

# Notice of 2023 Annual General Meeting

The 2023 Annual General Meeting of  
Fleetwood Limited will be held on  
Wednesday 25 October 2023 at  
3.00pm (Sydney time)



## CHAIR'S LETTER TO SHAREHOLDERS

Dear Shareholders

Fleetwood Limited will be holding an Annual General Meeting of Shareholders at **3.00pm (Sydney time)** on **Wednesday, 25 October 2023 (AGM)** at the Pullman Sydney Hyde Park, 36 College St, Darlinghurst NSW 2010.

The AGM will be held as a hybrid meeting. Shareholders and proxyholders may attend and participate in person or may choose to participate online.

Further information on how to participate in the AGM is set out in this Notice of Annual General Meeting, and in the Virtual AGM Online Guide, which you can access at [www.fleetwood.com.au/investor-centre/](http://www.fleetwood.com.au/investor-centre/).

### Participation at the Annual General Meeting

#### Attending and participating in person

Shareholders may attend the AGM, ask questions and vote in person at the Pullman Sydney Hyde Park, 36 College St, Darlinghurst NSW 2010. Registration will commence at **2.30pm (Sydney time)**.

#### Attending and participating live online

Shareholders may also participate in the AGM virtually via the online platform by entering the following URL into your web browser: <https://meetnow.global/MWKMLV7>. You will also need to enter your Security Reference Number (SRN) or Holder Identification Number (HIN). If you are located in Australia, you will need to enter your registered postcode. If you are located overseas, you will need to select your country of residence.

By participating online, Shareholders will be able to view the meeting live, ask questions and vote.

Proxyholders wishing to attend online will need to contact Computershare on +61 3 9415 4024 to obtain their login details prior to the AGM.

#### Voting

Voting on all resolutions at the AGM will be conducted by poll. You may cast votes at the AGM by appointing a proxy to vote on your behalf or by voting in person or online during the AGM.

#### Questions

Shareholders attending in person or online will be able to ask questions at the AGM. The Board will endeavour to address as many of the more frequently raised questions as possible during the course of the AGM. Shareholders are encouraged to lodge questions prior to the AGM by emailing [info@fleetwood.com.au](mailto:info@fleetwood.com.au). Questions must be received by **5.00pm (Sydney time)** on **Monday, 23 October 2023**.

On behalf of the Board, I would like to thank you for your ongoing support. I look forward to welcoming you to our 2023 Annual General Meeting and, together with our Managing Director & CEO Bruce Nicholson, providing an update on the performance and operations of Fleetwood.



**John Klepec**  
Chair of Fleetwood Limited

**FLEETWOOD LIMITED**  
ACN 009 205 261

**NOTICE OF ANNUAL GENERAL MEETING**

The 2023 AGM of Fleetwood Limited ACN 009 205 261 (**Fleetwood or the Company**) will be held in person, at the Pullman Sydney Hyde Park, 36 College St, Darlinghurst NSW 2010 and online at <https://meetnow.global/MWKMLV7> at **3.00pm (Sydney time) on Wednesday, 25 October 2023**.

Fleetwood recommends that participants register for the AGM at the following times:

- In person attendance: 30 minutes before the AGM is scheduled to commence; or
- Online attendance: At least 15 minutes before the AGM is scheduled to commence.

**ITEMS OF BUSINESS**

**1 Chair's welcome to Shareholders**

**2 Managing Director & CEO's presentation**

**3 Financial statements and other reports**

To receive and consider the financial statements of the Company and the reports of the Directors and auditor for the year ended 30 June 2023.

Note: There is no requirement for Shareholders to approve the financial statements and reports.

**4 Resolution 1: Adoption of Remuneration Report**

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

*"That the Remuneration Report for the year ended 30 June 2023, as set out in the 2023 Annual Report, be adopted."*

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

***Voting Exclusion Statement***

The Company will disregard any votes cast (in any capacity) on Resolution 1:

- by or on behalf of a member of the Company's Key Management Personnel (**KMP**) named in the Remuneration Report or their Closely Related Parties (such as close family members and any controlled companies), regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the KMP at the date of the AGM or their Closely Related Parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 1:

- in accordance with a direction as to how to vote as set out in the proxy appointment; or





- by the Chair of the meeting pursuant to an express authorisation to exercise the proxy even though Resolution 1 is connected with the remuneration of the Company's KMP.

