

# Steadfast Group Limited

## Notice of AGM 2021

Steadfast Group Limited (ACN 073 659 677) is referred to as the Company or Steadfast in this notice of Annual General Meeting (AGM). The financial year ended 30 June 2021 is referred to as FY21.

The COVID-19 pandemic continues to have a profound impact on all our lives and Steadfast is committed to the safety of our shareholders, our people and the broader community. Accordingly, like many other companies, our 2021 AGM will be held online (virtually) rather than at a physical location.

**Our AGM will be held at 10:00am (AEST) on Friday, 22 October 2021.** To attend and participate, shareholders will need to log in to an online platform provided by our share registry, Link Market Services. Details are provided below.

## Participation at the AGM

**SHAREHOLDERS ARE INVITED TO WATCH AND PARTICIPATE IN STEADFAST'S AGM LIVE ONLINE**



**Enter <https://agmlive.link/SDF21> into a web browser on your computer or online device:**

- ▶ Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode. Shareholders with a registered address outside Australia should click 'Outside Australia' and select the country of their registered address; and
- ▶ Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the AGM.
- ▶ Steadfast recommends logging in to the online platform at least 15 minutes prior to the scheduled start time for the AGM.

### Voting options for the AGM



- ▶ Appointing a proxy (Steadfast recommends shareholders go online and appoint a proxy before the AGM. Details of how to do this are set out on page 14 of the NOM); or
- ▶ Direct voting online during the AGM.

### Future alternate arrangements

If it becomes necessary to make further alternative arrangements for holding Steadfast's AGM, we will ensure that shareholders are given as much notice as possible. Further information will be made available on the Steadfast investor website at <https://investor.steadfast.com.au>.

### Questions



During the AGM, shareholders and proxyholders may ask questions online, or orally by telephone, once they have been verified. It may not be possible to respond to all questions asked during the AGM. Accordingly, shareholders are encouraged to lodge questions prior to the AGM either online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) or by email to [investor@steadfast.com.au](mailto:investor@steadfast.com.au).

Shareholders and proxyholders may ask questions in real-time by telephone during the AGM by calling: from Australia 1800 416 511 or from Overseas +61 2 7207 9414. A personalised PIN is needed to ask questions by telephone. To receive a personalised PIN, please contact Link Market Services before the AGM on +61 1800 990 363. If you plan to ask questions by telephone, you will still need to log into the online platform (see above) if you wish to vote during the AGM.

# Agenda

## 1. Consideration of reports

To consider and receive the financial report for the Company and its controlled entities, the directors' report and auditor's report for the financial year ended 30 June 2021 as set out in the Company's 2021 Annual Report.

*There is no vote on this Item.*

## 2. Remuneration report

To consider, and if thought appropriate, pass the following resolution as an advisory resolution:

*"That the remuneration report (set out in the directors' report) for the financial year ended 30 June 2021 be adopted."*

## 3. Grant of equity to CEO

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

*"That the following be approved:*

- a) for the purposes of ASX Listing Rule 10.14 and for all other purposes:*
  - i. the grant to Mr Robert Kelly of deferred equity awards under the Company's long-term and short-term incentive schemes in relation to Mr Kelly's FY21 remuneration;*
  - ii. the issue (or transfer) to and acquisition by Mr Robert Kelly of Steadfast ordinary shares in relation to Mr Kelly's FY21 remuneration on vesting of the relevant deferred equity awards into Steadfast ordinary shares; and*
- b) for the purposes of sections 200B and 200E of the Corporations Act 2001 (Cth) and for all other purposes, the giving of all benefits to Mr Robert Kelly referred to in paragraph 3(a) in connection with Mr Robert Kelly ceasing to hold an office or position of employment with the Company or a related body corporate in circumstances of death, genuine retirement, redundancy or total and permanent disablement,*

*in each case, as set out in the Explanatory Notes which form part of this Notice of Meeting."*

## 4. Approval to refresh Steadfast's placement capacity

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

*"That the issue of an aggregate of 92,646,543 ordinary shares in Steadfast under the Institutional Placement (as described in the explanatory notes to this notice of meeting) is ratified for all purposes, including for ASX Listing Rule 7.4."*

## 5. To increase the maximum aggregate fees payable to non-executive directors

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

*"That approval be given for the purposes of the constitution of the Company, the ASX Listing Rules (including ASX Listing Rule 10.17) and for all other purposes for an increase in the maximum aggregate fees payable to all non-executive directors of the Company from \$1,500,000 per financial year approved in 2019 to \$2 million per financial year, with effect from the financial year commenced 1 July 2021."*

## 6. Election of director – Ms Vicki Allen

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

*"That Ms Vicki Allen is elected as a non-executive director of the Company."*

## 7. Re-election of director – Mr David Liddy AM

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

*"That Mr David Liddy AM is re-elected as a non-executive director of the Company."*

## **8. Re-election of director – Ms Gai McGrath**

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

*"That Ms Gai McGrath is re-elected as a non-executive director of the Company."*

The Chairman of the AGM intends to vote undirected proxies able to be voted in favour of the resolutions contained in Items 2 to 8 inclusive.

Further information in relation to each resolution to be considered at the AGM is set out in the attached Explanatory Notes.

By order of the Board.



Linda Ellis  
Group Company Secretary & Corporate Counsel

## Explanatory notes on the business to be transacted at the 2021 AGM

Resolutions in Items 3-8 are ordinary resolutions and, to be passed, must be passed by more than 50% of the votes cast by shareholders present (in person online, by proxy or by representative) and entitled to vote on the resolution.

### Item 1 – Consideration of reports

As required by section 317 of the *Corporations Act 2001* (Cth) (Corporations Act), the financial report, directors' report and auditor's report of the Company and its subsidiaries for the most recent financial year will be laid before the AGM. There will be no formal resolution put to the AGM.

The reports are available on the Steadfast investor website at <https://investor.steadfast.com.au>.

Following consideration of the reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company. The Chairman will also give shareholders a reasonable opportunity to ask the 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.

### Item 2 – Remuneration report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present the Company's remuneration report to shareholders for consideration and adoption at the AGM. The remuneration report outlines Steadfast's remuneration philosophy, framework and outcomes for the financial year ended 30 June 2021. The remuneration report is located in the Company's 2021 Annual Report on pages 52 - 73 and is also available on the Steadfast investor website at <https://investor.steadfast.com.au>. Shareholders will have a reasonable opportunity to ask questions and comment on the remuneration report at the AGM.

The Company's remuneration structure is designed to align executive and shareholder interests, retain talent and support long term value creation for shareholders by providing competitive remuneration and rewards for exceptional performance and strong earnings per share growth. The Company obtains periodic independent input to confirm the appropriateness of these arrangements, and obtained input from Godfrey Remuneration Group during FY21. Amendments have been made for FY22 and these are summarised on pages 51, 61 and 62 of the 2021 Annual Report.

