

# INTELLIGENCE REPORT

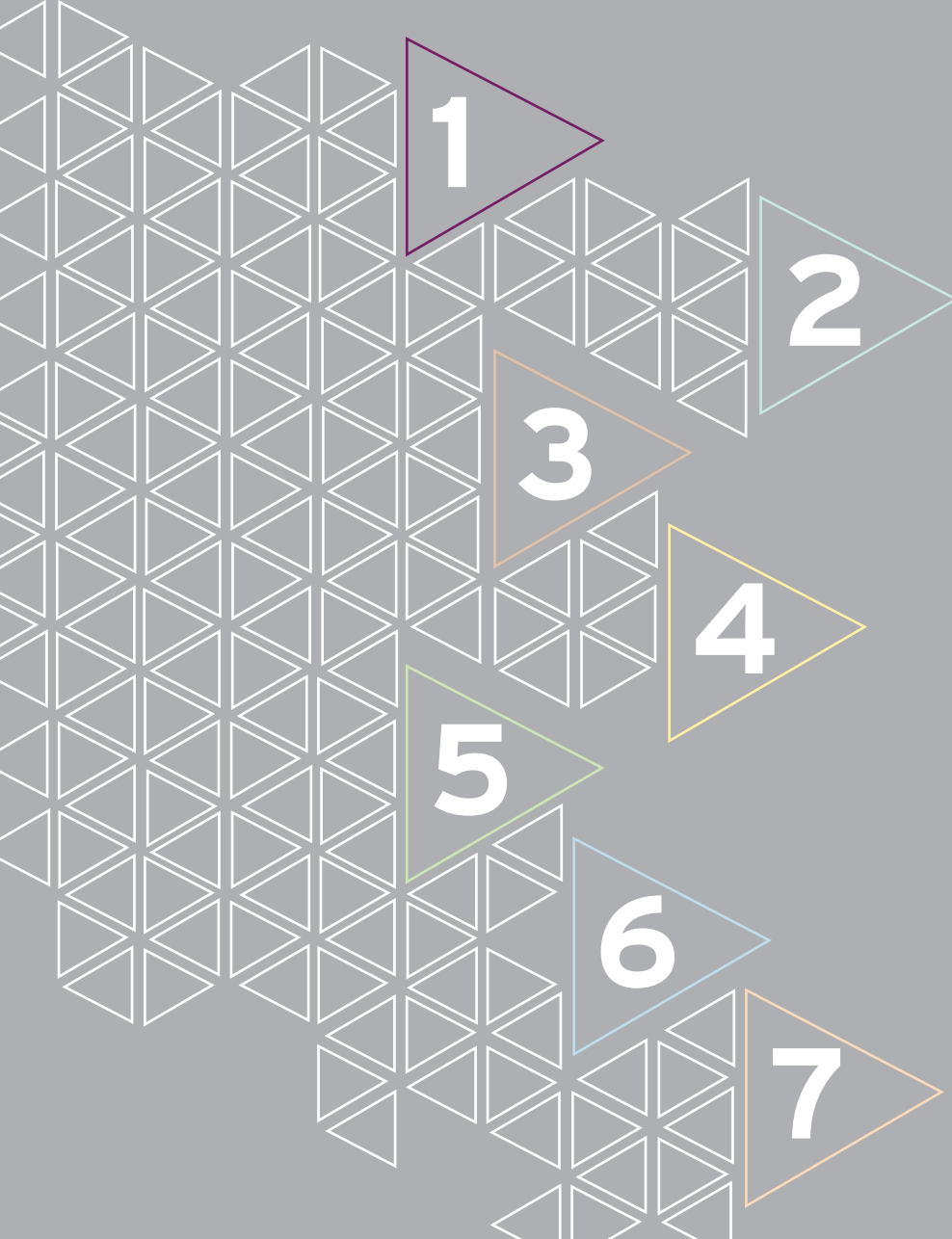
Insights from  
Annual General  
Meetings 2018  
(Australia)

CERTAINTY

INGENUITY

ADVANTAGE





The data contained in this report is based on Computershare's client meetings. Information relating to the ASX300 Remuneration Report and Activism are sourced and verified via the ASX.

# Executive Summary

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Welcome to Computershare's annual Intelligence Report focusing on the review of the 2018 Annual General Meeting (AGM) season.

We continue to manage almost 1,000 meetings across Australia, including AGMs, general and scheme meetings. This gives us access to more meeting data than any other organisation, which offers the opportunity to provide an in-depth analysis of AGM activity, combining detailed voting and attendance outcomes across ASX listed entities.