## **5 Resolution 2: Re-Election of Directors**

To consider, and if thought fit, to pass the following resolutions as separate ordinary resolutions:

(a) Re-election of Adrienne Parker as a Non-Executive Director

*"That Adrienne Parker, being a Director of the Company who retires in accordance with Rule 15.6 of Fleetwood's Constitution, and being eligible, is re-elected as a Director of Fleetwood."*

(b) Re-election of Martin Monro as a Non-Executive Director

*"That Martin Monro, being a Director of the Company who retires in accordance with Rule 15.6 of Fleetwood's Constitution, and being eligible, is re-elected as a Director of Fleetwood."*

## **6 Resolution 3: Issue of Performance Rights to the Managing Director & Chief Executive Officer**

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, Shareholders approve, as further described in the Explanatory Memorandum, the issue of 161,692 Performance Rights (and the issue of Shares following any vesting of the Performance Rights) in accordance with the Long Term Incentive Plan to the Managing Director & CEO of the Company, Bruce Nicholson, in relation to the FY24 financial year."*

### **Voting Exclusion Statement**

The Company will disregard any votes cast in favor of Resolution 3 by or on behalf of Bruce Nicholson or any Associate of Bruce Nicholson.

However, the Company need not disregard a vote cast by:

- such persons appointed as proxy or attorney on behalf of a person who is entitled to vote on Resolution 3, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- the Chair, as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chair to vote on Resolution 3 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on Resolution 3; and
  - the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, the Company will disregard votes cast by a member of the KMP (or any of their Closely Related Parties) if that member has been appointed as proxy, where the appointment does not specify the way the proxy is to vote, unless the proxy is the Chair of the meeting and has been expressly authorised to vote on behalf of someone entitled to vote on Resolution 3, even though it is connected to the remuneration of KMP.



**7 Other Business**

To deal with any other business that may be considered in accordance with the Constitution of the Company and the Corporations Act.

Further information in relation to each Resolution to be considered at the AGM is set out in the enclosed Explanatory Notes. The Important Information and Explanatory Notes form part of this Notice of Annual General Meeting.

**By order of the Board**



**Elizabeth Maynard**  
General Counsel & Company Secretary  
15 September 2023



## IMPORTANT INFORMATION

### Entitlement to vote

The Board has determined that you will be entitled to participate in and vote at the AGM if you are a registered Shareholder of Fleetwood Limited as at **7.00pm (Sydney time) on Monday, 23 October 2023**. 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.

### All resolutions will be by poll

Each Resolution considered at the AGM will be conducted by poll to be in the interests of the Shareholders as a whole and ensure the views of as many Shareholders as possible are represented at the meeting.

### How to vote

Shareholders and proxyholders can attend, vote and ask questions at the AGM in person or in real time virtually by entering the following URL into your web browser:  
<https://meetnow.global/MWKMLV7>.

#### Shareholder login details

Shareholders will need the following information in order to login to the Computershare AGM online platform:

- your Shareholder Reference Number (SRN) or Holder Identification Number (HIN); and
- the postcode registered to your holding if you are an Australian Shareholder. If you are located overseas, you will need to select your country of residence.

#### Proxyholder login details

Proxyholders will need to contact Computershare on +61 3 9415 4024 to obtain their login details to participate online during the AGM.

### Proxies

If a Shareholder does not wish to attend the AGM but is entitled to attend and vote, the Shareholder may appoint a representative or the Chair as proxy to vote for the Shareholder. A representative can

be a natural person but does not need to be a member of Fleetwood. If the representative is a proxy, the proxy can be appointed in respect of some or all of the votes held by the Shareholder.

If the Shareholder is entitled to two or more votes, the Shareholder can appoint two proxies and specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

#### Online

All Shareholders can appoint a proxy to vote on their behalf online at [www.investorvote.com](http://www.investorvote.com) by following the instructions set out on the website.

Shareholders who elected to receive their Notice of Annual General Meeting electronically or have provided Fleetwood with their email address will have received an email with a link to Computershare's website. For all other Shareholders you will receive a letter by direct mail with instructions on how to vote online, which includes a specific six-digit Control Number to vote online.

In order to take effect, the proxy appointment (and any authority under which the proxy was signed or a certified copy of the authority) must be received by Computershare no later than **3.00pm (Sydney time) on Monday, 23 October 2023**.