The vote on this resolution is advisory only and does not bind the directors or the Company. Nevertheless, the Board will take into account the outcome of the vote when considering the future remuneration arrangements of the Company.

As a result of provisions in the Corporations Act known generally as the "two strikes rule", shareholders should note that the result of the vote on this resolution may affect next year's AGM: if 25% or more of the votes cast on this resolution are "against" the resolution both at the 2021 AGM and the 2022 AGM, then a further resolution on whether to hold a meeting to spill the Board would need to be considered at the 2022 AGM.

*Noting that each director has a personal interest in their own remuneration from the Company as described in the remuneration report, **the Board recommends that shareholders vote in favour of the resolution in Item 2.***

***The Chairman of the AGM intends to vote undirected proxies able to be voted in favour of this resolution.***



## Voting exclusion – Item 2

Item 2 is a resolution connected directly or indirectly with the remuneration of members of the Company's key management personnel (KMP).

1. Subject to 2. below, a vote must not be cast (in any capacity) on the resolution in this Item 2 by or on behalf of a member of the Company's KMP, details of whose remuneration are included in the remuneration report, or their closely related parties (as defined under the Corporations Act), except that a vote may be cast on the resolution in this Item 2 by a KMP, or a closely related party of a KMP, if:
  - a) the vote is cast as a proxy appointed in writing that expressly specifies how the proxy is to vote on the resolution in this Item 2; and
  - b) the vote is not cast on behalf of a KMP or a closely related party of a KMP.
2. If you either appoint the Chairman of the AGM as your proxy or the Chairman of the AGM is appointed as your proxy by default,\* and you do not direct your proxy how to vote on the resolution in this Item 2 on the proxy form, you will be expressly authorising the Chairman of the AGM to exercise your proxy in favour of the resolution in this Item 2 even though Item 2 is connected directly or indirectly with the remuneration of KMP, including the Chairman of the AGM.

\* If no proxy was identified in your lodged proxy form or your nominated proxy does not attend the AGM or does attend but does not vote in a circumstance where you have directed your proxy how to vote.

## Item 3 - Grant of equity to CEO

### Approval of grant of equity to Mr Robert Kelly

#### Mr Kelly's participation in the Company's STI and LTI Plans

Item 3 deals with the proposed grant of deferred equity awards (DEAs) to Mr Kelly, Managing Director & CEO, under the Company's short-term incentive plan (STI Plan) and long-term incentive plan (LTI Plan). As he is a director of the Company, shareholder approval to permit Mr Kelly to acquire DEAs and Steadfast shares under the Company's STI Plan and LTI

Plan is required under ASX Listing Rule 10.14.1. Specifically, the Board intends to grant Mr Kelly an initial number of 422,571 DEAs which are contractual rights to receive, upon vesting, one Steadfast ordinary share per DEA at no cost as part of his FY21 remuneration, subject to the terms and conditions described in the Further Details of the Steadfast FY21 STI and LTI Plans (as attached to these Explanatory Notes and provided in accordance with ASX Listing Rule 10.15.9 which requires material terms of any agreement under which securities are to be issued to be disclosed). DEAs are the form of security granted to Mr Kelly and other executives as they:

- align the interests of Mr Kelly and shareholders because vesting into Steadfast shares is performance-related and at risk;
- provide an opportunity for Mr Kelly to acquire equity in Steadfast as a reward for underlying EPS and TSR growth (discussed further below);
- encourage retention because continued employment is a condition of vesting;
- provide an opportunity for the Board to exercise discretion to adjust any unvested performance-related remuneration (ie DEAs) downwards if it is appropriate to do so, including in circumstances of malus.

Further details about Steadfast's approach to its remuneration framework is provided below and in the 2021 remuneration report.

The Company attributes a value of \$4.37 to each DEA on the basis of a share price of \$4.95 at 6 September 2021 and appropriate option pricing valuation methodology advised by an independent accounting firm.

The key elements of the total remuneration paid to Mr Kelly are:

- fixed remuneration of cash salary, superannuation and non-monetary benefits;
- an annual incentive under the Company's STI Plan; and
- a long-term incentive under the Company's LTI Plan.

For FY21, the targeted maximum remuneration mix for the Managing Director & CEO was 25% fixed and 75% variable (at risk). The Board believes that the fundamental driver for executive remuneration should be long-term financial performance that generates value for Steadfast shareholders. The at risk (or variable) remuneration components for the Managing Director & CEO are set by referencing regulation and current market practices. To ensure the Managing Director & CEO remains focused on long term outcomes without encouraging excessive risk taking, the following conditions apply:

- financial performance hurdles:
  - underlying diluted earnings per share (EPS) growth has been chosen to align the Managing Director & CEO with shareholders' objectives. The Board considers that EPS (and, going forward, underlying return on capital for STI), are the best drivers of executive behaviour that achieves superior performance outcomes for Steadfast and its shareholders. It is also a relatively simple and transparent measure that is easily reconciled to reported net profit (see page 55 of the 2021 Annual Report). As funding mix can impact EPS and return on capital, it is noted that the Board has approved a maximum total Group gearing ratio of 30% excluding premium funding borrowings. The total Group gearing ratio at the FY21 year end was 22%;
  - total shareholder return (TSR) was first introduced as the second financial performance hurdle for LTI awarded in August 2016. This measure was added by the Board as a result of their ongoing review of the remuneration framework, current market practice and market feedback. The Board considers TSR is an effective way to incentivise and measure long-term shareholder value creation;
- non-financial performance hurdle:
  - the Managing Director & CEO is set annual performance objectives known as key performance indicators (KPIs) with weightings aligned to the Group's strategic objectives, and must achieve at least 60% of those objectives to be eligible for any STI and LTI;

- 40% of the STI is granted as DEAs and is intended to be satisfied by the issue or transfer of ordinary shares in the capital of the Company over a three-year period from the grant date – being one-third at the end of years one, two and three;
- subject to meeting the individual KPIs and Group financial objectives, vesting of the LTI occurs after three years from the grant date and is satisfied by the issue or transfer of ordinary shares in the capital of the Company; and
- the Board retains the discretion to adjust any unpaid or unvested performance-related remuneration (such as STI – Cash, STI – DEAs and LTI) downwards if it is appropriate to do so. This discretion applies to all the STI and LTI awards on applicable dates for vesting of share-based payment awards.

As part of the ongoing review of remuneration, the STI and LTI plans are continuously refined to ensure incentives are aligned with the Group's remuneration philosophy, market competitiveness and shareholder feedback on the incentive schemes. In view of the feedback, the Board has decided, after input from independent consultants and discussion with management, to change both the STI and LTI terms for the financial year ending 30 June 2022.

