

# Dalrymple Bay Infrastructure Limited Notice of Meeting for 2024 Annual General Meeting

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Dalrymple Bay Infrastructure Limited (**Company**)  
ACN 643 302 032

## Notice of Annual General Meeting

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Notice is given that the 2024 Annual General Meeting (**Meeting**) of Dalrymple Bay Infrastructure Limited (**DBI** or the **Company**) will be held at Level 31, Auditorium, One Eagle – Waterfront Brisbane, 1 Eagle Street, Brisbane Qld 4000, on Wednesday, 22 May 2024, at 10.00am (AEST).

**DBI is looking forward to hosting its 2024 AGM as a face-to-face meeting and welcoming securityholders in person.**

**A live webcast of the Meeting will be available at: <https://meetings.linkgroup.com/DBI24>**

Securityholders unable to attend in person can view the Meeting via live webcast and have the option to ask written questions in advance of the Meeting or ask written questions online during the Meeting. **Voting on the day of the Meeting will only be permissible by securityholders who are physically present at the Meeting. There will be no online voting during the Meeting.**

If it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the Meeting, we will provide further information on the Company's website and by ASX announcement.

## Agenda items

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### **1. Financial Report, Directors' Report and Auditor's Report**

To receive and consider the Financial Report of the Company and its controlled entities and the Reports of the Directors and Auditor for the period ended 31 December 2023.

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

### **2. Resolution 1 - Election of Director – Mr Jonathon Sellar**

*That Mr Jonathon Sellar, being eligible, be elected as a Director of the Company.*

### **3. Resolution 2 - Adoption of Remuneration Report**

*That the Remuneration Report for the reporting period ended 31 December 2023 be adopted.*

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. A voting exclusion statement applies to this resolution (see Item 2 of the notes relating to voting).

**The notes relating to voting and the Explanatory Memorandum form part of this Notice of Meeting.**

By Order of the Board of Dalrymple Bay Infrastructure Limited.

*date*      12 April 2024

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*sign here* ▶ 

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Liesl Burman  
Company Secretary

# Notes relating to voting

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## 1 Entitlement to vote

Persons who are registered holders of securities in the Company as at 7:00 pm AEST on Monday, 20 May 2024 will be entitled to attend and vote at the Annual General Meeting (**Meeting**) as a securityholder. Security transfers registered after this time will be disregarded in determining entitlements to attend and vote at the Meeting.

Securityholders have the option to vote on resolutions considered at the Meeting by

- voting in person during the Meeting; or
- appointing a proxy to vote on your behalf at the AGM by 10.00am (AEST) on Monday 20 May 2024 (see pages 3 to 5).

Voting on the day of the Meeting will only be permissible by securityholders who are physically present at the Meeting. There will be no online voting during the Meeting.

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

Voting on all resolutions set out in this Notice of Meeting will be conducted by poll. On a poll, securityholders have one vote for every fully paid ordinary security held (subject to the restrictions on voting referred to below)

## 2 Voting exclusions

### Resolution 2 (Adoption of Remuneration Report)

The Company will disregard any votes cast on resolution 2:

- by or on behalf of a member of the Company's key management personnel (**KMP**) named in the Company's Remuneration Report for the reporting period ended 31 December 2023 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the Meeting or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote on resolution 2:

- in accordance with a direction in the proxy form; or
- by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy even though resolution 2 is connected with the remuneration of the Company's KMP.

## 3 Proxies

- (a) A securityholder entitled to attend and vote has a right to appoint a proxy to attend and vote on behalf of the securityholder. A proxy need not be a securityholder and can be either an individual or a body corporate. A securityholder can appoint a proxy by completing and returning a signed proxy form (see section 4 of these notes relating to voting, and the proxy form).
- (b) A securityholder that is entitled to cast 2 or more votes may appoint 2 proxies and may 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 securityholder's votes.
- (c) If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

