

Dalrymple Bay Infrastructure Limited Notice of Meeting for 2022 Annual General Meeting

Dalrymple Bay Infrastructure Limited (**Company**)

ACN 643 302 032

Notice of Annual General Meeting

Notice is given that the 2022 Annual General Meeting (**2022 AGM**) of Dalrymple Bay Infrastructure Limited (**DBI** or the **Company**) will be held at the Christie Centre, Room A, Level 1, 320 Adelaide Street, Brisbane Qld 4000, on Wednesday, 25 May 2022, at 10.00am (AEST).

DBI is looking forward to hosting its 2022 AGM in the normal physical meeting format.

A live webcast of the 2022 AGM will be available at: <https://meetings.linkgroup.com/DBI22>

Securityholders will be able to view the 2022 AGM live by watching the webcast, but will not be able to ask questions or vote through the webcast facilities. Voting on the day of the Annual General Meeting will only be permissible by securityholders who are physically present at the meeting. There will be no online voting on the day of the meeting.

For the health and safety of all attendees, the Company will be observing social distancing and any other government requirements that apply based on the COVID-19 situation prevailing at the time. Attendees will be required to register their contact details via the 'Check in QLD' government App or a paper-based register.

Securityholders who plan to attend the AGM should take heed of government warnings and advice and monitor the Company's and the Australian Securities Exchange's website for any updates about the AGM, including with respect to the location.

As we have seen recently, the situation can change rapidly. The health of the Company's securityholders, employees and other meeting attendees is of paramount importance. We ask that you do not attend the AGM if you feel unwell or have been in contact with someone who may have been affected by COVID-19. The Company may implement screening procedures at admission, including temperature checks.

Please note that due to COVID 19, restrictions and precautionary measures may be imposed on attendance if necessary, including limiting or refusing entry to visitors or other attendees.

If it becomes necessary or appropriate to make alternative arrangements for the meeting, we will provide further information on the Company's website and the Australian Securities Exchange's website.

Agenda items

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 2021.

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

2. Resolution 1 - Re-election of Director - David Hamill

That David Hamill, being eligible, be re-elected as a Director of the Company.

3. Resolution 2 - Re-election of Director - Bronwyn Morris

That Bronwyn Morris, being eligible, be re-elected as a Director of the Company.

4. Resolution 3 - Adoption of Remuneration Report

That the Remuneration Report for the reporting period ended 31 December 2021 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 14 April 2022

sign here ► 

Liesl Burman
Company Secretary

Notes relating to voting

1 Entitlement to vote

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of securities in the Company as at 7:00 pm AEST on Monday, 23 May 2022 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 will be able to view the Meeting live by watching the webcast, but will not be able to ask questions or vote through the webcast facilities. 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 on the day of 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 3 (Adoption of Remuneration Report)

The Company will disregard any votes cast on resolution 3:

- 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 2021 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 3:

- 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 3 is connected with the remuneration of the KMP.

3 Proxies

- (a) A securityholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead 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 3, 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 3.

- (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 3, then by completing and returning the proxy form, you will be expressly authorising the Chairman to vote as they see fit in respect of resolution 3 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 10am (AEST) on Monday, 23 May 2022 at:

Online: www.linkmarketservices.com.au

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 Annual General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. 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.

6 Voting by attorney

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

An attorney may not vote at the Annual General 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 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, if the question is relevant to the content of Deloitte Touche Tohmatsu's Audit Report for the reporting period ended 31 December 2021 or the conduct of its audit of the Company's Financial Report for the reporting period ended 31 December 2021.

Relevant written questions for the Auditor must be received by the Company by no later than 5:00 pm (AEST), Wednesday 18 May 2022. Please send any written questions to:

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 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 shareholders.

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

Explanatory Memorandum

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

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

The 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 2021,

to be laid before the Annual General 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 Re-election of Director - David Hamill

In accordance with the ASX Listing Rules and the Constitution of the Company, David Hamill is retiring by rotation and being eligible, offer himself for re-election to the Board of the Company.