EPS has been used as a core financial measure for determining both STI and LTI awards for the Managing Director & CEO for FY21 and prior years. From FY22, the Board has elected to use return on capital for STI awards and EPS will continue to be used for LTI. Return on capital is defined as underlying Net Profit After Tax (NPAT) divided by the shareholder equity at the beginning of the year. NPAT will be adjusted to exclude the results of any material acquisition involving an issue of shares during the year. The weighting of EPS and TSR will change from 75:25 to 50:50 mix for calculating any LTI entitlements.

The Board has set the total remuneration of the Managing Director & CEO at a level to correspond to the 75<sup>th</sup> percentile of CEO remuneration of a comparator group of companies. The 75<sup>th</sup> percentile was chosen in light of the considerable experience of the Managing Director & CEO and his very strong performance in the role, including the very strong financial performance of Steadfast since its initial public offering (IPO) in August 2013 as demonstrated by the Company achieving:

- 15.2% underlying diluted EPS growth in FY21;
- 180.3% underlying diluted EPS growth for the period since the IPO in August 2013; and
- TSR of 334% for the period since the IPO.

The Remuneration & Performance Committee determined that the Managing Director & CEO achieved 90%, with weightings, of his annual KPIs set at the beginning of FY21 which were:

- Continue to drive improvements to the business and deliver FY21 NPAT target of \$120m;
- Successfully implement new financial services model for the benefit of our customers;
- Drive improvement of 25% in the profitability of the bottom 20 underperforming businesses;
- Continue successful formula for delivering sustainable future growth;
- Continue our focus on working with our key stakeholders on sustainability;
- Drive values (called TOGETHER) that define our culture, maintain high 360-degree assessment and focus on diversity and inclusiveness;
- Enhance executive development and succession planning;
- Maintain high customer retention through quality service and alternatives and grow Network;
- Maintain high standards of risk management throughout the business.

Under the 2021 STI, the Managing Director & CEO was awarded \$2,200,000, made up of \$1,320,000 in cash and the balance, subject to shareholder approval, as 187,809 STI DEAs (calculated by dividing \$880,000 by a Steadfast share price of \$4.6856). Under the 2021 LTI, subject to shareholder approval, the Managing Director & CEO will be granted 234,762 LTI DEAs (calculated by dividing \$1,100,000 by \$4.6856). The date by which these initial DEAs will be issued to Mr Kelly (in accordance with the approval sought at the 2021 AGM) is 10 November 2021 and in any event no later than 3 years after the AGM. The figure of \$4.6856 is the average of the daily volume weighted average share price of Steadfast shares over the five trading days on the Australian Securities Exchange (ASX) prior to the Board approving Mr Kelly's 2021 STI and LTI awards.

Mr Kelly's FY21 STI and LTI awards were approved by the Remuneration & Performance Committee (comprised of independent non-executive directors) and disclosed in the 2021 remuneration report on page 58 of Steadfast's 2021 Annual Report.

This initial number of STI DEAs will increase to reflect any dividends paid on Steadfast shares prior to vesting as if the DEAs were part of Steadfast's dividend reinvestment plan. This does not apply to LTI DEAs. The STI and LTI DEAs are eligible for the bonus element inherent in any rights issue, paid on vesting. The date by which any subsequent DEAs (on the basis of dividends accrued or the bonus element of a rights issue) will be issued to Mr Kelly in accordance with the approval sought at the 2021 AGM is 28 October 2023.

The following is an example of how the number of STI DEAs could increase to reflect any dividends paid on Steadfast shares prior to vesting:

#### **Hypothetical worked example based on Steadfast dividend announced 16 August 2021**

Assumed balance of STI DEAs*(a):	187,809
Dividend per Steadfast share**(b):	\$0.07
DRP price**(c):	\$4.9694
Additional number of DEAs to be issued (a x \$b) / \$c	2,646

\* this is the initial number of STI DEAs for which shareholder approval to issue is sought at the 2021 AGM. The actual balance of STI DEAs to which dividends will attach will progressively increase as further STIs are granted on the basis of dividends accrued.

\*\* the actual dividend per share and actual DRP price applicable for the Steadfast dividend announced to ASX on 16 August 2021

A summary of the 2021 STI and LTI Plans are attached to these Explanatory Notes, and also contained in the 2021 Annual Report.

## **ASX Listing Rule 10.14**

ASX Listing Rule 10.14 prohibits the acquisition of new securities by a director (or their associates) under an employee incentive scheme without shareholder approval. It aims to minimise the dilution of shareholders and to protect them against related party transactions. ASX Listing Rule 10.14 does not apply to on-market purchases of securities by or on behalf of Mr Kelly (or his associates). If shareholders decide not to approve the grant of shares to Mr Kelly, the Board intends to use its discretion to pay him \$1,980,000 cash, being the total value of Mr Kelly's FY21 STI and LTI share entitlements approved by the Remuneration & Performance Committee for which shareholder approval is sought, in lieu of those share entitlements.

Other than Mr Kelly, the Managing Director & CEO, there are no directors or associates of directors who are entitled to participate in either the STI or LTI Plans. Details of any issue to Mr Kelly of DEAs, and any acquisition by Mr Kelly of Steadfast shares as a consequence of those DEAs vesting into Steadfast shares, are published in each annual report of the Company relating to a period in which the relevant DEAs or Steadfast shares have been issued or acquired (as applicable) and that approval for the issue was obtained under ASX Listing Rule 10.14 (subject to shareholder approval).

Since the approval sought at the 2020 AGM, Mr Kelly has received 507,337 Steadfast shares, at nil cost to him, in accordance with shareholder approval obtained at previous AGMs. These Steadfast shares were provided to Mr Kelly in accordance with the terms of the relevant STI Plan and LTI Plan and relate to vesting of DEAs awarded in prior years. In addition, in October 2020, in accordance with shareholder approval obtained at the 2020 AGM, 500,770 DEAs were granted to Mr Kelly as part of his FY20 remuneration. Since Steadfast's initial public offering (IPO) in 2013 when the STI and LTI plans were adopted, 3,299,244 DEAs have been granted to Mr Kelly and 2,169,587 Steadfast shares have been transferred to him upon vesting of those DEAs. The acquisition price to Mr Kelly of these DEAs and Steadfast shares was \$0.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under either the STI or LTI Plans after Item 3 is approved and are not named in this notice of meeting will not be issued securities under either the STI or LTI Plans until approval is obtained under ASX Listing Rule 10.14. It is not the intention of the non-executive directors to participate in the STI or LTI Plans.

