

**Arq Group Ltd**  
**ABN 21 073 716 793**

All correspondence and enquiries to  
**Arq Group Share Registry**

Link Market Services Limited  
Locked Bag A14  
SYDNEY SOUTH NSW 1235

**T:** 1300 554 474

**F:** (Proxy forms only) +61 (0)2 9287 0309

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



# Notice of **Annual General Meeting**

Notice is hereby given that the  
**Annual General Meeting of Arq Group Ltd**  
will be held on Monday, 27 May 2019 at 11.00 am (AEST) at:

Arq Group Event Space  
Level 23, 680 George Street  
Sydney, New South Wales 2000

**We unleash  
the possibilities  
between  
business  
and people.**

## General Business

### Item 1 - Financial Statements and Report

To receive and consider the Company's Annual Financial Report and the Reports of the Directors and Auditor for the financial year ended 31 December 2018.

## Ordinary Business

### Item 2 - Re-election of Larry Bloch

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

"That Larry Bloch, who retires by rotation and being eligible for re-election in accordance with rule 9.3 of the Company's Constitution, be re-elected as a director."

### Item 3 - Election of Andrew Reitzer

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

"That Mr Andrew Reitzer, who was appointed as a director of the Company on 1 August 2018 in accordance with rule 9.9 of the Company's Constitution to hold office until the next annual general meeting and being eligible, be elected as a director."

### Item 4 - Adoption of the Remuneration Report for the Year Ended 31 December 2018

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

"That the Remuneration Report that forms part of the Annual Financial Report of the Company for the year ended 31 December 2018 be adopted for the purpose of section 250R(2) of the Corporations Act and for all other purposes."

This resolution is subject to voting exclusions as set out in the Explanatory Notes to the Notice of Meeting.

## Special Business

### Item 5 – Approval of financial assistance in connection with the WME Acquisition

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

"That, in accordance with section 260B(2) of the Corporations Act 2001 (Cth), approval is given for the provision of financial assistance proposed to be given by Web Marketing Experts Pty Ltd ACN 134 954 279 and Nothing But Web Pty Ltd ACN 602 013 678 (each a **Target Company** and together, the **Target Companies**) to assist the acquisition by the Company of all of the issued shares in the Target Companies (**WME Acquisition**), and all elements of that transaction and any other transactions that may constitute financial assistance by the Target Companies for the purposes of section 260A of the Corporations Act in connection with the WME Acquisition, as described in Item 5 of the Explanatory Notes."

## Explanatory Notes

### General Business

These Explanatory Notes, accompanying this Notice of Annual General Meeting (**AGM**), are incorporated in and comprise part of this Notice of AGM and should be read in conjunction with this Notice of AGM.

### Introduction

These Explanatory Notes have been prepared to provide shareholders with material information to enable them to make an informed decision on the business to be considered at the AGM of the Company. The Directors recommend shareholders read these Explanatory Notes in full before making any decision in relation to the items for resolution.

Terms defined in the Notice of AGM have the same meaning in these Explanatory Notes.

The information below is an explanation of the business to be considered at the AGM.

## **Item 1 - Financial Statements and Report**

The Company's Annual Financial Report including the reports of the Directors and the Auditor for the financial year ended 31 December 2018 will be presented to the meeting for consideration. The Annual Financial Report is available on the Company's corporate website (<https://arq.group/investor-centre/annual-reports>) (and will be mailed to shareholders who have elected to receive a hard copy).

This item does not require a formal resolution and, accordingly, no vote will be held on this item.

Shareholders will be provided a reasonable opportunity to ask questions about, or comment on, the Reports and the management and performance of the Company during discussion on this item.

The Company's external auditor will be present at the meeting and shareholders will be given the opportunity to ask the auditor questions on the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company for the preparation of the financial statements and the independence of the auditor.

## **Item 2 - Re-election of Larry Bloch**

In accordance with rule 9.3 of the Company's Constitution, Mr Larry Bloch retires by rotation and, being eligible, offers himself for re-election.

Personal particulars for Mr Bloch are provided below:

Mr Larry Bloch was appointed to the Board on 3 April 2014 and in addition to being a director of the Board, is a member of the HRRN Committee.