Shareholders who appoint a proxy or power of attorney may still attend the AGM. However, if the Shareholder votes on a Resolution, the proxy or attorney is not entitled to vote as that Shareholder's proxy or attorney on the Resolution.

#### Custodian Voting

For intermediary online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

#### By Mail

If Shareholders are unable to complete an online proxy appointment, a proxy form can be requested by contacting Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas). Completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned to



Computershare no later than **3.00pm (Sydney time)** on **Monday, 23 October 2023**. The proxy form and authority must be returned as set out below:

- by post to Computershare Investor Services Pty Limited, GPO BOX 242, Melbourne, Vic 3001; or
- by facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

### **Voting by power of attorney**

A Shareholder may appoint an attorney to vote on their behalf. For an appointment to be effective for the AGM, the power of attorney or a certified copy of the power of attorney must be received by the Company at its registered office or the address listed above for the receipt of proxy appointments by **3.00pm (Sydney time)** on **Monday, 23 October 2023**.

### **Corporate representative**

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the AGM.

The appointment must comply with section 250D of the Corporations Act. The representative should ensure that a copy of their appointment, including any authority under which it is signed, has been provided to Computershare in sufficient time before the AGM. A form of notice of appointment can be obtained from Computershare.

### **Chair's voting intention for undirected proxies**

The Chair of the meeting intends to vote undirected proxies (where he has been appropriately authorised, having regard to the voting exclusions) in favour of each Resolution set out in the Notice of Annual General Meeting.

### **How to ask questions**

Fleetwood is committed to making sure that all Shareholders are able to participate in the AGM. To help achieve this, Fleetwood requests that Shareholders:

- submit written questions in advance of the meeting by emailing [info@fleetwood.com.au](mailto:info@fleetwood.com.au). Questions must be received by **5.00pm (Sydney time)** on **Monday, 23 October 2023**;

- if submitting questions at the meeting, submit their questions as early as possible, so that they may be received and queued in preparation for the relevant agenda item; and
- clearly and concisely confine their questions to the matters before the meeting and state which agenda item their question relates to.

The Chair of the meeting will endeavour to address as many of the more frequently raised questions as possible during the course of the AGM. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to Shareholders.

### **Technical difficulties**

In the event that any technical difficulties arise, the Chair has discretion as to whether and how the meeting should proceed. In exercising this discretion, the Chair will have regard to the number of Shareholders and proxy holders impacted and the extent to which participation in the business of the meeting is affected.

Where the Chair considers it appropriate, the Chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to appoint a proxy and submit a directed proxy vote, even if they plan to attend the meeting online.

### **Electronic delivery**

Receiving your shareholder communications electronically is the best way to stay informed. It will also support Fleetwood with its commitment to minimise paper usage. If you have not already, we encourage you to make the switch to paperless communications and provide us with your email address. To make the change, please contact Fleetwood's share registry, Computershare at [computershare.com.au](http://computershare.com.au). You will require your Shareholder Reference Number (SRN) or Holder Identification Number (HIN) to make the change.

### **Results of the meeting**

Voting results will be announced on the ASX as soon as practicable after the AGM and also made available on Fleetwood's website at [fleetwood.com.au](http://fleetwood.com.au).



## EXPLANATORY NOTES

These Explanatory Notes form part of the Notice of Annual General Meeting and provide Shareholders with information to assess the merits of the proposed Resolutions in the Notice. The Directors recommend Shareholders read the Explanatory Notes in full before making any decision in relation to a Resolution.

### 1 Financial statements and reports

Section 317 of the Corporations Act requires the:

- reports of the Directors and auditor; and
- annual financial report, including the financial statements of the Company for the year ended 30 June 2023,

to be laid before the AGM. The Corporations Act does not require a vote of Shareholders on the reports or statements. However, Shareholders will be given a reasonable opportunity to raise questions and make comments on the reports and statements at the AGM.

Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, Ernst & Young, questions relevant to the conduct of the audit and the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of its audit for the year ended 30 June 2023.

A copy of the 2023 Annual Report is available on Fleetwood's website at [fleetwood.com.au](https://fleetwood.com.au).

### 2 Resolution 1: Adoption of Remuneration Report

The Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's 2023 Annual Report be adopted. The Remuneration Report details various matters regarding the remuneration of Fleetwood's Non-Executive Directors and Key Management Personnel and is set out in Fleetwood's Annual Report for the year ended 30 June 2023.