## **Managing Director & CEO's current total remuneration package**

In accordance with ASX Listing Rule 10.15.4, details of Mr Kelly's current total remuneration package are attached to these Explanatory Notes.

## **Approval of termination benefits for Mr Robert Kelly**

### **Termination benefits**

Termination benefits for Mr Kelly covered by this approval involve any subsequent acquisition of any Steadfast shares as a result of the vesting of any DEAs, or any equivalent cash payment in lieu (Benefits) under either the STI or LTI Plans, so that they do not count towards maximum termination amounts under the Corporations Act (see below) only to the extent the Benefits involve death, genuine retirement, redundancy or total and permanent disability. In these four limited circumstances, the Board may provide the Benefits earlier than the usual vesting periods. The most likely example is genuine retirement.

For the purposes of the paragraph above, the "Benefit" will be the market value of the shares acquired by the Managing Director & CEO on leaving service (or any cash payment in lieu). Apart from the future share price being unknown, the Managing Director & CEO's length of service, number of DEAs, individual and Company performance factors, levels of cash awarded and amount of other remuneration are matters which will or are likely to affect the value of the Benefit.

In considering this resolution, shareholders should note that Mr Kelly, who is 74 years of age, has confirmed his intention to remain as Managing Director & CEO of Steadfast until at least 31 December 2023.



## **Termination benefits under the Corporations Act**

The Corporations Act limits the maximum termination benefits that a corporation can pay on retirement to persons who hold a “managerial or executive office” (as defined in the Corporations Act).

Section 200B applies to the Managing Director & CEO. Under section 200B of the Corporations Act, a corporation can only give a person who holds a “managerial or executive office” (as defined in the Corporations Act) a “benefit” (widely defined in the Corporations Act) in connection with their retirement from that office or position of employment in the corporation or a “related body corporate” (again as defined in the Corporations Act) if it is either approved by shareholders or one of the limited exemptions apply. Under the Corporations Act, the maximum termination amount which may be paid without shareholder approval is an amount equal to average annual base salary over the last three years. “Benefit” includes early vesting. The Corporations Act defines retirement broadly to include loss of office, resignation and death.

In the absence of shareholder approval, it is possible the circumstances mentioned under the heading “Termination benefits” may result in a benefit to the Managing Director & CEO to which an exemption from section 200B may not apply and which together with other remuneration may exceed the maximum termination amount. For example, this may occur if the Board exercises discretion to pay any unvested rights in cash and/or Steadfast shares before those rights would otherwise vest in the four limited circumstances described above, namely death, genuine retirement, redundancy or total and permanent disability.

Shareholder approval will allow Steadfast, where appropriate, to fulfil its contractual DEA obligations under the Steadfast FY21 STI and LTI Plans. Directors believe granting approval is better for shareholders than, for example, increasing cash awards in the future in lieu of share benefits.

Shareholder approval also assists Steadfast to retain and motivate the Managing Director & CEO. The Board’s approach to the Managing Director & CEO’s FY21 remuneration, including grants under the STI and LTI Plans, is discussed in detail above and details of the FY21 STI and LTI Plans are included in Further Details of the STI and LTI Plans (as attached to these Explanatory Notes).

In general, the four limited circumstances above are beyond the Managing Director & CEO’s influence and do not involve poor performance.

The directors consider it good corporate governance and prudent for the Company to seek shareholder approval for any Benefit that the Managing Director & CEO may receive under the STI or LTI Plans in the event of the four limited circumstances mentioned above.

***The directors with Mr Kelly abstaining (and not voting) recommend that shareholders vote in favour of the resolution in Item 3. None of the directors (excluding Mr Kelly who has a personal interest) have any interest in the outcome of the proposed resolution except to secure the services of Mr Kelly on a continuing basis.***

***The Chairman of the AGM intends to vote undirected proxies able to be voted in favour of this resolution.***

### **Voting exclusion – Item 3**

Item 3 is a resolution connected directly or indirectly with the remuneration of a member of the Company’s KMP.

1. The following persons may not vote, and the Company will disregard any vote cast by the following persons, on the resolution in this Item 3:
  - (a) any votes cast in favour of the resolution in this Item 3 by or on behalf of the Managing Director & CEO and any of his associates, regardless of the capacity in which the vote is cast; and
  - (b) on the resolution in this Item 3 by or on behalf of a member of the Company’s KMP (or their closely related parties (as defined in the Corporations Act)), as proxy for another shareholder.

However, this does not apply to a vote cast in favour of the resolution in this Item 3 by:

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

2. If you either appoint the Chairman of the AGM as your proxy or the Chairman of the AGM is appointed as your proxy by default\*, and you do not direct your proxy how to vote on the resolution in Item 3 on the proxy form, you will be expressly authorising the Chairman of the AGM to exercise your proxy in favour of the resolution in Item 3 even if Item 3 is connected directly or indirectly with the remuneration of a KMP.

\* If no proxy was identified in your lodged proxy form or your nominated proxy does not attend the AGM or does attend but does not vote in a circumstance where you have directed your proxy how to vote.

## **Item 4 – Approval to refresh Steadfast's placement capacity**

### **Institutional Placement**

On 16 August 2021 Steadfast announced an underwritten institutional placement to existing and new institutional shareholders to raise approximately \$200 million to fund the cash consideration of the acquisition of Coverforce plus the issue of scrip consideration of approximately \$217.8 million to the vendors of Coverforce (together, Institutional Placement).

Under the Institutional Placement, 92,646,543 ordinary shares (Placement Shares) were issued to certain institutional investors and the vendors of Coverforce at a price of \$4.51 per Placement Share (representing a 2.4% discount to the dividend-adjusted last close price on Friday 13 August 2021 of \$4.62, and a premium to the underwritten floor price of \$4.35 per share (relevant to shares issued as part of the underwritten institutional placement). The Placement Shares issued rank *pari passu* with all other ordinary shares, however as the allotment took place after the record date for the final dividend for the year ended 30 June 2021 (FY21 Final Dividend) they did not carry any entitlement to receive the FY21 Final Dividend. Shares issued to the vendors of Coverforce are escrowed until release of Steadfast's FY22 financial results.

### **Reason for seeking shareholder approval**

In general terms, ASX Listing Rule 7.1 imposes a limit on the number of equity securities (including ordinary shares) that a company can issue or agree to issue without shareholder approval amounting to 15% of issued share capital (Placement Capacity) where an exemption to the rule does not apply. The issue of the Placement Shares was made within Steadfast's Placement Capacity pursuant to ASX Listing Rule 7.1. The shares issued under the Institutional Placement amounted to approximately 71% of Steadfast's Placement Capacity at that time.