2018 saw a change in shareholder attendance, considering it had remained static for a number of years. While the shift was not statistically significant, it does demonstrate a pivot in shareholder behaviour of recent years, with shareholders becoming increasingly interested in the performance and conduct of companies and their executives. This increase in attendance was seen across all indices.

Other noteworthy observations include:

- › Voting online continues to gain momentum across all indices, particularly for companies sitting outside the ASX300, which consistently has represented the biggest take-up of online voting over the last five years.
- › Issued capital voted on the other hand delivered mixed results. While it has been steadily increasing in the ASX50 and ASX300 since 2014 and 2015 respectively, issued capital voted continues a downward trend for companies sitting outside the ASX300.
- › Even though the majority of voting is still occurring at the pre-meeting stage, 2018 has seen an increase in voting at meetings. This was evident across all indices.
- › Despite a gradual decline in voting behaviour for employee share plan participants over the last few years, 2018 saw an increase in voting.

In recent years activism has been on the rise and in 2018 it has become a prominent fixture in many AGMs, causing a record number of ASX300 organisations receiving a first strike. From voicing concerns regarding the remuneration of executives, to demanding transparency around sustainability and climate change issues, shareholder activism is forcing organisations to take stock.

2019 will be an interesting year as companies, particularly many financial institutions, continue to assess the impact of the Royal Commission and determine how best to optimise engagement with shareholders.



**Greg Dooley**  
Managing Director,  
Computershare Investor  
Services



# Highlights – AGM season 2018



SHAREHOLDER

20%  
increase  
since 2017

0.18%  
Attended

DID YOU ATTEND AN AGM?

17.29%  
decline  
over the past  
5 years

3.97%  
Voted

DID YOU VOTE?



SHAREHOLDER WHO VOTED

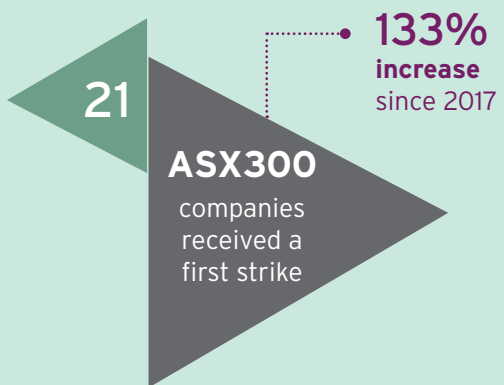
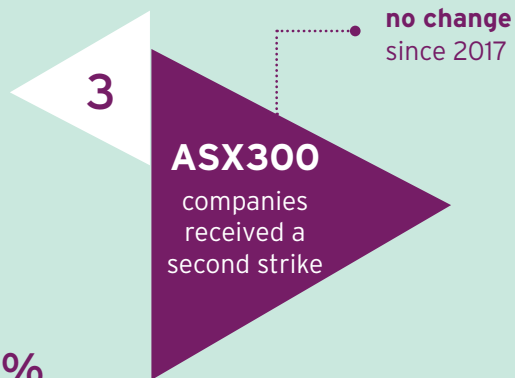
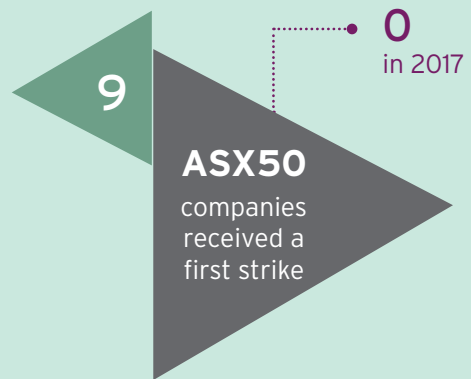
65.53%  
increase  
over the past  
5 years

41.70%  
Voted online

DID YOU VOTE ONLINE?

5.07%  
decline  
over the past  
5 years

44.90%  
of issued capital  
was voted





# AGM Activity

## ATTENDANCE TRENDS

Shareholder attendance has seen a steady decline over recent years, however 2018 data indicates an uplift in attendance from 0.15% in 2017 to 0.18% in 2018. An increased attendance has been observed across all indices.

Although the increase is relatively marginal, it does demonstrate a pivot in shareholder behaviour in recent years, with shareholders becoming increasingly interested in the performance of companies, particularly the remuneration of key company personnel. Most recently, the Royal Commission into the financial services industry has certainly created significant public and media interest.

