



# Notice of Annual General Meeting

**BSA LIMITED**  
ACN 088 412 748

**Date** Tuesday 16 November 2021  
**Time** 2.00 pm (AEDT)  
**Place** Via live webcast

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (**AGM**) of shareholders of BSA Limited ACN 088 412 748 ('**BSA**' or 'the **Company**') will be held via live webcast on **Tuesday 16 November 2021 at 2:00pm** (AEDT).

The health and wellbeing of our Shareholders, BSA Personnel, our service partners and the general public are of paramount importance. Given the continually evolving circumstances concerning COVID-19, BSA will conduct the Meeting via live webcast and Shareholders will be unable to attend the Meeting in person. Instead, they may attend the Meeting online using the Lumi online platform. This method enables Shareholders to:

- see the Meeting presentation materials and listen to the Meeting live;
- ask questions online during the Meeting; and
- vote online during the Meeting through Lumi platform at: <https://web.lumiagm.com/309871571>

## **Live Online Voting**

Shareholders and proxyholders will be able to vote at the meeting online by:

- visiting [web.lumiagm.com](https://web.lumiagm.com) on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Edge and Firefox);
- using unique meeting ID **309-871-571**

Online voting registration will commence 30 minutes prior to the start of the meeting.

For full details on how to log on and vote online, please refer to the user guide [www.computershare.com.au/virtualmeetingguide](https://www.computershare.com.au/virtualmeetingguide).

Voting on all resolutions will be conducted by a poll. Whilst shareholders will be able to vote online during the meeting, shareholders are encouraged to lodge a proxy ahead of the meeting, even if participating online.

In the event of a technological failure that prevents Shareholders from having a reasonable opportunity to participate in the Meeting, BSA will provide an update on its website and the ASX platform to communicate the details of any postponed or adjourned Meeting to Shareholders.

NOTICE IS HEREBY GIVEN that the Annual General Meeting (AGM) of shareholders of BSA Limited ACN 088 412 748 ('BSA' or 'the Company') will be held via live webcast on **Tuesday 16 November 2021 at 2:00pm (AEDT)**.

## GENERAL BUSINESS

TO RECEIVE AND CONSIDER the Financial Report and reports of the Directors and of the auditor for the financial year ended 30 June 2021.

## RESOLUTIONS

### 1. TO ADOPT THE REMUNERATION REPORT on pages 17-23 of the Annual Report

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

**"That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth), the Remuneration Report for the period ended 30 June 2021 be adopted."**

*[see the accompanying Explanatory Statement]*

**Note: the vote on this resolution is advisory only and does not bind the Directors of BSA.**

### 2. TO RE-ELECT DIRECTOR – MICHAEL GIVONI

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

**"That Michael Givoni, being a Director who retires by rotation in accordance with the Company's Constitution and is eligible for re-election, be re-elected as a Director of the Company."**

*[see the accompanying Explanatory Statement]*

### 3. TO RE-ELECT DIRECTOR – PAUL TEISSEIRE

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

**"That Paul Teisseire, being a Director who retires by rotation in accordance with the Company's Constitution and is eligible for re-election, be re-elected as a Director of the Company."**

*[see the accompanying Explanatory Statement]*

### 4. TO ELECT DIRECTOR – MICHELLE COX

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

**"That Michelle Cox, a Director appointed during the year in accordance with Clause 64(2) of the Company's Constitution, being eligible, is elected as a Director of the Company."**

*[see the accompanying Explanatory Statement]*

### 5. TO APPROVE THE ISSUE OF SECURITIES UNDER THE FEE SACRIFICE EQUITY PLAN FOR NON-EXECUTIVE DIRECTORS TO MICHELLE COX

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

**"That, subject to the due process of Resolution 4 and for the purposes of ASX Listing Rule 10.14, and for all other purposes, Shareholders authorise and approve the issue of Securities under the Fee Sacrifice Equity Plan by the Company to Michelle Cox or her nominee on the terms and conditions set out in the Explanatory Statement."**