Mr Bloch has been a serial entrepreneur, pioneer and leader in the online business services industry for 20 years. He was the founder and former MD of NetBenefit (UK) in 1994, which rapidly became the largest domain and hosting provider in Europe. He also founded Virtual Internet (France) in 1996. After re-locating to Australia in 1997, he co-founded Netregistry Group and was its major shareholder, CEO and Chairman for 17 years, before selling it to Arq Group in 2014. Mr Bloch holds a Bachelor of Science and Post-graduate Honours degrees in Pure Mathematics and Computer Science - University of Cape Town

Mr Bloch is not currently and has not previously been a director of any other ASX listed company.

The Board does not consider Mr Bloch to be an independent director.

### **Board Recommendation**

The Board (other than Mr Bloch) recommends that shareholders vote in favour of this resolution.

## **Item 3 - Election of Andrew Reitzer**

In accordance with rule 9.9 of the Company's Constitution, Mr Andrew Reitzer was appointed by the Board as a director and Chair of the Company to hold office until the next shareholder meeting. Mr Reitzer, being eligible, now offers himself for election.

Personal particulars for Mr Reitzer are provided below:

Mr Andrew Reitzer was appointed as a Non-Executive Director and Chairman on 1 August 2018.

Mr Reitzer brings more than 35 years of global experience in the technology, retail and wholesaling industries and has extensive experience in M&A, post-acquisition integration and organisational change.

Mr Reitzer was CEO of Metcash Limited from 1988 to 30 June 2013. Prior to his appointment as CEO, Mr Reitzer held various management roles at METRO Cash & Carry and led the establishment of METRO's operations in Israel and Russia and served as the Group Operations Director.

Mr Reitzer holds a Bachelor of Commerce and Master of Business Leadership both from the University of South Africa.

Mr Reitzer is a Non-Executive Director and Chairman of both Amaysim Limited (ASX: AYS) and S G Fleet Limited (ASX: SGF) and is a director of several private companies.

The Board considers Mr Reitzer to be an independent director.

### **Board Recommendation**

The Board (other than Mr Reitzer) recommends that shareholders vote in favour of this resolution.

## Item 4 - Adoption of the Remuneration Report for the Year Ended 31 December 2018

The Remuneration Report for the year ended 31 December 2018 (**2018 Remuneration Report**) forms part of the Directors' Report in the Company's Annual Report for the year ended 31 December 2018. It is also available on the Company's corporate website (<https://arq.group/investor-centre/annual-reports>). Shareholders will be asked to vote on a resolution to adopt the 2018 Remuneration Report at the AGM. The vote on the resolution will be advisory only and will not bind the directors or the Company.

### Board Recommendation

The Board refrains from making a recommendation in relation to this resolution as the Board is excluded from voting on this resolution.

The Chair of the Meeting intends to vote all undirected proxies in which he is entitled to vote in favour of the adoption of the 2018 Remuneration Report.

### Voting exclusion statement

Please refer to Item 4 of 'Voting Exclusion Statements' in General Information below on page 8.

## Special Business

### Item 5 - Approval of financial assistance in connection with the WME Acquisition

The purpose of resolution 5 is for the shareholders of the Company to approve the giving of financial assistance to the Company by Web Marketing Experts Pty Ltd ACN 134 954 279 and Nothing But Web Pty Ltd ACN 602 013 678 (each a **Target Company** and together, the **Target Companies**) under or in connection with direct acquisition of all of the issued share capital in each Target Company and Results First Limited (New Zealand Company Number 5240641) (**WME Acquisition**). The resolution will be passed if at least 75% of the votes cast by the shareholders of the Company entitled to vote on the resolution vote in favour of it.