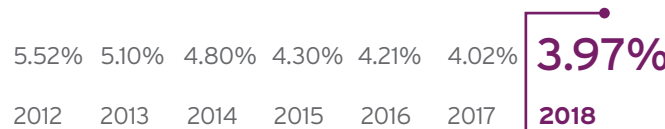
PERCENTAGE OF SHAREHOLDERS ATTENDING



## VOTING TRENDS

While attendance has shifted slightly upwards, the number of voting shareholders has continued to trend downward, year on year, suggesting a continued decline in engagement. 2018 saw a further drop in shareholder voting from 4.02% in 2017 to 3.97% – the lowest level recorded to date.

PERCENTAGE OF VOTING SHAREHOLDERS

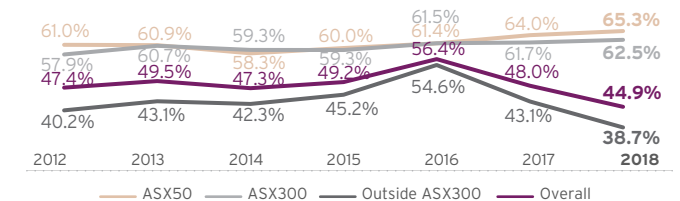


## Issued capital voted

While issued capital voted for the ASX50 and ASX300 segments continue to increase incrementally, issued capital voted for companies sitting outside the ASX300 has continued to decline, falling from 43.1% to 38.7%\*.

\* Yancoal Australia Limited (YAL) has not been included in the data set of this report due to the impact caused by its capital re-organisation. The issued capital has changed from nearly 1 billion shares at the time of the 2017 AGM to almost 44 billion shares for the 2018 AGM.

PERCENTAGE OF ISSUED CAPITAL VOTED BY ASX INDEX



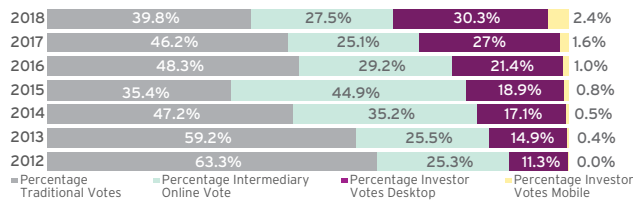


## Issued capital voted by channel

The percentage of issued capital voted via paper (traditional) continues to decline, from 46.2% (in 2017) to 39.8%. Conversely, the popularity of Intermediary Online\*, InvestorVote\* desktop and mobile continue to increase across all indices.

This is driven by the increased online activity of companies across the ASX, but particularly those that sit outside the ASX300, where there is a reduced level of institutional holding and issued capital is voted by cornerstone investors, founders and executives. This segment continues to represent the biggest take-up of online voting across the last five years, and continues to offer online voting to their shareholders.

### PERCENTAGE OF VOTES BY CHANNEL



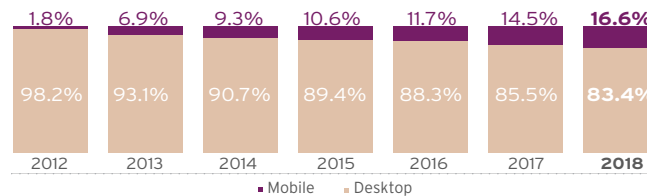
## Voting shareholders by channel

### Traditional vs online

The percentage of voting shareholders using desktop and mobile voting devices continues to grow year on year. InvestorVote mobile accounted for 6.8% of total voting shareholders in 2018. InvestorVote desktop also increased to 34.3%, while voting in the traditional manner declined to 58.3%.

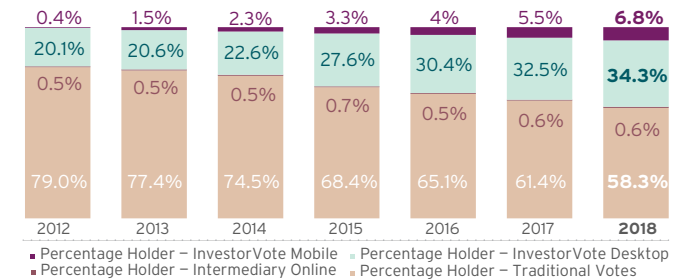
Adoption of online tools for voting continues to grow, with traditional voting declining over 20% in the last five years. In fact, shareholders opting to vote via mobile is also increasing in popularity compared to desktop.