- (d) Members of the Company's KMP (which includes each of the Directors) and their closely related parties (which includes spouses and dependants) will not be able to vote as proxy on resolution 2, unless you direct them how to vote or the Chairman of the Meeting is your proxy. If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, you should ensure that you direct that person how to vote on resolution 2.
- (e) If you intend to appoint the Chairman of the Meeting as your proxy, you can direct the Chairman how to vote by marking the boxes for the relevant resolution (for example, if you wish to vote "for", "against" or to "abstain" from voting). However, if you do not mark a box next to resolution 2, or if the Chairman of the Meeting becomes your proxy by default, then by completing and returning the proxy form, you will be expressly authorising the Chairman of the Meeting to vote as they see fit in respect of resolution 2 even though it is connected with the remuneration of the Company's KMP.
- (f) On a poll, if
- a securityholder has appointed a proxy (other than the Chairman of the Meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
  - that securityholder's proxy is either not recorded as attending the Meeting or does not vote on the resolution,
- the Chairman of the Meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for the securityholder for the purposes of voting on that resolution and must vote in accordance with the written direction of that securityholder.
- (g) Please note that for proxies without voting instructions that are exercisable by the Chairman of the Meeting, the Chairman intends to vote all available proxies in favour of each resolution.

#### **4 Proxy form**

If you wish to appoint a proxy to act on your behalf, please complete the proxy form.

To be effective the proxy form must be received no later than 10.00am (AEST) on Monday, 20 May 2024 at:

Online: <https://investorcentre.linkgroup.com>

Mail: Dalrymple Bay Infrastructure Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia

By hand: Link Market Services Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street, Parramatta, NSW 2150

\*during business hours (Monday to Friday; 9:00am - 5:00pm)

Facsimile: +61 2 9287 0309

## **5 Corporate representatives**

A body corporate that is a securityholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the *Corporations Act 2001* (Cth). The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it has been signed, unless it has previously been given to the Company or the Company's share registry.

## **6 Voting by attorney**

A securityholder entitled to attend and vote may appoint an attorney to act on his or her behalf at the Meeting. An attorney may but need not be a member of the Company.

An attorney may not vote at the Meeting unless the instrument appointing the attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received by the Company (or the Company's share registry) in the same manner, and by the same time, as outlined above for proxy forms.

## **7 Questions for the Auditor**

Securityholders may submit written questions to the Company's Auditor, Deloitte Touche Tohmatsu, in advance of the Meeting if the question is relevant to the content of the Auditor's Report for the reporting period ended 31 December 2023 or the conduct of its audit of the Company's Financial Report for the reporting period ended 31 December 2023.

Relevant written questions for the Auditor must be received by the Company no later than 5.00pm (AEST), Wednesday 15 May 2024. Please send any written questions to:

[companysecretary@dbinfrastructure.com.au](mailto:companysecretary@dbinfrastructure.com.au)

A list of written questions will be made available to securityholders attending the Meeting.

If written answers are tabled at the Meeting, they will be made available to securityholders as soon as practicable after the Meeting. Please note that individual responses will not be sent to securityholders.

## **12 Questions for the Company**

Securityholders may also submit written questions to the Company prior to the Meeting relevant to the business of the Meeting. The Chairman of the Meeting will seek to address as many of the more frequently raised relevant questions as possible. 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 securityholders.

Written questions for the Company should be submitted in the same way and by the same time and date as written questions to the Auditor as set out above.

## **13 Asking questions online during the Meeting**

In addition to asking questions prior to the Meeting, securityholders unable to attend in person have the option to ask written questions online during the Meeting. Please note that individual written responses will not be sent to securityholders.

Securityholders watching the webcast of the Meeting may submit written questions via the online platform at <https://meetings.linkgroup.com/DBI24>.

To ask a question on the online platform, securityholders will need to have their SRN/HIN in advance of the Meeting. If you are unable to locate your SRN/HIN, please contact Link Market Services on +61 1300 554 474 or at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) well in advance of the Meeting. For security reasons, your SRN/HIN can only be sent by post to your registered address. Your SRN/HIN cannot be provided by email or phone.

Securityholders who need a copy of their SRN/HIN are strongly encouraged to contact Link Market Services as soon as possible, to avoid any mailing delivery delays.