*[see the accompanying Explanatory Statement]*

### 6. INCREASE THE MAXIMUM AGGREGATE REMUNERATION PAYABLE TO NON-EXECUTIVE DIRECTORS:

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

**"That, with effect from the financial year commencing 1 July 2021, the aggregate maximum sum available for remuneration of non-executive directors be increased to \$750,000 per year."**

*[see the accompanying Explanatory Statement]*

## VOTING EXCLUSIONS

### Resolution 1

In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- a member of KMP, details of whose remuneration are included in the Remuneration Report, regardless of the capacity in which the vote is cast; and
- as a proxy by a member of KMP at the date of the meeting and any of their closely related parties.

However, the Company need not disregard a vote cast in respect of Resolution 1 if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or by the person chairing the meeting pursuant to an express authorisation to exercise the proxy as the chairman decides.

### Resolution 5

In relation to Resolutions 5, the Company will disregard any votes cast by or on behalf of Michelle Cox or an associate of Michelle Cox.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with an express direction given to the chairman to vote on the resolution as the chairman 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 the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Resolution 6

The Company will disregard any votes cast on Resolution 6 by any of the directors of the Company, Michael Givoni, Timothy Harris, Paul Teisseire, Nicholas Yates, David Prescott, Chris Halios-lewis, Michelle Cox, or any of their associates.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with an express direction given to the chairman to vote on the resolution as the chairman 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 the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**The chairman of the meeting intends to vote all available proxies in favour of all resolutions.**

## IMPORTANT INFORMATION

To assist you in deciding how to vote on the above resolutions, further details, as background information to the resolutions, are set out in the Explanatory Statement accompanying and forming part of this Notice of Meeting.

### Voting Entitlement

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the shareholders eligible to attend and vote at the Annual General Meeting are those persons registered as shareholders at 7:00pm (AEDT) on Sunday 14 November 2021. Only those persons will be entitled to attend and vote in respect of that share at the Annual General Meeting.

Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to vote at the meeting.

### Proxy Instructions

- A member entitled to attend and vote at the Annual General Meeting has a right to appoint a proxy;
- The proxy need not be a member of the Company;
- A member who is entitled to cast two or more votes may appoint up to two proxies and, in the case of such an appointment, may specify the proportion or number of votes each proxy is appointed to exercise;
- If the Proxy Form is signed by a person who is not the registered holder of shares in the Company (i.e. under power of attorney or other authorisation), then the relevant authority (or a certified copy of such authority) must either have been exhibited previously to the Company or be enclosed with the Proxy Form.
- **Shareholders are encouraged to lodge their proxy online.** For this purpose, specific instructions have been sent to each shareholder to enable them to do so;

- Should a proxy not be able to be lodged online, shareholders may apply to Computershare Investor Services Pty Ltd using one of the following methods to enable a paper-based proxy to be completed and lodged.

In order to record a valid vote, members will need to take the following steps:

- **Cast your vote online** by visiting [www.investorvote.com.au](http://www.investorvote.com.au) and following the instructions and information provided on the personalised Notice and Access advice which has been sent to each shareholder; or
- **Custodian voting** - For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions; or

- **By Mail:**

Complete and lodge the Proxy Form with the Company at the address or facsimile number specified below, along with any power of attorney or notarially certified copy of a power of attorney (if the proxy form is signed pursuant to a power of attorney), by no later than 48 hours before the Annual General Meeting (i.e. by no later than 2.00 pm (AEDT), Sunday 14 November 2021) to:

BSA Limited  
C/- Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

- **Alternatively you can fax** your form to  
(Within Australia) 1800 783 447  
(Outside Australia) +61 3 9473 2555

- **For all enquiries call:**  
(Within Australia) 1300 850 505  
(Outside Australia) +61 3 9415 4000

- If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes which each proxy may exercise, each proxy may exercise half of the votes; and
- A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on a resolution, the proxy may vote on that resolution only in accordance with that direction. If a proxy is not directed how to vote on a resolution, the proxy may vote as he or she thinks fit.