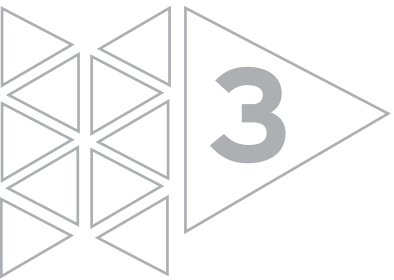
### SHAREHOLDERS USING MOBILE VS DESKTOP



\* Intermediary Online and InvestorVote are key tools developed by Computershare to facilitate online voting for AGMs.

### SHAREHOLDERS WHO VOTED BY CHANNEL – AGMS



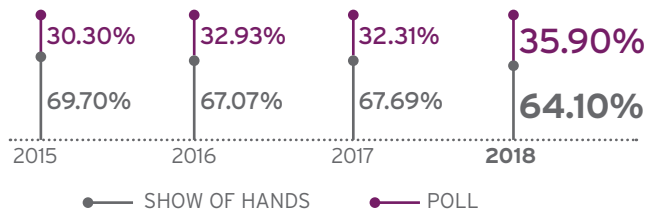


# AGM Activity

## POLLING PREFERENCES

Our 2018 data indicates that 'show of hands' has recorded its largest drop in the last few years and poll uptake is continuing to increase. As with 2017 figures, poll uptake continues to remain strongest in the ASX50 (96.15%). While using a poll instead of show of hands is considered best practice to determine the result of a resolution, show of hands has remained strong across the ASX300 (23.39%) and outside the ASX300 (74.20%).

POLL USAGE VS SHOW OF HANDS

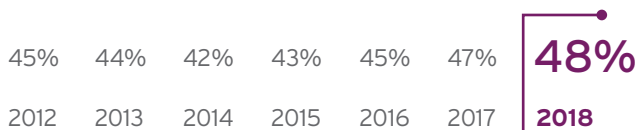


## DIRECT VOTES

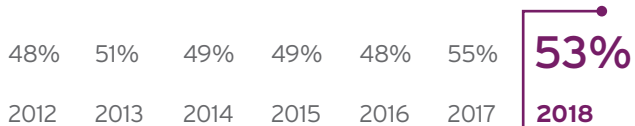
Our research highlights that where direct voting is offered, the percentage of shareholders choosing to cast a direct vote rather than appoint a proxy continues to increase year on year.

Despite the sharp increase in issued capital voted in meetings offering a direct vote option, 2018 saw a decline from 55% to 53%.

PERCENTAGE OF SHAREHOLDERS CASTING A DIRECT VOTE



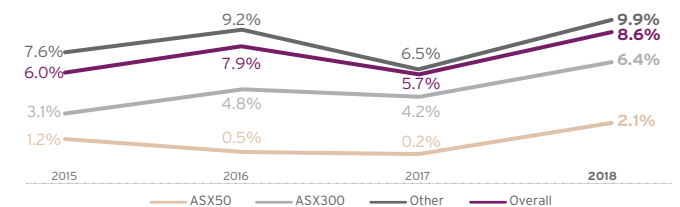
PERCENTAGE ISSUED CAPITAL VOTED IN MEETINGS OFFERING DIRECT VOTE



## VOTED SECURITIES AT MEETING

While inherently the majority of voting is still occurring at the pre-meeting stage, 2018 has seen an increase in voting at meetings, across all indices.

PERCENTAGE OF ISSUED CAPITAL VOTED AT MEETINGS



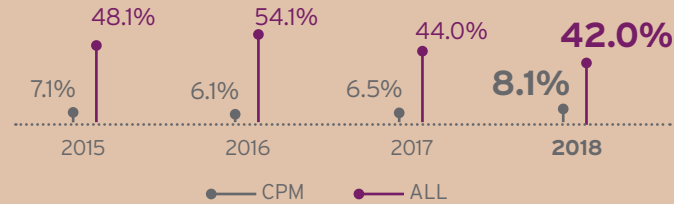


## EMPLOYEE EQUITY PLAN PARTICIPANT VOTING TRENDS

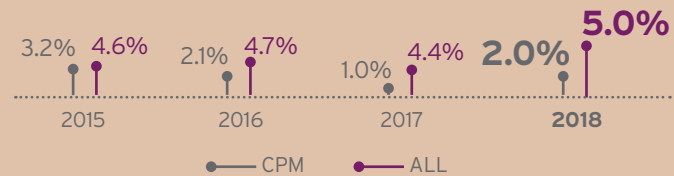
Companies who use Computershare to administer their employee equity plans have the unique opportunity to capture insights into their employees' voting intentions. This can help companies structure their internal communications and voting channels to enhance meeting activity.