ASX Listing Rule 7.4 provides that an issue of shares by a company made pursuant to ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1, if it is subsequently approved by the company's shareholders.

Steadfast is seeking shareholder approval under ASX Listing Rule 7.4 for the issue of the Placement Shares to maintain greater flexibility to raise funds to meet future needs during the next twelve months, without the costs and delay of convening a general meeting. The requirement to obtain shareholder approval for any future issue of equity securities, before the issue, could limit Steadfast's ability to take advantage of future acquisition opportunities that may arise.

The effect of approving the resolution in Item 4 will be to refresh Steadfast's Placement Capacity so that it would be the same as if the Placement Shares had not been issued, giving Steadfast the flexibility to issue further securities under its Placement Capacity. If shareholder approval is not obtained, the consequence will be that Steadfast's Placement Capacity will be reduced by the Placement Shares.

Notwithstanding an approval by shareholders of the resolution in Item 4, any future equity raisings will remain subject to the 15% limit set out in ASX Listing Rule 7.1.

#### **Voting Exclusion – Item 4**

Steadfast will disregard any votes cast on the resolution in Item 4 by any person who participated in the Institutional Placement and any associate of those persons. However, Steadfast need not disregard a vote on the resolution in Item 4 if it is cast by:

- a) a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- b) the Chairman of the AGM as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting on the resolution in this Item 4, and is not an associate of a person excluded from voting, on the resolution in this Item 4; and
  - the holder votes on the resolution in Item 4 in accordance with directions given by the beneficiary to the holder.

#### **Item 5 – To increase the maximum aggregate fees payable to non-executive directors**

In accordance with the Company's constitution and ASX Listing Rule 10.17, shareholders are being asked to approve an increase in the maximum aggregate fees payable each financial year to the non-executive directors (NEDs).

The current maximum fees cap of \$1,500,000 per financial year was approved at the 2019 AGM and before that, the cap was \$1,100,000, approved at the 2017 AGM.

It is proposed that the maximum fees cap be increased by \$500,000 to \$2 million per financial year, to apply with effect from and including the financial year that commenced on 1 July 2021. This will allow new directors to be appointed to assist in board renewal and succession planning, and to strengthen the Board's diversity, skills and experience particularly as the business continues to grow and as five of the seven NEDs were appointed in 2013 or earlier. It will also allow director fees to increase in line with recommendations from independent advisors, noting that the NEDs agreed not to increase director fees for FY20. Total NED fees for FY21 (including for Ms Vicki Allen who was appointed in March 2021) were \$1,140,769 and approved fees for FY22 (including Ms Allen for a full year) are \$1,500,000.

Shareholders should note that, even if the proposed new maximum fees cap is approved, the Company may well determine that the total amount paid to NEDs each financial year be less than the cap. The Board envisages that the proposed NED maximum fees cap of \$2 million will be sufficient for the medium term and does not envisage seeking to further increase the cap in the short term. The Company will, of course, in future continue to set the actual level of remuneration of its NEDs within the maximum fees cap after having regard to relevant considerations including market practice and Board performance. NEDs do not receive performance-based remuneration and are not entitled to receive performance-based shares or options or rights over shares in the Company. No shares in the Company have been issued to any NED under ASX Listing Rule 10.11 or 10.14 with the approval of shareholders at any time within the last three years to the date of this Notice.

***Noting that the NEDs have a personal interest in this resolution, the NEDs do not make a recommendation to shareholders in relation to voting on this resolution. The NEDs will not vote on this resolution.***

***Mr Kelly, as Managing Director & CEO, recommends that you vote in favour of the resolution in Item 5.***

***The Chairman of the AGM intends to vote undirected proxies able to be voted in favour of this resolution.***

### **Voting exclusion – Item 5**

Item 5 is a resolution connected directly or indirectly with the remuneration of members of the Company's KMP.

1. The following persons may not vote, and the Company will disregard any vote cast by the following persons, on Item 5:
  - a) the directors and any of their associates. The Company does not need to disregard votes by such a person as proxy for another person who is entitled to vote if the vote is cast: (i) in accordance with the directions on the proxy form; or (ii) by the Chairman of the AGM as a proxy, in accordance with the direction on the proxy form to vote as the chair decides; or (iii) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that:
    - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting on the resolution in this Item 5, and is not an associate of a person excluded from voting, on the resolution in this Item 5; and
    - the holder votes on the resolution in Item 5 in accordance with directions given by the beneficiary to the holder; and

- b) any KMP (or a closely related party of any such member) that is appointed as proxy where the proxy appointment does not specify the way the proxy is to vote on Item 5, unless: (i) the proxy is the Chairman of the meeting at which Item 5 is voted on; and (ii) the proxy appointment expressly authorises the Chairman to exercise the proxy even though Item 5 is connected directly or indirectly with the remuneration of a KMP.

2. If you appoint the Chairman of the AGM as your proxy or the Chairman of the AGM is appointed as your proxy by default\*, and you do not direct your proxy how to vote on the resolution in Item 5 on the proxy form, you will be expressly authorising the Chairman of the AGM to exercise your proxy in favour of the resolution in Item 5 even if Item 5 is connected directly or indirectly with the remuneration of a KMP, which includes the Chairman of the AGM.

\* If no proxy was identified in your lodged proxy form or your nominated proxy does not attend the AGM or does attend but does not vote in a circumstance where you have directed your proxy how to vote.

### **Item 6 – Election of Ms Vicki Allen**

Ms Allen was appointed a director by the Steadfast Board in March 2021. In accordance with article 13.9 of the Company's constitution and ASX Listing Rule 14.4, she may not hold office past the first annual general meeting following her appointment and is offering herself for election. The Board has concluded that Ms Allen is independent.

Ms Allen is a non-executive director and serves on the Audit & Risk, Nomination and Remuneration & Performance Committees.

Ms Allen has over 30 years of business experience, primarily across the financial services and property sectors. She has significant senior executive expertise in strategic, operational, distribution, product and business development, including as Chief Operating Officer at The Trust Company, General Manager Services Solutions at MLC Limited and Fund Manager Australian Prime Property Fund at Lend Lease Corporation.



In recent years, Vicki has focused on non-executive director and committee member roles. She is an experienced director with appointments across the spectrum of private and public companies and government organisations. She was Chairman of Mortgage Choice Limited until 1 July 2021 and is currently a non-executive director of Bennelong Funds Management Group Pty Ltd and Chairman of the BT Funds board (part of Westpac Group).

Vicki holds an MBA from Melbourne Business School as well as a Bachelor of Business from the University of Technology, Sydney. She is a Fellow of the Australian Institute of Company Directors.