### Undirected proxies

If a member appoints the Chairman of the meeting as the member's proxy and does not specify how the Chairman is to vote on a resolution, except as expressly stated, the Chairman advises that he intends to vote each such proxy as proxy for that member, in favour of the resolution on a poll. Therefore, the Company recommends that shareholders who submit proxies should consider giving 'how to vote' directions to their proxy holder (including the Chairman) on each resolution.

If you wish to appoint the Chairman as your proxy holder but you do not want to put him in the position to cast your votes in favour of the Remuneration Report, you should complete the appropriate box on the proxy form, directing him to vote against or abstain from voting on this resolution.

### **Questions from Shareholders**

Shareholders are also encouraged to ask questions before the meeting by sending an email with your questions by no later than Monday 8 November 2021 to [corporate@bsa.com.au](mailto:corporate@bsa.com.au)

or

**In person or by mail:** Registered Office – Level 7, 3 Thomas Holt Drive,  
Macquarie Park NSW 2113

**By Facsimile:** +61 2 9763 6201

These questions will be addressed during the meeting by either the auditor, for those relevant questions, or directors, as appropriate.

### **DEFINITIONS**

Words that are defined in the Glossary have the same meaning when used in this Notice of Meeting unless the context requires, or the definitions in the Glossary provide, otherwise.

### **Electronic Annual Report**

In accordance with Australian corporations' legislation, and in the interests of maximum efficiency and the lowest possible cost to shareholders, the Company is providing printed copies of its 2021 Annual Report only to those shareholders who have specifically made this request. For all other shareholders, an electronic copy of the Company's 2021 Annual Report, together with the Company's ASX announcement and investor pack relevant to the financial performance of the Company for the year ended 30 June 2021 is available on the Company's website [www.bsa.com.au](http://www.bsa.com.au).

### **By Order of the Board**

**Graham Seppelt**  
Company Secretary

**Dated: 15 October 2021**  
Sydney, New South Wales

## EXPLANATORY STATEMENT

### Financial Statements and Reports

The Corporations Act 2001 (Cth) requires the Annual Report (which includes the Financial Statements and Directors' Declaration), the Directors' Report and the Auditor's Report in respect of the financial year of BSA ended 30 June 2021 to be laid before the 2021 AGM. There is no requirement for a formal resolution on this item. However, attending shareholders will be given an opportunity at the meeting to ask questions and make comments on these reports and on the business, operations and management of BSA. Shareholders who have submitted questions in writing will have those questions answered during the meeting.

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

The Directors' Report for the year ended 30 June 2021 contains a Remuneration Report (pages 17 - 23) which sets out the policies of the Company for, and applicable to the remuneration of its officers and senior employees, and details the remuneration paid to its officers and senior employees in the financial year ended 30 June 2021.

While the Corporations Act 2001 (Cth) (section 250R(2)) requires a listed company to put a resolution to its members at its AGM that its Remuneration Report be adopted, the Corporations Act 2001 (Cth) expressly provides that the vote on any such resolution is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast on the resolution at the 2021 AGM are against adoption of the Remuneration Report, then

- if comments are made on the Remuneration Report at the 2021 AGM, the Company's Remuneration Report for the financial year ending 30 June 2022 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if subsequently, at the Company's 2022 AGM, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report for the relevant financial year are against its adoption, the Company will be required to put to shareholders a resolution proposing that a General Meeting (Spill Meeting) be called to consider the election of Directors of the Company (Spill Resolution). The Spill Meeting must be held within 90 days of the date of the 2022 AGM. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the Directors (other than any Managing Director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

The Remuneration Report forms part of the Directors' Report for the year ended 30 June 2021 and is made in accordance with a unanimous resolution of the Directors.