As required by section 260B(4) of the Corporations Act you are informed that:

### 1 Particulars of financial assistance proposed to be given

The particulars of the financial assistance proposed to be given are:

(a) the giving of financial assistance by each Target Company acceding as a 'Guarantor' and 'Obligor' to the "Common Terms Deed" dated 28 June 2018 between Australia and New Zealand Banking Group Limited, National Australia Bank Limited (each a **Financier** and together, the **Financiers**), the Company and various subsidiaries of the Company (**Common Terms Deed**) and the other 'Finance Documents' as defined in the Common Terms Deed (**Finance Documents**). It being noted that, upon accession, each of the Target Companies would give the representations and warranties and give the same undertakings and covenants set out in the Finance Documents, in favour of the Financiers;

(b) either or both Target Companies taking any other action or providing any other support in connection with (a) above and/or in order to assist the WME Acquisition, which may include:

(i) the execution, or accession or consenting to, any instrument referred to in, or incidental or related to, the above instruments (including any document to be entered into at any time for the purpose of amending, varying, replacing, restating, novating or supplementing such instruments);

(ii) subordinating its intercompany claims;

(iii) transferring assets to, or assuming other liabilities of, the Company and any other member of the Group;

(iv) making available directly or indirectly its cash flows or other resources in order to enable other members of the Group to comply with their obligations under the Common Terms Deed and the other Finance Documents; and

(v) providing additional support (which may include incurring additional obligations, giving new guarantees or new security interests) in connection with the Common Terms Deed and other Finance Documents, including in connection with any refinancing of amounts owing under or in respect of those documents,

(the **Transaction**).

## 2 Shareholder approval

Section 260A(1) of the Corporations Act provides that a company may only provide financial assistance to a person to acquire shares in a company or a holding company of that company in certain circumstances, including where the giving of the financial assistance:

- (a) does not materially prejudice the interests of the company or its shareholders or the company's ability to pay its creditors; or
- (b) is approved by the company's shareholders under section 260B of the Corporations Act.

Financial assistance is interpreted broadly and may include the provision of anything needed in order to carry out a transaction, including giving security over assets or giving a guarantee or indemnity in respect of another person's liability. As such, by undertaking the Transaction each Target Company is likely to be deemed to be providing 'financial assistance' to the Company to facilitate the WME Acquisition.

As each of the Target Companies became subsidiaries (directly or indirectly) of the Company (which a listed domestic corporation) immediately after the completion of the WME Acquisition, section 260B(2) of the Corporations Act requires that the financial assistance given pursuant to the Transaction must also be approved by a special resolution passed at general meeting of the Company.

The shareholders of each Target Company will also pass resolutions approving the giving of this financial assistance as required by section 260A and 260B(1) of the Corporations Act.

## 3 Reasons for the giving of financial assistance

The Company has purchased the entire issued share capital in each Target Company.

In order to assist in funding, among other things (including the refinancing of existing financial indebtedness and working capital and general corporate purposes of the Group), the purchase price for the WME Acquisition, the Company entered into the Finance Documents. Under these, the Financiers agreed to provide club debt facilities for an aggregate amount of up to A\$130,000,000 on the terms set out therein.

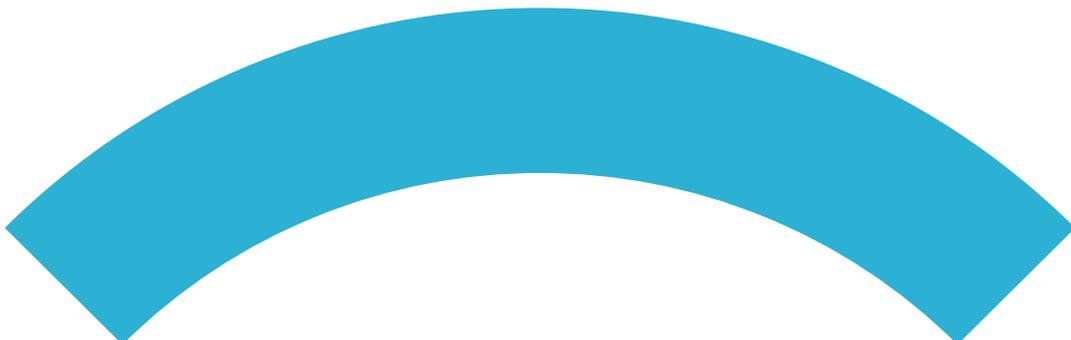
As is customary in such financing arrangements, clause 8.3(1)(a) of Common Terms Deed requires (among other things) each Target Company to accede to the Finance Documents as a 'Guarantor'. In complying with this obligation, and thereby giving financial assistance to the Company, the Target Entities enable the relevant members of the Group to comply with this obligation and their other obligations under the Common Terms Deed.