***The directors with Ms Allen abstaining (and not voting) recommend that you vote in favour of the resolution in Item 6.***

***The Chairman of the AGM intends to vote undirected proxies able to be voted in favour of this resolution.***

## Re-election of directors

The Board undertakes a regular review of its performance, policies and practices. The review includes an assessment of the performance of each director, their experience and skills. This is taken into account by the Board in determining whether to endorse directors standing for re-election and anyone offering themselves for election as a director.

### Item 7 – Re-election of Mr David Liddy AM

Mr Liddy is retiring by rotation in accordance with article 13.5 of the Company's constitution and ASX Listing Rule 14.4 and is offering himself for re-election. The Board has concluded that Mr Liddy is independent.

Mr Liddy has over 45 years' experience in banking, including postings in London and Hong Kong. He was Managing Director of Bank of Queensland from 2001 to 2011. David is a Director of Emerchants Limited. He is a Fellow of the Australian Institute of Company Directors. David received his AM for services to the banking and finance sectors and the community of Queensland.

Mr Liddy was appointed to the Steadfast Board in January 2013. He is non-executive Deputy Chairman of the Board and serves on the Nomination and Remuneration & Performance Committees, being Chair of the latter.

***The directors with Mr Liddy AM abstaining (and not voting) recommend that you vote in favour of the resolution in Item 7.***

***The Chairman of the AGM intends to vote undirected proxies able to be voted in favour of this resolution.***

### Item 8 – Re-election of Ms Gai McGrath

Ms McGrath is retiring by rotation in accordance with article 13.5 of the Company's constitution and ASX Listing Rule 14.4 and is offering herself for re-election. The Board has concluded that Ms McGrath is independent.

Ms McGrath has over 35 years' experience in the financial services and legal industries, including 12 years with Westpac Group as General Manager of Westpac's retail banking businesses in Australia and New Zealand. Gai is a Director of Genworth Mortgage Insurance Australia Limited (and also chairs the Risk Committee), Toyota Finance Australia Limited and HBF Health Limited. She is Chair of BT Superannuation Trustees (part of the Westpac Group) and Humanitix Limited. Gai holds a BA, LLB (Hons), LLM (Distinction) and is a Graduate of the Australian Institute of Company Directors.

Ms McGrath was appointed to the Steadfast board in June 2018. She is Chair of the People, Culture & Governance Committee.

***The directors with Ms McGrath abstaining (and not voting) recommend that you vote in favour of the resolution in Item 8.***

***The Chairman of the AGM intends to vote undirected proxies able to be voted in favour of this resolution.***

# Information regarding voting

## 1. Poll

Voting at the AGM will proceed by poll.

## 2. Entitlement to attend and vote

In accordance with Regulation 7.11.37 of the Corporations Regulations and ASX Settlement Operating Rule 5.6.1, the directors have determined that a shareholder's entitlement to attend and vote at the 2021 AGM is as set out in the Company's share register as at 7pm (AEST) on 20 October 2021. Transactions registered after that time will be disregarded in determining the shareholders entitled to attend and vote at the 2021 AGM.

## 3. Watch and participate online

Enter <https://agmlive.link/SDF21> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode. Shareholders with a registered address outside Australia should click 'Outside Australia' and select the country of their registered address; and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the AGM.

We recommend logging in to our online platform at least 15 minutes prior to the scheduled start time for the AGM.

## 4. Proxies

- How to appoint a proxy:** If you wish to appoint a proxy, you can do so online by visiting [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) and following the instructions provided.  
**Steadfast strongly encourages shareholders to appoint a proxy online before the AGM.**
- Entitlement to appoint a proxy:** If you are entitled to attend and vote at this AGM, you may appoint:
  - a person ("person" can be an individual or a body corporate); or
  - if the shareholder is entitled to cast two or more votes at the meeting, two persons, as your proxy or proxies to attend and vote for you at the meeting. A proxy need not be a shareholder.
- Maximum of two:** You may appoint a maximum of two proxies and may state what proportion or number of your votes each proxy is being appointed to exercise. If you appoint two proxies and do not specify the proportion or number of votes each proxy may exercise, each of the proxies may exercise half of your votes.
- Deadline for appointing proxies:** To be effective, online proxy appointments must be made (or hard copy proxy forms must be received by the Company or the share registry) by no later than **10.00am AEST on 20 October 2021**.
- How and when a proxy must vote:** If the appointment of a proxy specifies the way the proxy is to vote on a particular resolution:
  - if the proxy is not the Chairman of the AGM, the proxy need not vote on a poll but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions); and
  - if the proxy is the Chairman of the AGM, the proxy must vote on a poll and must vote as directed.

In addition, there are some circumstances where the Chairman of the AGM will be taken to have been appointed as a shareholder's proxy for the purposes of voting on a particular resolution even if the shareholder has not expressly appointed the Chairman of the AGM as their proxy. This will be the case where:

- the appointment of proxy specifies the way the proxy is to vote on a particular resolution;
- the appointed proxy is not the chair of the meeting;
- a poll is called on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the AGM; or
  - the proxy attends the AGM but does not vote on the resolution.

Voting will proceed by way of poll.

- a) **Proxy Voting by Chairman:** The Chairman of the AGM will vote undirected proxies able to be voted in favour of Items 2 to 8 inclusive. The voting exclusions on KMP in Items 2, 3 and 5 do not apply to the Chairman of the AGM acting as proxy if their appointment expressly authorises the Chairman of the AGM to exercise the proxy even if that Item is connected directly or indirectly with the remuneration of a KMP of Steadfast.
- b) **Directing proxy votes:** We encourage shareholders who are appointing proxies to direct their proxies how to vote on each resolution by marking "For", "Against" or "Abstain" box before lodging their proxy form so that their proxy will vote on their behalf in accordance with their instructions.

## 5. Direct voting

As this year's AGM is being held virtually, votes may be cast directly by shareholders during the live meeting without appointment of a proxy. If you would like to vote directly, you may do so by lodging an online vote during the live AGM via the following link: <https://agmlive.link/SDF21>.

Shareholders who cast a proxy vote on a resolution before the AGM by lodging a valid proxy form will still be entitled to lodge a further direct vote on that resolution online during the live meeting, with the later vote overriding the earlier vote.

## 6. Corporate representatives

A corporation that is entitled to participate and vote at the AGM may appoint a person to act as its corporate representative. Evidence of the appointment of a corporate representative must be in accordance with s250D of the Corporations Act and be lodged with the Company before the AGM.

## 7. Questions from shareholders

A shareholder of the Company who is entitled to vote at the AGM may submit a question either to the Chairman of the AGM or the Company's auditor electronically at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) and following the instructions provided or by emailing [investor@steadfast.com.au](mailto:investor@steadfast.com.au) before 15 October 2021.