According to our research, despite seeing a gradual decline in voting behaviour over the last few years, 2018 saw increased engagement by plan participants. Furthermore, 8.1% of issued capital held in employee trust plans received voting instructions from plan participants, up slightly from 2017.

PERCENTAGE OF ISSUED CAPITAL VOTED BY EMPLOYEE PLAN PARTICIPANTS



PERCENTAGE OF EMPLOYEE PLAN PARTICIPANTS WHO VOTED



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## Snapshots by ASX index

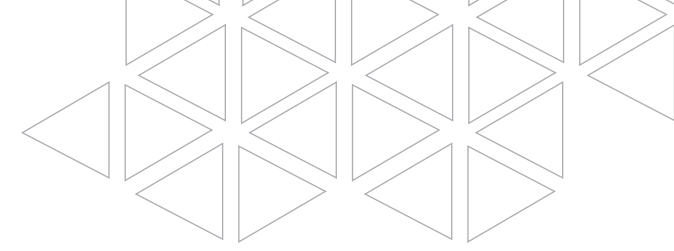
### ASX50 SNAPSHOT

After remaining static for the last five years, shareholder attendance has increased slightly from 0.09% to 0.10%. Issued capital voted continued to increase reaching a high of 65.3% in 2018. After experiencing a decline in 2014, issued capital voted has steadily increased over the last four years. This can be attributed to the fact that an increased number of institutions, custodians and super funds are voting more because many members and beneficiaries have an expectation that they will vote on their behalf.

Poll uptake continues to remain strong within the ASX50, unchanged from 2017 data. Using a poll instead of a show of hands to determine the passing of a resolution is considered best practice and alleviates a number of administrative issues. It provides both company and shareholder greater transparency and integrity over votes and resolutions. This is especially important for companies in the ASX50.

Institutions believe they should be able to vote in accordance with its economic stake in the company, that is, one share equals one vote. Voting by poll ensures all votes are counted for both attending and non-attending shareholders.

ATTENDANCE	SHAREHOLDER VOTING	% ISSUED CAPITAL VOTED	ONLINE VOTING	POLL UPTAKE	NO. OF ASX50 COMPANIES RECEIVING A FIRST STRIKE	NO. OF ASX50 COMPANIES RECEIVING A SECOND STRIKE
<b>0.10%</b>	<b>3.57%</b>	<b>65.30%</b>	<b>33.70%</b>	<b>96.15%</b>	<b>9</b>	<b>0</b>
Increase from 2017			Increase in online voting from 23% in 2014	3.85% show of hands	0 in 2017	
After remaining static over the last five years at 0.09%, shareholder attendance has seen its first increase	Marginal drop in voting compared to 3.60% in 2017	After experiencing a decline in 2014, issued capital has been steadily increasing	Shareholders voting online continues to gain momentum. This represents an increase of 46.52% over the last five years	No change from 2017 data		



## ASX300 SNAPSHOT

Our data indicates that while shareholder attendance at meetings has slowly declined over the past five years, 2018 saw its first increase from 0.11% to 0.13%.

Even though a number of indicators continue an upward trend, such as online voting and poll uptake, shareholder voting continues a downward trend.

ATTENDANCE	SHAREHOLDER VOTING	% ISSUED CAPITAL VOTED	ONLINE VOTING	POLL UPTAKE	NO. OF ASX300 COMPANIES RECEIVING A FIRST STRIKE	NO. OF ASX300 COMPANIES RECEIVING A SECOND STRIKE
<b>0.13%</b>	<b>3.68%</b>	<b>62.50%</b>	<b>38.10%</b>	<b>76.61%</b>	<b>21</b>	<b>3</b>
18.18% increase from 2017			Increase in online voting from 25.1% in 2014	23.39% show of hands	133% increase since 2017	No change since 2017
Shareholder attendance at meetings has slowly declined over the past five years, however this year saw its first increase	Shareholder voting continues a downward trend	Continues to increase since 2015	Shareholders voting online continues to increase. Up 51.79% since 2014	21.3% increase over the last four years		