## 4 Effect of the proposed Transaction

### 4.1 Advantages for the Target Companies

The main advantages for each Target Company in completing the Transaction (including the giving of the financial assistance) include, but are not limited to:

- (a) it benefits each Target Company to assist its holding company to raise money in order to later provide its subsidiaries with finance on better terms than would be available to a Target Company on a stand-alone basis;
- (b) the Company will be able to maintain its ownership of the Target Companies, which enables each Target Company to:
  - (i) benefit from the synergies and cost savings through its integration with the Group; and
  - (ii) to have access to new management expertise provided to the Group;



(c) it is a condition of the Common Terms Deed that each Target Company accede and provide guarantees. Failure to comply with such condition in the time specified in the Common Terms Deed will be default under the Common Terms Deed and each Target Company (or its respective holding company) may be forced to refinance on worse terms (which may include not being able to provide a Target Company with finance);

(d) it is a reasonable, customary and necessary part of obtaining finance on the most favourable terms, and obtaining a facility of this nature without such a requirement would have been difficult and would have resulted in funding being obtained on more restrictive and expensive terms; and

(e) access to beneficial inter-company lending arrangements within the Group.

## 4.2 Disadvantages for the Target Companies

The disadvantages for the Target Companies in completing the Transaction (including giving financial assistance) include that:

(a) under the proposed Transaction, the Target Companies will assume a joint and several liability with the Company and the other 'Obligors' under the Common Terms Deed for the financial accommodation provided by the Financiers. If the Company or any other 'Obligor' does not comply with its obligations under the Common Terms Deed or any other Finance Document, then each Financier will be entitled by way of guarantee and indemnity to claim in whole or in part, the amounts owed by the Company or any other 'Obligor' under the Common Terms Deed or other Finance Documents from the Target Companies (and other 'Obligors'); and

(b) the Target Companies will also have to assume other obligations under the Finance Documents and will have certain restrictions imposed on them including restrictions on Target Companies' operations and the ability to borrow money in the future, make distributions to their shareholders and to incur further financial indebtedness.

## 4.3 Effect on the Group

As the Company and certain other members of the Group will, at the time that the financial assistance is to be given, already be liable for amounts payable under the Finance Documents, the giving of financial assistance by the Target Companies should not, in the view of the directors noted below (and in the context of all of the relevant transactions), materially prejudice:

(a) the Company;

(b) the Target Companies;

(c) the other members of the Group;

(d) any of the above companies' respective shareholders; or

(e) the ability of the above companies to repay their respective creditors.

While the operations of the Target Companies will be restricted by the representations and undertakings to be given by them under the Common Terms Deed and the other Finance Documents, in the view of the directors as noted below, the giving of the financial assistance will, in the context of all of the relevant transactions relating to the WME Acquisition, have a positive effect on the financial position of the Group and will, among other things, allow the Group to meet its financial obligations and continue to pursue its commercial objectives.

## 5 Directors for and against the Resolutions

The directors of the Company unanimously recommend that the shareholders of the Company vote in favour of the Resolution.

## 6 Notice to Australian Securities & Investments Commission

(a) A copy of this notice was lodged with Australian Securities & Investments Commission before being sent to the shareholders of the Company as required by section 260B(5) of the Corporations Act.

(b) To the extent passed by the shareholders, a copy of this special Resolution (Resolution 5) shall be lodged with ASIC by the Company within 14 days of being passed in accordance with section 260B(7) of the Corporations Act.

## 7 Disclosure

The directors consider that these Explanatory Notes contain all information known to the Company that would be material to the shareholders in deciding how to vote on Resolution 5, other than information which it would be unreasonable to include because it has been previously disclosed to the shareholders.

# General Information

## Definitions

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

**Associate** has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the ASX Listing Rules and on the basis that the Company is the “designated body” for the purposes of that section. A related party of a director or officer of the Company or a Child Entity of the Company is taken to be an associate of the director or officer unless the contrary is established.

**Child Entity** means an entity which is controlled by the Company within the meaning of the Corporations Act or an entity which is a subsidiary of the Company.