The Remuneration Report:

- details the principles used to determine the nature and amount of remuneration;
- sets out the remuneration details of each Director and other senior executives of Fleetwood; and
- provides a detailed summary of the short and long term incentives and how performance is measured against them.

The Chair of the meeting will allow Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

In accordance with section 250R(3) of the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Board or Fleetwood. Notwithstanding, the Board will take the outcome of the vote into consideration when setting remuneration practices and policies for future years.

#### **Recommendation**

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board unanimously recommends that Shareholders **vote in favour of adopting the Remuneration Report.**





### 3 Resolution 2: Re-Election of Directors

Rule 15.6 of Fleetwood's Constitution provides that at each Annual General Meeting one-third of Directors (except for the Managing Director) or, if their number is not three or a multiple of three, then the number nearest but not exceeding one-third, shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election.

Accordingly, Adrienne Parker and Martin Monro retire by rotation and offer themselves for re-election.

#### Adrienne Parker

Adrienne was appointed as a Non-Executive Director on 23 August 2017, and thereafter as Chair of the Nominations & Diversity Committee.

Adrienne is a partner and head of global law firm Pinsent Masons' Perth office, where she focuses on construction law. Adrienne's experience spans over 25 years working with participants in the infrastructure, energy and resources sectors where she specialises in major construction, engineering and resources projects. Adrienne advises on the procurement, management and delivery of infrastructure projects across Australia via traditional project delivery models and relationship contracting, including public sector projects across Australia, managing large commercial and legal teams to achieve successful outcomes for clients. Adrienne has also acted in many large scale complex disputes in many jurisdictions involving mining and energy projects, processing plants, oil and gas facilities, and major building and infrastructure projects.

Adrienne holds a Bachelor of Laws from the University of Western Australia. She is the Chair of the Joint Law Council of Australia and Law Society of Western Australia's Construction and Infrastructure Law Committee and a past president of the WA Chapter of The National Association of Women in Construction. She is also a member of the Society of Construction Law Australia and a Member of the Australian Institute of Company Directors.

Adrienne was also appointed as a Non-Executive Director of Liantown Resources Limited in October 2022.

#### **Recommendation**

The Board (with Adrienne Parker abstaining) unanimously endorses the re-election of Adrienne Parker as a Director and recommends that Shareholders **vote in favour of the Resolution**. Adrienne Parker does not make any recommendation to Shareholders in relation to this Resolution as she is subject to the re-election.

#### Martin Monro

Martin was appointed as a Non-Executive Director on 1 June 2020, and thereafter as Chair of the Risk Committee.

Martin was formerly the Chief Executive Officer and Managing Director of Watpac Limited from August 2012 until his retirement in an executive capacity in June 2019. He has more than 30 years' experience in the Australian and international construction sectors, with a proven track record in prudent financial management, safety leadership and successful expansion into new markets. Martin remains a Non-Executive Director of Watpac Limited.

Martin was appointed as a Non-Executive Director of Big River Industries Limited in September 2021 and will become Chair of the Big River Industries Limited Board on 24 October 2023. He was also appointed as a Non-Executive Director of Service Stream Limited in October 2022.

In addition to his ASX-listed roles, Martin also Chairs the Pannell Enoteca Advisory Board and is a Specialist Workplace Relations Advisor to the Board of the Australian Constructors Association.



Martin is a past National Vice President of the Australian Industry Group, and was a Government-appointed member to the Royal Melbourne Showgrounds Unincorporated Joint Venture Board from 2019 to 2022.

Martin has a Bachelor of Arts Degree (Psychology) and post-graduate qualifications in Human Resources Management, is a graduate of the Accelerated Development Program at the London Business School, a Fellow of the Australian Institute of Company Directors and a Fellow of the Australian Institute of Building.

**Recommendation**

The Board (with Martin Monro abstaining) unanimously endorses the re-election of Martin Monro as a Director and recommends that Shareholders **vote in favour of the Resolution**. Martin Monro does not make any recommendation to Shareholders in relation to this Resolution as he is subject to the re-election.

**4 Resolution 3: Issue of Performance Rights to the Managing Director & CEO**

The Company is proposing to issue 161,692 Performance Rights to Bruce Nicholson under Fleetwood's Long Term Incentive Plan (**LTIP**) which was approved at the Company's 2021 Annual General Meeting.