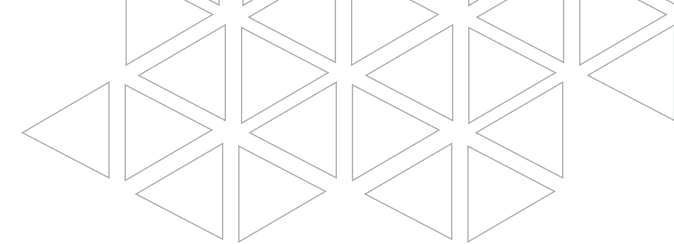
# Snapshots by ASX index

## OUTSIDE THE ASX300 SNAPSHOT

The biggest jump in shareholder attendance occurred in companies sitting outside the ASX300 with attendance increasing from 0.35% in 2017 to 0.41% in 2018. This segment also continues to represent the biggest take-up of online voting over the last five years.

Other key data points such as issued capital voted continues a downward trend and shareholder voting overall, remains static.

ATTENDANCE	SHAREHOLDER VOTING	% ISSUED CAPITAL VOTED	ONLINE VOTING	POLL UPTAKE
<b>0.41%</b>	<b>5.16%</b>	<b>38.70%</b>	<b>52.10%</b>	<b>25.80%</b>
Increase in attendance from 0.35%			Increase in online voting from 26.6% in 2014	74.20% show of hands
Represents a 17.14% Increase	This has remained static over the last couple of year	Since 2016, issued capital voted continues a downward trend	This segment continues to represent the biggest take-up of online voting across the last five years	Increase in Poll uptake, however show of hands has been consistently strong in this segment



## OVER-VOTING 2018

In 2018, 33 cases of over-voting were recorded on the over-vote register compared to 57 in 2017, a decrease of 42%. Over-voting occurs when more securities are instructed to be voted than the actual number of securities held by a registered member. The over-vote position is most likely to transpire when there is an imbalance between the perceived voting entitlements of individual investors whose securities are pooled with other investors within a nominee and the actual (lesser) securities/voting entitlements held by the nominee on the register. The 33 over-vote occurrences were spread across 24 issuers. A possible reason on the decline of over-vote positions could be attributed to custodians/institutions better managing share movements of the sub-accounts that they manage.

NO. OF OVER-VOTE INSTANCES SINCE 2016

Year	Over-votes instances	Number of issuers
2016	54	37
2017	57	46
2018	33	24

While Computershare has robust processes to detect over votes and endeavours to resolve any over-vote positions prior to the meeting, in order to provide final pre-meeting votes, ultimate responsibility rests with the securityholder or proxy lodging agent to ensure that the number of votes cast does not exceed the actual number of securities held by a registered member.

All over-vote positions identified were resolved before final proxy tabulations were determined.

### Key highlights of the over-vote register

- › In one scenario an over-vote of just over 20,000 shares would have affected the recoding of over 67 million votes representing approximately \$173,400,000.
- › In the worst value scenario, if the over-vote position was not rectified it would have caused 29 million shares valued at \$305,300,000 being excluded from the vote.

- › One over-vote position, if not rectified, would have caused 1.8% of the voted capital (1.2% of the issued capital) not to be cast by the proxy.
- › There were two occurrences where the over-vote represented more than 1% of the voted capital and one occurrence where it represented more than 1% of the issued capital. In the majority of cases the over-vote represented less than 0.05% of both the voted capital (11 occurrences) and issued capital (14 occurrences). Refer to over-vote ratio graph below.

OVER-VOTE RATIO





# Activism

## IS SHAREHOLDER ENGAGEMENT CHANGING?

In 2018, two organisations, The Australasian Centre for Corporate Responsibility (ACCR) and Market Forces have continued to propose resolutions put to members. The resolutions are structured firstly to amend the company's constitution and then address any advisory resolutions that have been raised.

Section 249N of the Corporations Act (Cth) allows members to give a company notice of a resolution that they propose to move at a general meeting. In the seven companies we have tracked in 2018, members utilised Section 249N (1) (b) to give notice. The section requires the notice to be given by at least 100 members who are entitled to vote at a general meeting. Our analysis has identified that the members who gave the notice held between 0.0016% and 0.24% of the respective company's issued capital.

It is also worth noting companies have a responsibility under ASX Listing Rule 3.17A (Continuous disclosure) to give the ASX, within two business days of receipt, any information about the material terms of any notice it receives under Section 249N of the Corporations Act.

The following tables summarise both 2017 and 2018 resolutions proposed by members. Some key themes emerging include amendments to the constitution, climate change and human rights concerns.