Shareholders will also be able to ask questions online during the virtual meeting once their identity has been verified.

Shareholders and proxyholders may also ask questions in real-time by telephone during the AGM by calling: from Australia 1800 416 511 or from Overseas +61 2 7207 9414. A personalised PIN is needed to ask questions by telephone. To receive a personalised PIN, please contact Link Market Services before the AGM on +61 1800 990 363. If you plan to ask questions by telephone, you will still need to log into the online platform (see above) if you wish to vote during the meeting.

## 8. Privacy

Please be advised that this AGM will be broadcast over the internet to the public. Your attendance and questions may be visible to others. By asking a question, you acknowledge that other persons viewing or attending the AGM will be able to see that you have asked a question, and Steadfast is permitted to broadcast that question and its responses.

## Further Details of FY21 Steadfast STI and LTI Plans for the Managing Director & CEO

### Further Details of STI Plan:

Purpose and link to strategy	Rewards the achievements of the Group's business plan and individual goals over a twelve month period.												
Operation	STI Plan consisting of cash and deferred equity award (DEA).												
Potential reward	STI awards are performance based, at risk reward arrangements with Board discretion. The combined total of at risk remuneration (STI and LTI combined) for the Managing Director & CEO is targeted at 75% of total remuneration.												
Performance metrics	<p><b>STI – Cash award (60% of total STI); Deferred equity award (40% of total STI)</b></p> <ul style="list-style-type: none"> <li>• Continuous employment for the vesting period for deferred equity awards split one-third over one, two and three years;</li> <li>• Vesting is subjected to future performance hurdles below; and</li> <li>• No negative material deterioration in reported results in the subsequent year.</li> </ul>												
Performance measures	<p><b>Non-financial measures</b></p> <p>Personal objectives (KPIs) as agreed with the Board. At least 60% of the objectives must be achieved by the Managing Director &amp; CEO to be eligible for any STI. The Managing Director &amp; CEO achieved 90% of his FY21 non-financial objectives with weightings (refer Explanatory Notes to Item 3 above).</p> <p><b>Financial measures relating to FY21 awards</b></p> <p>STI awarded as follows:</p> <table> <tr> <th>Underlying diluted EPS growth</th><th>Award outcome</th></tr> <tr> <td>Below 7.5%</td><td>0%</td></tr> <tr> <td>7.5% to 12.5%</td><td>50% to maximum award on a straight line basis</td></tr> <tr> <td>12.5%</td><td>Maximum award: 150% of fixed pay</td></tr> <tr> <td>12.5% to 15%</td><td>Outperformance award on a straight line basis</td></tr> <tr> <td>Over 15%</td><td>Maximum outperformance bonus: additional 50% of fixed pay</td></tr> </table>	Underlying diluted EPS growth	Award outcome	Below 7.5%	0%	7.5% to 12.5%	50% to maximum award on a straight line basis	12.5%	Maximum award: 150% of fixed pay	12.5% to 15%	Outperformance award on a straight line basis	Over 15%	Maximum outperformance bonus: additional 50% of fixed pay
Underlying diluted EPS growth	Award outcome												
Below 7.5%	0%												
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12.5%	Maximum award: 150% of fixed pay												
12.5% to 15%	Outperformance award on a straight line basis												
Over 15%	Maximum outperformance bonus: additional 50% of fixed pay												



Performance measures <i>continues</i>	<b>Financial and other measures relating to FY22 awards</b>										
	STI to be awarded as follows:										
	<table> <tr> <th data-bbox="544 322 756 349">Return on capital</th><th data-bbox="991 322 1203 439">Award outcome – 70% of amount awarded on fixed pay</th></tr> <tr> <td data-bbox="544 468 687 495">Below 12.2%</td><td data-bbox="991 468 1027 495">0%</td></tr> <tr> <td data-bbox="544 524 724 551">12.2% to 12.4%</td><td data-bbox="991 524 1235 613">70% of: 80% to 150% of fixed pay on a straight line basis</td></tr> <tr> <td data-bbox="544 642 724 669">12.4% to 12.7%</td><td data-bbox="991 642 1235 815">Outperformance award on a straight line basis. Maximum outperformance award: additional 70% of 50% of fixed pay</td></tr> <tr> <td data-bbox="544 844 676 871">Over 12.7%</td><td data-bbox="991 844 1235 956">Maximum outperformance award: additional 50% of fixed pay</td></tr> </table>	Return on capital	Award outcome – 70% of amount awarded on fixed pay	Below 12.2%	0%	12.2% to 12.4%	70% of: 80% to 150% of fixed pay on a straight line basis	12.4% to 12.7%	Outperformance award on a straight line basis. Maximum outperformance award: additional 70% of 50% of fixed pay	Over 12.7%	Maximum outperformance award: additional 50% of fixed pay
Return on capital	Award outcome – 70% of amount awarded on fixed pay										
Below 12.2%	0%										
12.2% to 12.4%	70% of: 80% to 150% of fixed pay on a straight line basis										
12.4% to 12.7%	Outperformance award on a straight line basis. Maximum outperformance award: additional 70% of 50% of fixed pay										
Over 12.7%	Maximum outperformance award: additional 50% of fixed pay										
	<b>Strategic and Personal Objectives – 30% of amount awarded on fixed pay</b>										
	Award outcome: A minimum of 60% of the objectives must be achieved for the award to be granted.										
Potential maximum STI (including outperformance award)	The Managing Director & CEO can earn an STI up to 200% of his annual fixed remuneration.										
Approval of the STI	The Managing Director & CEO's STI is recommended by the Remuneration & Performance Committee based on the Group's financial and his non-financial performance outcomes and approved by the Board.										
Rationale for choosing performance measures	<p>The non-financial measures are chosen to ensure the Managing Director &amp; CEO delivers outcomes that support the success of Steadfast.</p> <p>The financial measure of EPS growth is chosen to ensure long-term shareholder value is increased.</p>										
Forms of STI reward elements	<p>60% is paid as cash, normally in September following the end of financial year. 40% is granted as deferred equity award (DEA) of conditional rights to Steadfast ordinary shares and vesting over a three-year tenure hurdle from the grant date. The conditional rights will vest in three equal tranches after one, two and three years from the grant date. For FY22, the DEA will vest twelve months from the grant date.</p>										