ASX Listing Rule 10.14 requires that shareholder approval be obtained for the acquisition of securities by, amongst others, a director of a company under an employee incentive scheme. ASX Listing Rule 10.14 applies to the issue of Performance Rights to Bruce because he is the Managing Director & CEO of Fleetwood. Resolution 3, therefore, seeks the required shareholder approval to issue Performance Rights to Bruce Nicholson.

If Resolution 3 is passed, Fleetwood will issue 161,692 Performance Rights to Bruce as soon as practicable after the AGM. Upon vesting, subject to the relevant performance conditions described below being met, each Performance Right will entitle Bruce to one fully paid ordinary share in the Company.

If Resolution 3 is not passed, the proposed grant of Performance Rights will not proceed and the Board will need to, acting reasonably and consistently with Fleetwood's remuneration policies, determine the amount and form of the compensation payable to Bruce.

A summary of the key terms of the LTIP is set out in the Schedule.

Under his employment agreement as Managing Director & CEO, Bruce is entitled to a base salary of \$650,000 per annum (inclusive of superannuation), a variable short term incentive cash bonus of up to 50% of his base salary (depending on the achievement of certain KPIs approved by the Board) and, subject to the approval of this Resolution 3, a long term incentive based on the below calculation (representing 50% of his base salary divided by the VWAP for the 30 trading day period prior to 1 July 2023) to be issued under the LTIP.

The Performance Rights will vest into Shares on a one-for-one basis if certain performance conditions over the period from 1 July 2023 to 30 June 2026 (as set out below) are met.

Under the LTIP, if Bruce ceases to be Managing Director & CEO due to resignation or termination for cause, his Performance Rights will lapse. If he ceases to be Managing Director & CEO for other reasons (for example, by reason of retirement, permanent disablement, redundancy or death), his Performance Rights will remain on foot and tested against the performance conditions on the usual testing date. However, the Board retains discretion to alter this treatment.

**Performance Conditions**

It is proposed that 50% of Bruce's Performance Rights (80,846 Performance Rights) for the FY24 financial year will be performance tested against relative total shareholder return performance, 25% (40,423 Performance Rights) will be tested against earnings per share performance and the



remaining 25% (40,423 Performance Rights) will be tested against return on capital employed performance over a 3 year period from a start date of 1 July 2023 to a test date of 30 June 2026.

#### Total Shareholder Return (TSR)

TSR measures the return received by shareholders from holding shares in a company over a particular period. TSR is calculated by taking into account the growth in a company's share price over the period as well as the dividends received during that period.

The TSR performance condition will vest to 50% if Fleetwood's relative TSR performance equals the ASX small industrials index. 100% vesting will occur at the 75<sup>th</sup> percentile of the same index. Performance will be tested each year and averaged over the three testing years.

#### Earnings Per Share (EPS)

For the purposes of the LTIP, EPS measures the portion of Fleetwood's profit allocated to each outstanding ordinary fully paid share and serves as an indicator of Fleetwood's profitability. The EPS performance condition will vest at 50% if Fleetwood's EPS performance is at a 7.5% compound annual growth rate. 100% vesting will occur at 15% compound growth. Performance will be tested each year and averaged over the three testing years.

#### Return on Capital Employed (ROCE)

ROCE assesses how efficiently the Company is using its capital to generate profits. The ROCE performance condition will be met if Fleetwood's ROCE is at or above 15% in the financial year. Performance will be tested each year and averaged over the three testing years.

### **Regulatory Information**

#### ASX Listing Rule 10.15

The following information is provided for the purposes of ASX Listing Rule 10.15:

- The Performance Rights will be granted to Bruce Nicholson.
- Bruce is covered by ASX Listing Rule 10.14.1 because he is the Company's Managing Director & CEO.
- The maximum number of Performance Rights that will be granted to Bruce if Shareholders approve Resolution 3, is 161,692. Each Performance Right entitles the holder, on vesting, to receive one fully paid ordinary share in the Company.
- Details of Bruce's current total remuneration package are set out in the Explanatory Notes for this Resolution 3. If Resolution 3 is approved 161,692, Performance Rights will form part of Bruce's remuneration.
- Bruce has been granted a total of 442,560 Performance Rights under the LTIP at nil cost. The Performance Rights are being granted to Bruce as part of his remuneration and, therefore, no amount is payable by Bruce for the grant of the Performance Rights. To date, 85,837 Performance Rights have vested.
- Performance Rights are granted under the LTIP because they create Share price alignment between participants and Shareholders, though do not provide participants with the full benefits of Share ownership (such as dividend and voting rights) unless and until the Performance Rights vest.
- The award of Performance Rights means that the actual value (if any) of Shares that Bruce (or other participants) will receive from this grant is not determined until the end of the three-year performance period and will depend on the extent to which the performance conditions are achieved, and (if vesting occurs) the Share price at the time Shares are provided to him. A