David Hamill was appointed as a Director of the Company on 7 August 2020 and as Chair of the Board on 20 October 2020. His profile is included below.

David has served as a director on the boards of public and private companies, statutory authorities, not-for-profit and charitable organisations and his experience spans across various sectors including transport, health, utilities and education.

David was Treasurer of Queensland (1998-2001), Minister for Education (1995-1996), Minister for Transport and Minister Assisting the Premier on Economic and Trade Development (1989-1995) and served as the Member for Ipswich in the Queensland Parliament (1983-2001). David is an independent director of Brookfield Business Partners LP, chairperson of the Queensland Bulk Water Supply Authority and chairperson of Act for Kids. He has a Bachelor of Arts degree with Honours from the University of Queensland and attended the University of Oxford as a Rhodes Scholar for his Master of Arts degree. David was awarded his Doctor of Philosophy from the University of Queensland.

The Board considers David to be an independent director. David has reconfirmed 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 Dr Hamill abstaining) unanimously recommends that securityholders vote **in favour of** the re-election of David Hamill as a director of the Company.

3 Re-election of Director - Bronwyn Morris

In accordance with the ASX Listing Rules and the Constitution of the Company, Bronwyn Morris is retiring by rotation and being eligible, offer herself for re-election to the Board of the Company.

Bronwyn Morris was appointed as an independent non-executive Director on 30 October 2020. Her profile is included below.

Bronwyn is a chartered accountant and a former partner of KPMG. She has over 25 years' experience on the boards of entities in the publicly listed, unlisted, government and not-for-profit sectors. She has considerable experience with regulated organisations across numerous industry sectors including infrastructure, utilities and financial services. Bronwyn is currently chair of Urban Utilities and a director of Collins Foods Limited, Moorebank Intermodal Company and Menzies Health Institute Queensland. Bronwyn has a Bachelor of Commerce majoring in Accounting from the University of Queensland and is a Fellow of both the Australian Institute of Company Directors and Chartered Accountants Australia and New Zealand.

The Board considers Bronwyn to be an independent director. Bronwyn has reconfirmed that she has sufficient time to meet her responsibilities as a director of the Company.

Recommendation

For the reasons set out above, the Board (with Ms Morris abstaining) unanimously recommends that securityholders vote **in favour of** the re-election of Bronwyn Morris as a director of the Company.

4 Adoption of Remuneration Report

The Remuneration Report on pages 40 to 58 of the Company's 2021 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 2021 (**FY21 Remuneration Report**). Securityholders 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.

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Dalrymple Bay Infrastructure Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

 **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X999999999999

PROXY FORM

I/We being a member(s) of Dalrymple Bay Infrastructure Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEST) on Wednesday, 25 May 2022 (the Meeting)** and at any postponement or adjournment of the Meeting.

You can attend the meeting at **Christie Centre, Room A, Level 1, 320 Adelaide Street, Brisbane Qld 4000** or you can view a webcast of the Meeting by logging in online at <https://meetings.linkgroup.com/DBI22> (refer to details in the Annual General Meeting Online Guide).

Important for Resolution 3: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, then by completing and returning this form, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 3, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

VOTING DIRECTIONS

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

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

Resolutions

For Against Abstain*

1 Re-election of Director – David Hamill

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Re-election of Director – Bronwyn Morris

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Adoption of Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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STEP 2



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

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

STEP 3

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

DBI PRX2202C



HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company. If you leave this section blank, or if your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. If your named proxy attends the Meeting but does not vote on a poll on a resolution in accordance with your directions, the Chairman of the Meeting will become your proxy in respect of that resolution.

PROXY VOTING BY THE CHAIRMAN OF THE MEETING

On a poll, the Chairman of the Meeting will vote directed proxies as directed and may vote undirected proxies as the Chairman of the Meeting sees fit. If the Chairman of the Meeting is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting the Proxy Form you are expressly authorising the Chairman of the Meeting to exercise your proxy on resolutions that are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEST) on Monday, 23 May 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

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

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