- Once you have logged in to watch the webcast, click the button 'Ask a question'.

- If you are a securityholder you will need to enter your SRN/HIN, then enter your Australian postcode or select 'Outside Australia' and enter your country code.
- If you are an appointed Proxy, you will need to enter the Proxy Number issued to you by Link Market Services in the 'Proxy Details' section/emailed to you by Link Market Services no later than 24 hours prior to the Meeting.
- Select the Item of business that your question relates to and type your question in the space provided.
- Once you have typed your question, click the 'Submit question' button. Please note that questions are limited to 532 characters.
- Each question must be submitted separately.

## Explanatory Memorandum

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This Explanatory Memorandum has been prepared to help securityholders understand the items of business at the forthcoming Annual General Meeting (**Meeting**).

### 1 Annual Financial Report, Directors' Report and Auditor's Report

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The *Corporations Act 2001* (Cth) (**Corporations Act**) requires:

- the reports of the Directors and Auditor; and
- the annual Financial Report, including the Financial Statements of the Company,

for the year ended 31 December 2023, to be laid before the Meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of securityholders on the reports or statements. However, securityholders will be given an opportunity to raise questions or comments on the management of the company.

Also, a reasonable opportunity will be given to securityholders as a whole at the Meeting to ask the Company's Auditor questions relevant to the conduct of the audit, 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 the audit.

The Annual Report (including the Annual Financial Report, Directors' Report and Auditor's Report) is accessible on the Company's website at <https://investors.dbinfrastructure.com.au/investor-centre/?page=annual-reports>

### 2 Election of Director – Mr Jonathon Sellar

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In accordance with the ASX Listing Rules and the Constitution of the Company, Mr Jonathon Sellar is retiring and being eligible, offers himself for election to the Board of the Company.

Jonathon was appointed by the Board as a Director on 9 April 2024. Prior to this time, Jonathon had been appointed as an Alternate Non-Executive Director for Mr Raymond Neill since 27 February 2023. Jonathon had also served as an Alternate Non-Executive Director for Mr Bahir Manios from 17 December 2020 to 27 February 2023. His profile is included below.

Jonathon is a Managing Director in Brookfield Asset Management Inc.'s (**Brookfield**) Infrastructure Group and the Operating Partner for Australia, responsible for the asset management function in Australia. Jonathon joined Brookfield in 2010, following Brookfield's acquisition of the Australian-listed company, Prime Infrastructure Holdings Limited, where he served as the Chief Financial Officer. Previously, Jonathon held senior roles at InterGen Australia and PricewaterhouseCoopers.

Jonathon holds a Bachelor of Business majoring in Accountancy from the Queensland University of Technology and has been a member of Chartered Accountants Australia and New Zealand since 1996.



The Board considers that Jonathon is not an independent director due to his role as Managing Director of Brookfield, a substantial holder of the Company. As Jonathon will continue to be employed by Brookfield, he will not receive any Board or Committee fees from the Company in connection with his role as a Non-Executive Director

Jonathon has confirmed that he has sufficient time to meet his responsibilities as a director of the Company.

#### **Recommendation**

For the reasons set out above, the Board (with Mr Sellar abstaining) unanimously recommends that securityholders vote **in favour of** the election of Mr Sellar as a director of the Company.

### **3 Adoption of Remuneration Report**

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The Remuneration Report on pages 34 to 51 of the Company's 2023 Annual Report, which is available at <https://investors.dbinfrastructure.com.au/investor-centre/?page=annual-reports>, sets out the remuneration policies and practices of the Company and reports on the remuneration arrangements in place for the Company's KMP during the reporting period ended 31 December 2023 (**Remuneration Report**). Securityholders as a whole will have a reasonable opportunity at the Meeting to ask questions about or make comments on the Remuneration Report.

As prescribed by the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote and discussion at the Meeting into account in setting remuneration policy for future years.

#### **Recommendation**

The Board unanimously recommends that securityholders vote **in favour of** the adoption of the Remuneration Report.