**Closely Related Party**, in relation to a member of the KMP means the member’s spouse, child or dependant (or a child or dependant of the member’s spouse), anyone else in the member’s family who may be expected to influence or be influenced by the member in the member’s dealings with the Company or the Group, and any company the member controls.

**Company** means ARQ Group Ltd ABN 21 073 716 793.

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

**Group** means the Company and its related bodies corporate from time to time (as that term is defined in the Corporations Act).

**KMP or Key Management Personnel** means those persons having authority and responsibility for planning, directing and controlling the activities of the Company or the Group, whether directly or indirectly, including all directors (whether executive or otherwise) of the Company. The Key Management Personnel during the financial year ended 31 December 2018 are listed in the 2018 Remuneration Report and include directors (both executive and non-executive) of the Company and certain senior executives.

## Voting Exclusion Statements

### Item 4: Adoption of the Remuneration Report for the Year Ended 31 December 2018

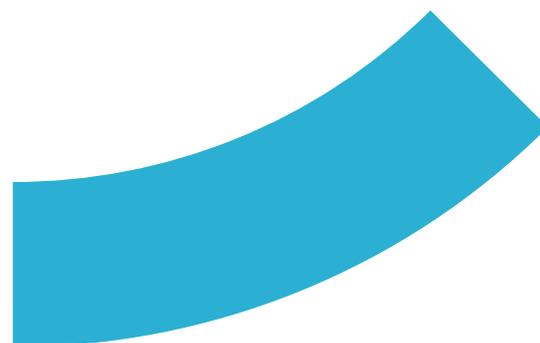
In accordance with the Corporations Act, no vote may be cast (in any capacity) on this resolution by or on behalf of:

- any member of the KMP details of whose remuneration is included in the 2018 Remuneration Report; or
- a Closely Related Party of any such member of the KMP.

However, a KMP or a KMP’s Closely Related Party may vote on this resolution as proxy if the vote is not cast on behalf of a KMP or a KMP’s Closely Related Party and either:

- the appointment of the proxy is in writing and specifies the way the proxy is to vote on this resolution; or
- the proxy is the Chair of the Meeting and the appointment of the Chair of the Meeting as proxy:
  - does not specify the way the proxy is to vote on this resolution; and
  - expressly authorises the Chair of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the KMP.

If you appoint the Chair of the Meeting as your proxy for Item 4 and you do not direct your proxy how to vote on this resolution, you will be expressly authorising the Chair of the Meeting to exercise your proxy even if this resolution is connected directly or indirectly with the remuneration of a member of the KMP, which includes the Chair of the Meeting.



# How to vote

As a shareholder, you can vote on the items of business by:

- attending the AGM; or
- appointing a proxy, representative or attorney to attend the AGM and vote on your behalf.

## Proxies

A shareholder entitled to attend and vote at the AGM may appoint a person to attend and vote at the meeting as the shareholder's proxy. If a shareholder is entitled to cast two or more votes at the AGM, they may appoint two proxies. If you wish to appoint a second proxy, you will need to complete a second form. Please contact Link Market Services Limited (Link) on 1300 55 44 74 or +61 (0)2 8280 7761 to obtain an additional proxy form.

A proxy need not be a shareholder and can be an individual or a body corporate. If two proxies are appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the vote split is not specified, it is deemed to be equally divided between the two proxies.

*Proxies may only be appointed by returning the enclosed proxy form to Link no later than 11.00am (AEST) 25 May 2019. Proxy forms can be sent to Link by facsimile on +61 (0)2 9287 0309, by post to Locked Bag A14, Sydney NSW 1235, or lodged online in accordance with the instructions below. If returning the proxy form by post, you may need to allow extra time for delivery to ensure it is received no later than 11.00am (AEST) 25 May 2019.*

The proxy form must be signed by the shareholder or an attorney duly authorised in writing. If the shareholder is a company, the form must be executed under the seal of the company or by its duly authorised officer or attorney. Where two or more persons are registered as shareholders each person must sign the proxy form. If the proxy form is signed under a power of attorney on behalf of a shareholder, the attorney must ensure that either the original power of attorney or a certified copy is sent with the proxy form (unless it has already been provided to Link). A proxy cannot be appointed under a power or attorney (or similar authority) online.