**While noting that each Director has a personal interest in their remuneration, as described in the Remuneration Report, the Board unanimously recommends that the shareholders vote in favour of adopting the Remuneration Report.**

Resolution 1 is put to the shareholders at the AGM in fulfilment of the obligations of the Company under section 250R(2) of the Corporations Act 2001 (Cth). Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. Shareholders who have submitted questions in writing will have those questions answered during the meeting.

Please read the information under the heading 'Undirected Proxies' which (among other things) deals with the Chairman's voting of proxies on the resolution to adopt the Remuneration Report.

#### 2. Resolution 2. – Re-election of Director Mr Michael Givoni

Clause 62(3) of the Company's constitution requires that at each Annual General Meeting one-third of the directors must retire from office. A Director appointed during the year either to fill a casual vacancy or as an addition to the Directors is not taken into account in determining the Directors who must retire by rotation. Therefore, Michael Givoni, being a Director who has longest been in office, retires by rotation and is eligible for re-election at the Annual General Meeting on 16 November 2021. In accordance with clause 62(4) of the Company's constitution, Michael Givoni has submitted himself for re-election at the Annual General Meeting as a Director. The board considers Michael Givoni to be an independent director. The remaining Directors recommend to Shareholders that Mr Givoni be re-elected as Director.

The Chairman intends to vote undirected proxies in favour of this Resolution 2.

Michael Givoni's details are set out in the 2021 Annual Report

#### 3. Resolution 3. – Re-election of Director Mr Paul Teisseire

Clause 62(3) of the Company's constitution requires that at each Annual General Meeting one-third of the directors must retire from office. A Director appointed during the year either to fill a casual vacancy or as an addition to the Directors is not taken into account in determining the Directors who must retire by rotation. Therefore, Paul Teisseire, being a Director who has longest been in office, retires by rotation and is eligible for re-election at the Annual General Meeting on 16 November 2021. In accordance with clause 62(4) of the Company's constitution, Paul Teisseire has submitted himself for re-election at the Annual General Meeting as a Director. The board considers Paul Teisseire to be an independent director. The remaining Directors recommend to Shareholders that Mr Teisseire be re-elected as Director:

The Chairman intends to vote undirected proxies in favour of this Resolution 3.

Paul Teisseire's details are set out in the 2021 Annual Report

#### 4. Resolution 4. – Election of Director Ms Michelle Cox

Under Clause 64(1) of the Company's Constitution, the Directors have power at any time, and from time to time, to appoint any other person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director appointed under this clause must retire from office, and will be eligible for election, at the next AGM following their appointment.

On 30 July 2021 Michelle Cox was appointed a Director by the Board of directors. The Company has conducted appropriate checks into Ms Cox's background and is of the view that she is able to and has demonstrated her ability to act in the best interests of the Company. Ms Cox is considered to be independent under the ASX Corporate Governance Principle and Recommendations, as per Guideline 2.3. Ms Cox seeks election as a director of the Company. The remaining Directors recommend to shareholders that Ms Cox be elected as Director.

The Chairman intends to vote undirected proxies in favour of this Resolution 4.

Michelle Cox's details are set out in the Directors' Report in the 2021 Annual Report

**5. Resolution 5. – To Approve The Issue of Securities Under The Fee Sacrifice Equity Plan For Non-Executive Directors To Ms Michelle Cox**

Subject to the passing of Resolution 4, the Board seeks approval of Resolution 5 to permit the issue of deferred rights to Ms Cox. The current NEDs who are eligible to participate in the Plan are Non-Executive Directors: Mr Givoni, and Mr Yates. The Plan operates through a series of annual invitations which the Board will determine in its absolute discretion to whom the invitations will be issued and the number of deferred rights that a NED may apply for up to the maximum approved annual fee for each non-executive director. Each NED will be invited to voluntarily elect to apply for Rights under the Plan by salary sacrificing a proportion of annual Board fees,

Currently, the annual fee structure for non-executive directors is:

Chairman - \$170,829

Non-Executive Directors - \$91,560

It is not possible to determine the actual number of deferred rights that will be applied for as each non-executive director will voluntarily apply for a proportion of his individual annual director's fee. However, the Company intends to use the following formula for calculating the number of Shares to be issued under the Plan:

A/B

Where

A is the amount of remuneration that a NED wishes to sacrifice for a given financial year.