### 2017 RESOLUTIONS PROPOSED BY MEMBERS

2017				
ASX Code	Company	Amendment to the Constitution % For Votes	Climate Change/Climate Risk % For Votes	Human Rights % For Votes
BHP	BHP Group Limited	7.11%	9.07%	N/A
CBA	Commonwealth Bank of Australia	2.94%	N/A	N/A
DOW	Downer EDI Limited	3.27%	N/A	N/A
ORG	Origin Energy Limited	4.67%	Not put	N/A
OSH	Oil Search Limited	N/A	Withdrawn	6.20%
STO	Santos Limited	6.97%	Not put	N/A
WOW	Woolworths Group Limited	Withdrawn	N/A	Withdrawn

You can see from the data that while shareholder activism was emerging as an area of concern for companies, 2018 certainly witnessed greater shareholder engagement across the key themes.

### 2018 RESOLUTIONS PROPOSED BY MEMBERS

2018				
ASX Code	Company	Amendment to the Constitution % For Votes	Climate Change/Climate Risk % For Votes	Human Rights % For Votes
ORG	Origin Energy Limited	9.71%	46.32%	N/A
QAN	Qantas Airways Limited	4.25%	N/A	6.43%
QBE	QBE Insurance Group Limited	9.12%	Not put	N/A
RIO	Rio Tinto Limited	10.66%	18.03%	N/A
STO	Santos Limited	4.00%	9.82%	N/A
WHF	Whitehaven Coal Limited	4.68%	40.14%	N/A
WOW	Woolworths Group Limited	5.79%	N/A	Not Put

All resolutions to amend the constitution were put to a poll. To pass, the special resolution requires at least 75% of the votes cast to be in favour. RIO received the highest votes in favour of the resolution at 10.66%. In comparing the statistics from last year it can also be seen there is increasing shareholder support for the resolution. ORG received 4.67% votes in favour in 2017 and in 2018 the vote almost doubled to 9.71%.

The advisory resolutions on climate change/climate risk and human rights were not required to be put to the shareholders, as they were subject to, and conditional on, the 'Amendment to the Constitution' resolution being passed. However, RIO polled the resolution and released the poll results. ORG, QAN, STO and WHF disclosed the proxy position. QBE and WOW did not disclose any results.

Interestingly, although the constitutional amendments were defeated, ORG received more than 46% in favour of the climate change resolution and WHF received more than 40% in favour of its climate risk disclosure resolution. These statistics appear to indicate that activists are making progress towards their goals.

Another notable observation has been that activists in some instances are harnessing support from super/pension funds and unions on their proposed members' resolutions:

- › RIO's members' resolutions were supported by Local Government Super, Church of England Pensions Board and The Seventh Swedish National Pension Fund.
- › QBE's members' resolutions were supported by Local Government Super.
- › WOW's members' resolutions were supported by National Union of Workers and Labour Union Co-Operative Retirement Fund (LUCRF Super).

We have certainly witnessed a stronger shift towards activism over the last 12 months, forcing companies to be more transparent on areas that matter most to shareholders. 2018 also saw an unprecedented number of companies in the ASX300 having a first strike. 2019 will be an interesting year as companies, particularly financial institutions, continue to assess the impact of the Royal Commission and determine how best to optimise engagement with shareholders.

What to do when a notice under Section 249N\* of the Corporations Act is received.

1. Check all the notices have been dated and signed correctly by the member
2. Ensure the member was registered on the register of members on the date the notice was signed
3. Ensure the members either hold at least 5% of the votes that may be cast on the resolution or 100 or more valid forms have been received

*\*Important to seek your own legal advice*





# AGM outcomes

## 2018 REMUNERATION STRIKE REPORT – ASX300

### ASX300

This year we saw an unprecedented 24 companies in the ASX300 receive a strike, including nine companies in the ASX50. Both retail and institutional shareholders seem to have taken a stand on executive remuneration. One of the main contributing factors may have been the inquiries and investigations of the Royal Commission into the financial services industry. AMP, ANZ, NAB, WBC all received a strike, CBA was the only major bank to escape a strike but did receive a strike in 2016.

## ASX300 remuneration report/spill resolution strike summary (2014 to 2018)

The below table shows the number of companies who received either a first strike or second strike on their remuneration report since 2014.

Interesting to note, since 2014 no ASX300 company has received more than 50% of votes in favour of the spill resolution, the trigger point forcing a company to hold a spill meeting within three months of the AGM to re-elect the board.