summary of the material terms of the Performance Rights and the value Fleetwood attributes to the Performance Rights are set out above and detailed further in the Schedule titled '*Summary of Key Terms of the Long Term Incentive Plan*'.

- The Performance Rights will be issued as soon as practicable after the date of the 2023 AGM and in any event within 3 years of the date of the AGM.
- The Performance Rights are being granted to Bruce as part of his remuneration and therefore no amount is payable by Bruce for the grant of the Performance Rights. No amount is payable for any Shares allocated on the vesting of any Performance Rights.
- The material terms of the LTIP are set out in the Schedule titled '*Summary of Key Terms of the Long Term Incentive Plan*'.
- There is no loan proposed in relation to the grant of the Performance Rights to Bruce.
- Details of any securities issued under the LTIP will be published in Fleetwood'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 under ASX Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the LTIP after Resolution 3 is approved and who are not named in the Notice will not participate until approval is obtained under ASX Listing Rule 10.14.
- A voting exclusion for Resolution 3 is set out in the Notice of Meeting.

#### Corporations Act

The grant of Performance Rights to Bruce Nicholson, a Director of the Company, is a financial benefit for the purposes of the related party provisions in Chapter 2E of the Corporations Act (particularly section 208 of the Corporations Act). Pursuant to the exception in section 211 of the Corporations Act, the Non-Executive Directors have determined that the remuneration package for Bruce, including the grant of the Performance Rights, is reasonable having regard to the circumstances of the Company and Bruce (including his role and responsibilities). Accordingly, and in reliance on this statutory exception to the related party requirements, Shareholder approval under Chapter 2E of the Corporations Act is not being sought in this case.

#### ***Recommendation***

The Board (with the exception of Bruce Nicholson), unanimously recommends that Shareholders **vote in favour of Resolution 3**. Bruce Nicholson does not make any recommendation to Shareholders in relation to this Resolution as he has an interest in the outcome of the Resolution.



## GLOSSARY

**Associate** has the meaning given to that term in the Listing Rules.

**Annual General Meeting, AGM or Meeting** means the general meeting the subject of this Notice.

**ASX** means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

**Board** means the board of Directors.

**Chair** means the person chairing the Meeting from time to time.

**Closely Related Party** of a member of the Key Management Personnel means: (a) a spouse or child of the member; or (b) a child of the member's spouse; or (c) a dependent of the member or the member's spouse; or (d) anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member in the member's dealings with the Company; or (e) a company the member controls; or (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

**Company** means Fleetwood Limited ACN 009 205 261.

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

**Director** means a current director or alternate director of the Company.

**Explanatory Notes** means this explanatory note attached to the Notice.

**Group** means the Company and its subsidiaries.

**Key Management Personnel or KMP** has the same meaning as in the accounting standards. Broadly speaking this includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any Director.

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

**Long Term Incentive Plan or LTIP** means Fleetwood's Long Term Incentive Plan approved by Shareholders at the Company's 2021 Annual General Meeting.

**Non-Executive Director** means a current non-executive director of the Company.

**Notice** and **Notice of Annual General Meeting** means the notice of meeting which accompanies the Explanatory Notes.

**Performance Right** means a right to acquire a Share subject to certain conditions.

**Remuneration Report** means the remuneration report prepared in accordance with section 300A of the Corporations Act.

**Resolution** means a resolution referred to in the Notice.

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

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





## **SCHEDULE - SUMMARY OF KEY TERMS OF THE LONG TERM INCENTIVE PLAN**

A summary of the key terms of the LTIP is set out below. A copy of the LTIP will be made available free of charge by Fleetwood if requested by a Shareholder. All requests should be directed to the Company Secretary.