B is:

- (a) if the shares are purchased on ASX, the average price paid for the Shares on ASX under the Plan (inclusive of costs associated with their acquisition); or
- (b) if the shares are issued by the Company, the 10 day volume weighted average price for sale of the Company's shares on ASX of Company Shares following the most recent full or half year results to the market prior to the date of an Invitation.

In order for a Non-Executive Director to acquire Deferred Rights (and hence Restricted Shares), the Company must obtain Shareholder approval pursuant to ASX Listing Rule 10.14.

The only restricted securities that have been issued to current directors under the Plan are 891,453 restricted shares to Mr Givoni at an average price of \$0.32 per share.

**ASX LISTING RULE DISCLOSURE REQUIREMENTS**

The following information is provided in relation to Resolutions 5 for the purposes of ASX Listing Rule 10.15:

**Material terms of the Fee Sacrifice Equity Plan (FSEP) are as follows:**

- (a) Any person who is a NED currently or in the future is entitled to participate in the Plan on a voluntary basis.
- (b) If approved, the maximum number of Deferred Rights (and hence Restricted Shares) that may be issued under this Resolution will not exceed the value of annual fees payable to each of the Chairman and the NEDs as set out below:
  - Chairman: \$170,829 (Mr Givoni).
  - Non-Executive Directors: \$91,560 (All other Non-Executive Directors).

One (1) Restricted Share will be issued, allocated or transferred to the Non-Executive Directors on exercise of a vested Deferred Right.

- (c) No consideration is payable for the grant of Deferred Rights under the Plan, or on exercise of the Deferred Rights under the Plan as participation in the Plan to acquire Deferred Rights requires a NED to salary sacrifice a percentage of existing remuneration to which the NED is otherwise entitled.
- (d) To date 1,046,453 Deferred Rights have previously been issued on the terms set out in the Explanatory Statement.
- (e) Details of any securities issued under the Plan will be published in each annual report of the entity relating to the period in which securities have been issued, and that approval for the issue of securities was obtained under Listing Rule 10.14.
- (f) The Board will use reasonable endeavours to issue within 30 days of the last date on which a valid Application may be made but in any case, no later than three years after this meeting.
- (g) As at the date of this Notice of Meeting, no other persons referred to in ASX Listing Rule 10.14, apart from the NEDs, will be entitled to elect to participate in the Plan to acquire Deferred Rights on the terms set out in the Explanatory Statement (and NEDs who will become entitled to participate will not do so until after any Shareholder approval required under ASX Listing Rule 10.14 (or otherwise under chapter 10 of the ASX Listing Rules) is obtained). The current NED's to whom this Plan would apply are Messrs Michael Givoni, Nicholas Yates and Michelle Cox and any other NED appointed from time to time. Each of these persons are directors of the Company and fall under the definition of Listing Rule 14.1.
- (h) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Deferred Rights under the Plan and who are not named in this notice of meeting will not participate until approval is obtained under that rule.
- (i) The voting exclusion statement in relation to Resolution 5 accompanies Resolutions 5 in the Notice of Meeting.
- (j) No loans have or will be made by the Company in connection with the grant of Deferred Rights to any NED.
- (k) The Company intends to invite each NED to participate in the Plan and to nominate the number of Deferred Rights they are prepared to acquire, however participation is at the election of each NED. As such, the maximum number of shares to be issued under the Plan cannot be ascertained in advance. However, the Company intends to include the following formula for calculating the number of Shares to be issued under the Plan:

A/B

Where:

A is the amount of remuneration that an NED wishes to sacrifice for a given financial year.

B is:

- (a) if the shares are purchased on ASX, the average price paid for the Shares on ASX under the Plan (inclusive of costs associated with their acquisition); or
- (b) if the shares are issued by the Company, the 10 day volume weighted average price for sale of the Company's shares on ASX of Company Shares following the most recent full or half year results to the market prior to the date of an Invitation.