Key terms of DEA	<p>DEA is normally granted immediately following and subject to approval at the AGM.</p> <p>These rights are granted to the Managing Director &amp; CEO at no cost, to the dollar value of his DEA.</p> <p>The number of conditional rights granted is calculated based on the weighted average share price over the five trading days before the date of Board approval.</p> <p>The Managing Director &amp; CEO becomes eligible to receive one Steadfast ordinary share per conditional right, subject to his continuing employment with the Group over the vesting period post grant date, and no material adverse change to the reported results. The Remuneration &amp; Performance Committee noted there had not been any negative material deterioration in EPS from prior year adjustments in the subsequent year.</p> <p>These rights will accrue notional dividends and may accrue, subject to Board discretion, any bonus element inherent in any rights issue, which will be paid as additional shares upon vesting.</p>
Forfeiture conditions	<p>The Board retains the discretion to adjust any unpaid or unvested performance related remuneration (such as STI – Cash or STI – deferred portion) downwards if it is appropriate to do so. Malus provisions also apply.</p> <p>The conditional rights will be forfeited if the Managing Director &amp; CEO resigns before the vesting date.</p> <p>If the Managing Director &amp; CEO ceases employment in special circumstances, such as genuine retirement, redundancy or ill health, any unvested rights may be paid in cash and/or Steadfast ordinary shares, subject to Board discretion.</p>
Change of control	<p>The conditional rights vest upon a change of control event.</p>

## Further Details of LTI Plan:

Purpose and link to strategy	Provides opportunity for the Managing Director & CEO to acquire equity in the Company as a reward for increasing EPS and TSR over the longer term and helps to attract and retain talent.										
Operation	LTI Plan consisting of DEA.										
Potential reward	LTI awards are discretionary, performance based, at risk reward arrangements. The combined total of at risk remuneration (LTI and STI combined) is targeted at 75% of total remuneration.										
Performance metrics	<p><b>LTI – Deferred equity award (100%)</b></p> <ul style="list-style-type: none"> <li>Continuous employment and performance rating to be met for the three-year vesting period;</li> <li>Vesting is subjected to future performance hurdles below; and</li> <li>No negative material deterioration in reported results in the subsequent year.</li> </ul>										
Future performance hurdles	<p><b>Non-financial measures</b></p> <p>Personal objectives (KPIs) as agreed with the Board. At least 60% of the objectives must be achieved by the Managing Director &amp; CEO to be eligible for any LTI. The Managing Director &amp; CEO achieved a substantial majority of his FY21 non-financial objectives with weightings (refer Explanatory Notes to Item 3 above).</p> <p><b>Financial measures relating to FY21 awards:</b></p> <p>75% is based on average diluted EPS growth, which is not payable unless at least 5% straight line growth is achieved over a future three-year vesting period*. The vesting schedule is outlined below:</p> <table data-bbox="491 1317 1252 1662"> <tr> <th>Straight line diluted EPS growth</th><th>Vesting outcome – 75% of award</th></tr> <tr> <td>Below 5%</td><td>0%</td></tr> <tr> <td>At 5%</td><td>50%</td></tr> <tr> <td>5% to 10%</td><td>Straight line between 50% to 100%</td></tr> <tr> <td>10% or higher</td><td>100%</td></tr> </table> <p>and</p> <p><b>TSR Vesting Outcome: 25% of award</b></p> <p>Based on TSR measured against the top 200 ASX companies excluding those in the mining industry (peer group), which is not payable unless TSR exceeds the median of the peer group. TSR is calculated as the change in share price plus dividends declared and any capital returns measured over the financial year together with a future three-year vesting period.</p>	Straight line diluted EPS growth	Vesting outcome – 75% of award	Below 5%	0%	At 5%	50%	5% to 10%	Straight line between 50% to 100%	10% or higher	100%
Straight line diluted EPS growth	Vesting outcome – 75% of award										
Below 5%	0%										
At 5%	50%										
5% to 10%	Straight line between 50% to 100%										
10% or higher	100%										

Future performance hurdles <i>continues</i>	The vesting schedule is outlined below:	
	<b>TSR</b>	<b>Vesting outcome</b>
	Equal to or less than 50 <sup>th</sup> percentile of peer group	0%
	Greater than 50 <sup>th</sup> but less than 75 <sup>th</sup> percentile of peer group	Straight line between 50% to 100%
	Equal to or exceeding 75 <sup>th</sup> percentile of peer group	100%
	<b>FY22 Changes</b> <ul style="list-style-type: none"> <li>Split of award changed to 50% for diluted EPS growth and 50% for TSR; and</li> <li>Diluted EPS hurdle commences at 7.5% growth and maximum is achieved at 12.5% growth.</li> </ul>	
Potential maximum LTI	The Managing Director & CEO can earn up to 100% of his annual fixed remuneration.	
Approval of the LTI	The Board approves the LTI based on the financial and non-financial performance outcome as recommended by the Remuneration & Performance Committee.	
Forms of LTI reward	DEA of conditional rights to Steadfast ordinary shares and vesting after a three-year tenure hurdle and meeting future performance hurdles from the grant date.	
Rationale for choosing performance measures	<p>The financial measures of EPS growth and TSR are chosen to ensure long-term shareholder value is increased.</p> <p>The non-financial measures are chosen to ensure the Managing Director &amp; CEO delivers outcomes that support the success of Steadfast.</p>	
Key terms of DEA	<p>DEA are normally granted immediately following and subject to approval at the AGM.</p> <p>These rights are granted to the Managing Director &amp; CEO (at no cost to him), to the dollar value of a percentage of his fixed remuneration in accordance with the LTI Plan.</p> <p>The number of conditional rights granted is calculated based on the weighted average share price over the five trading days before the date of Board approval.</p> <p>The Managing Director &amp; CEO becomes eligible to receive one Steadfast ordinary share per conditional right, subject to his continuing employment with the Group for the three-year period from the grant date and meeting performance hurdles, subject to Board discretion.</p> <p>There rights will not accrue notional dividends and may accrue, subject to Board discretion, any bonus element inherent in any rights issue, which will be paid as additional shares upon vesting.</p>	
Forfeiture conditions	<p>The Board retains the discretion to adjust any unpaid or unvested LTI downwards if it is appropriate to do so. Malus provisions also apply.</p> <p>The conditional rights will be forfeited if the Managing Director &amp; CEO resigns before the vesting date.</p> <p>If the Managing Director &amp; CEO ceases employment in special circumstances, such as genuine retirement, redundancy or ill health, any unvested rights may be paid in cash and/or Steadfast ordinary shares, subject to Board discretion.</p>	
Change of control	The conditional rights will vest upon a change of control. However, the Board has discretion for them to immediately vest or vest over the vesting period.	



## Further Details of Managing Director & CEO's current total remuneration package

The following details about Mr Kelly's current (FY22) total remuneration is provided in accordance with ASX LR 10.15.4 as he is a director under LR 10.14.1:

- Fixed pay: \$1,155,000;
- Potential to earn STI. Maximum STI potential (including outperformance award) is 200% of fixed pay; and
- Potential to earn LTI. Maximum LTI potential is 100% of fixed pay.