The Company offers shareholders the ability to lodge proxy forms online. *To lodge your proxy form online, please go to <https://arq.group/investor-centre-home>. Click on the link that states "Login to the secure Investor Centre". You will then need to enter your Security*

Reference Number (SRN) or Holder Identification Number (HIN), your surname or company name, and your postcode. Then choose "Proxy Voting" from the "Actions" drop down box and follow the online prompts. Note: If you lodge your proxy form online, you do not need to return a hard copy proxy form. You will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website.

## Voting by proxies

Shareholders should consider directing their proxy how to vote on each resolution by crossing a "For" or "Against" box when completing their proxy form to ensure that their proxy is permitted to vote on their behalf in accordance with their instructions.

Pursuant to the Corporations Act, if the appointment of a proxy specifies the way the proxy is to vote on a particular resolution:

- the proxy is not required to vote on a show of hands, but if the proxy does so, the proxy must vote as directed (subject to any applicable voting exclusions);
- if the proxy has two or more appointments that specify different ways to vote on the resolutions, the proxy must not vote on a show of hands;
- if the proxy is not the Chair of the meeting, the proxy need not vote on a poll but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions); and
- if the proxy is the Chairman of the AGM, the proxy must vote on a poll and must vote as directed.

## Default to Chairman

If:

- a poll has been called on a resolution; and
- a shareholder has appointed a proxy other than the Chairman of the AGM and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and the shareholder's proxy is either:
  - not recorded as attending the AGM; or
  - attends the AGM but does not vote on the resolution,

then the Chairman of the AGM, will before voting on the resolution closes, be taken to have been appointed as the proxy for that shareholder for the purposes of voting on that resolution. In these circumstances, the Chairman of the AGM must vote in accordance with the written direction of that shareholder.

## Corporate Representatives

For a Corporate Representative to vote, they will require to produce at the Meeting (or send with the proxy form) (unless it has already been provided to Link) a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act.

## Voting Entitlements

On a show of hands, every shareholder present in person or by proxy or by attorney or, in the case of a corporation, by duly appointed representative, shall have one vote and on a poll one vote for every share held. However, if a shareholder appoints two proxies or two attorneys, neither proxy nor attorney shall be entitled to vote on a show of hands.

*In accordance with the Corporations Act, shares will be taken to be held by those persons recorded on the Company's register as at 7.00pm (AEST) on 25 May 2019.*

## Submission of Written Questions to the Company or Auditor

A shareholder who is entitled to vote at the meeting may submit a written question to the Company or Auditor in advance of the meeting:

(1) about the business of the Company;

(2) about the Remuneration Report (see Explanatory Notes); or

(3) if the question is directed to the Auditor, provided it relates to:

(a) the content of the Auditor's Report to be considered at the meeting;

(b) the conduct of the audit or the Auditor's independence; or

(c) the accounting policies adopted by the Company in relation to the preparation of the Financial Statements.

*All questions must be sent to and received by the Company no later than 5.00pm (AEST) on Monday, 13 May 2019. Please submit questions using the following form and attached reply paid envelope, or via facsimile to +61 (0)2 9287 0309.*



**To be  
Australia's  
leading digital  
partner,  
powering the  
growth of  
business, big  
and small.**



## LODGE YOUR VOTE



### ONLINE

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



### BY MAIL

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



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000



### ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

## PROXY FORM

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

### APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

STEP 1

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 **11:00am (AEST) on Monday, 27 May 2019 at Level 23, 680 George Street, Sydney NSW 2000** (the Meeting) and at any postponement or adjournment of the Meeting.

**Important for Resolution 4:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 4, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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

### VOTING DIRECTIONS

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

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

#### Resolutions

	For	Against	Abstain*
2 Re-election of Larry Bloch as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Andrew Reitzer as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Adoption of the Remuneration Report for the Year Ended 31 December 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of financial assistance in connection with the WME Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2

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

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

STEP 3

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

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

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

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

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (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 produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEST) on Saturday, 25 May 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

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

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



#### BY MAIL

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



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138  
or  
Level 12  
680 George Street  
Sydney NSW 2000

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

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