## Recommendation

The Directors (with Ms Cox abstaining) recommend that Shareholders vote in favour of Resolutions 5.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 5.

### 6. Resolution 6. – Approval of increase in total amount available for payment of non executive directors' fees

ASX Listing Rule 10.17 provides that a company cannot increase the total amount of directors' fees, not including salaries paid to executive directors, payable by it or any of its subsidiaries, without the approval of holders of ordinary shares.

No shares have been issued to directors at any time in the last three years other than 891,453 restricted shares to Mr Givoni at an average price of \$0.32 per share as part of the FSEP.

In the year to 30 June 2021 the Company paid its non-executive directors, total annual directors' fees of \$571,007. The last time shareholders approved an increase was in 2007 when the maximum annual amount payable was increased to \$600,000.

The Company is seeking approval for the maximum annual amount payable to non-executive directors under this rule to be increased by \$150,000 to \$750,000. If Resolution 4 is passed at this Annual General Meeting, the appointment of Michelle Cox as a director will be confirmed.

The new maximum total payable to non-executive directors for which approval is sought will allow for the Company to agree to pay them annual fees at competitive and realistic rates. It will also provide scope to increase fees to existing non-executive directors if necessary to maintain comparability or competitiveness.

With increased corporate governance obligations being imposed on non-executive directors and listed companies it is considered desirable for the Company to make adequate provision to make further appointments in future and to have the scope to retain the board's existing level of expertise and counsel. Directors and their associates may not vote on this resolution.

## 4. GLOSSARY

**ASX** means ASX Limited ACN 008 624 691.

**Board** means the Board of Directors of the Company from time to time.

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

**Closely Related Party** means a closely related party of KMP of the Company.

**Company** means BSA Limited ABN 50 088 412 748.

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

**Explanatory Statement** means this document which accompanies the Notice of Meeting.

**KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of key management personnel include its directors (both executive and non-executive) and certain senior executives.

**Resolution** means each Resolution set out in the Notice of Meeting.

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

**Shareholder** means a holder of Shares in the Company.

#### **BSA Limited - Corporate**

Registered Office (Sydney)  
Level 7, 3 Thomas Holt Drive  
Macquarie Park NSW 2113

**P** +61 2 8748 2400  
**F** +61 2 8748 2577  
**E** [corporate@bsa.com.au](mailto:corporate@bsa.com.au)  
**W** [www.bsa.com.au](http://www.bsa.com.au)

#### **Share Registry**

Computershare Investor Services  
GPO Box 2975  
Melbourne VIC 3001 Australia

**P** 1300 85 05 05  
**P** +61 3 9415 4000  
**F** +61 3 9473 2500

#### **Auditor**

Deloitte Touche Tohmatsu  
225 George Street  
Sydney NSW 2000

#### **Banker**

Commonwealth Bank of Australia  
201 Sussex Street  
Sydney NSW 2000

**bsa**<sup>®</sup>





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ABN 50 088 412 748

BSA

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



## Need assistance?



**Phone:**

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



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00pm (AEDT) on Sunday, 14 November 2021.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

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

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

### PARTICIPATING IN THE MEETING

#### Corporate Representative

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

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**

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

### By Mail:

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

### By Fax:

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



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

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

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



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I ND

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of BSA Limited hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of BSA Limited to be held virtually via the Lumi Platform on Tuesday, 16 November 2021 at 2:00pm (AEDT) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Items 1, 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1, 5 and 6 by marking the appropriate box in step 2.

## Step 2 Items of Business

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

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director Michael Givoni	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director Paul Teisseire	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Director Michelle Cox	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approve the Issue of Securities under the Fee Sacrifice Equity Plan for Non-Executive Directors to Michelle Cox	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Increase the Maximum Aggregate Remuneration payable to Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

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

**Update your communication details** (Optional)

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

