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
RE-ELECTION OF MR. ABC AS A DIRECTOR			
Resolution 2C	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
RE-ELECTION OF MS XYZ AS A DIRECTOR			
Resolution 3	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT			
Resolution 4	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
ADOPTION OF REMUNERATION REPORT			
SUBMIT VOTE			

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

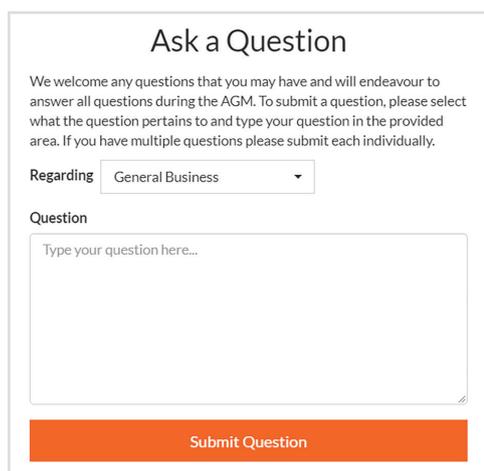
Once voting has been closed all submitted voting cards cannot be changed.

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The 'Ask a Question' box will then pop up with two sections for completion.



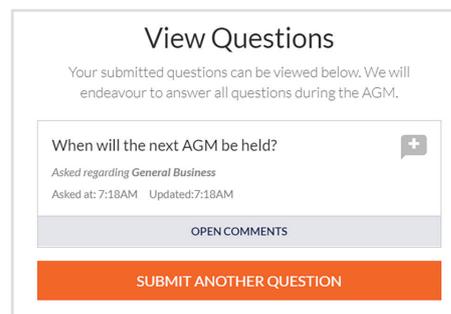
In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

Click in the 'Question' section and type your question and click on 'Submit'.

A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call:

- Australia Toll Free: 1800 798 110
- International: +61 2 7201 7093

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

Please advise if your question relates to an item of business or General Business. The moderator will make a note and ask if you have any additional questions.

Step 3

When it is time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking.

Note: If at any time you no longer wish to ask your question, you can lower your hand by **pressing *2** on your key pad. If you have also joined the Meeting Online, we ask that you mute your laptop, desktop, tablet or mobile device while you ask your question.

Step 4

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

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au