### **Objective**

As part of Fleetwood's strategy, the Board wishes to be in a position to grant Performance Rights under the LTIP to eligible employees as a performance incentive. The grant will provide those employees with an opportunity to be rewarded for Company performance, and further align their interests with the interests of the Company and Shareholders.

### **Performance Rights**

A Performance Right is a right to be allocated a Share upon the satisfaction of certain performance conditions that are attached to a Performance Right, as determined by the Board.

The number of Performance Rights granted under the LTIP and the conditions that must be satisfied in order for the Performance Rights to vest, are determined by the Board and expressed in a written invitation (**Invitation**) made by Fleetwood to the eligible participant within a specified period. The conditions imposed on the Performance Rights relate to the performance of the Company.

### **Eligible Participants**

All employees of the Group whom the Board have determined are entitled to participate, are eligible participants under the LTIP. Shareholder approval is required before any Director or related party of the Company can participate in the LTIP.

### **Consideration Payable**

The Performance Rights are granted for no consideration unless determined otherwise by the Board.

### **Vesting of Performance Rights**

The Board determines the extent and date upon which Performance Rights will vest. Performance Rights will lapse (in full or part) to the extent that the Board determines the relevant conditions have not been satisfied.

### **Restrictions on Dealing**

Performance Rights are non-transferable unless the Board otherwise provides written consent.

All Shares issued to a participant under the LTIP will be subject to the Company's Securities Trading Policy. In addition, the Board has the discretion to impose further restrictions on Shares issued to a participant under the LTIP in the Invitation.

### **Term and Lapse**

The term of a Performance Right is determined by the Board in its absolute discretion and is specified in the Invitation. Performance Rights are subject to lapsing if performance conditions are not met by the relevant measurement date or expiry date (if no other measurement date is specified) or if the eligible participant resigns or if the eligible participant's employment is terminated for cause.

### **Ceasing Employment**

Under the LTIP, an eligible participant who ceases to be an employee for reasons other than resignation or termination for cause may have their Performance Rights vest on a pro rata basis. The Board retains total discretion to determine the treatment of vested or unvested rights upon a participant ceasing to be an employee.



### **Amendments to the LTIP**

The Board may at any time and from time to time amend the LTIP. However, any amendment to the LTIP is subject to any restrictions or procedural requirements relating to the amendment or the rules of an employee incentive scheme imposed by the Listing Rules or applicable securities laws.

### **Forfeiture**

If an eligible participant acts fraudulently, dishonestly or has willfully breached his or her obligations to the Group, the Board will have the discretion to determine that any Performance Right granted to the eligible participant will lapse.

### **No Participation Rights**

There are no participation, dividend or voting rights or entitlements inherent in the Performance Rights. An eligible participant will only be entitled to participate in new issues of capital offered to Shareholders to the extent that the Performance Rights have vested, and the eligible participant has become a Shareholder.

### **Variations of Capital**

If there is a reorganisation of the share capital of the Company, including consolidation, subdivision, reduction or return of issued capital or bonus issue, the Board has discretion to adjust an eligible participant's Performance Rights to ensure that such participants do not enjoy a windfall gain and do not suffer a material detriment as a result of any corporate action. Any adjustments will be consistent with the requirements of the Listing Rules.

### **Limits on Entitlements**

No Invitation will be made if the number of Shares that have been or would be issued in any of the following circumstances in aggregate would exceed 5% of the total number of Shares on issue at the date of the Invitation:

- the number of the eligible participant's Shares that may be issued, transferred or granted under the LTIP; and
- the number of Shares that were, or may be, issued as a result of an offer made at any time during the previous 3 year period:
  - under any other Group employee incentive scheme covered by an applicable class order issued by ASIC; and
  - any ASIC exempt arrangement of a similar kind to an employee incentive scheme (as defined in the ASIC class order).

### **Individual Limits**

The LTIP does not set out a maximum number of Shares that may be issuable to a participant.

### **Takeover Bid or Change of Control**

Where:

- a takeover bid is made for the Company and the Board recommends acceptance of that bid by the Shareholders;
- a Court orders that a meeting of Shareholders be held to consider a scheme of arrangement between the Company and its Shareholders; or
- the Board determines that some other transaction has occurred, or is likely to occur, which involves a change of control of the Company,



the Board may, in its absolute discretion, determine that any Performance Right that has not vested will vest on the date determined by the Board.

**Suspension or Termination of the LTIP**

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