### ASX300 NUMBER OF STRIKES

Year	Received 1st Strike	Received 2nd Strike	Spill Resolution Carried	Spill Meeting Required
2014	14	1	0	0
2015	15	4	0	0
2016	17	1	0	0
2017	9	3	0	0
2018	21	3	0	0



## ASX300 remuneration report/spill resolution poll vs show of hands (2017 vs 2018)

In 2017, 214 companies (78.97%) in the ASX300 put the remuneration report to a poll, with the remaining 57 companies (21.03%) deciding the resolution on a show of hands. In 2018 the number of companies deciding the resolution by poll increased slightly to 218 (82.26%) and the show of hands method was conducted by 47 companies (17.74%).

In both 2017 and 2018 all companies who received a first strike or were facing a second strike on the remuneration report or were required to put the spill resolution to the meeting, decided the result via a poll. The only exception was AGI – Ainsworth Game Technology Limited, which when faced with a second strike in 2018, decided the resolution on a show of hands.

### ASX300 REMUNERATION REPORT/SPILL RESOLUTION (2017 VS 2018)

	2017				2018			
	Poll	Show of hands	N/A	Total	Poll	Show of hands	N/A	Total
Remuneration report	214	57	29*	300	218	47	35*	300
Remuneration report (companies receiving first strike)	9	0	0	9	21	0	0	21
Remuneration report (companies facing a second strike)	15	0	2**	17	7	1	1**	9
Spill resolution (companies receiving a second strike)	3	0	0	3	3	0	0	3

\*Companies not required to put resolution (e.g. overseas incorporated companies or trust companies)

\*\* Companies did not hold an AGM as a result of delisting or Scheme of Arrangement.

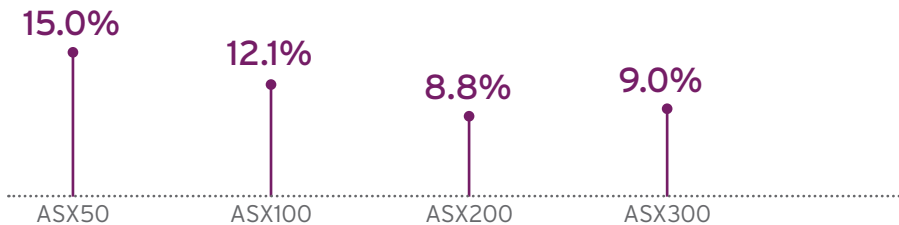


## AGM outcomes

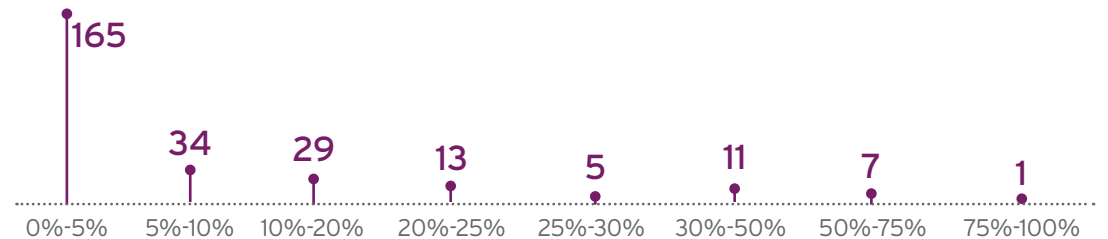
### ASX300 remuneration report summaries

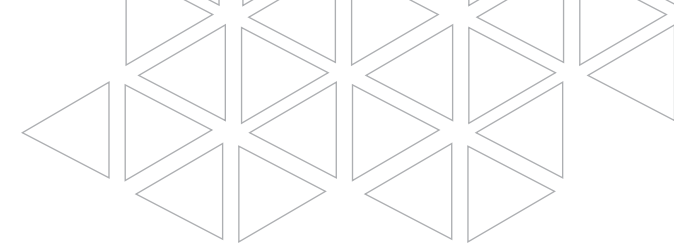
- › 218 companies decided their remuneration report by poll.
  - › 47 companies decided their remuneration report via show of hands.
  - › 35 companies were not required to put the remuneration report to their shareholders. (examples include overseas companies which are not governed by the Corporation Act and Trust Companies.)
  - › 24 companies received a strike. (21 companies received a first strike and three companies received a second strike) an increase of 100% from 2017.
  - › Nine ASX companies in the ASX50 received a first strike.
- › One third of companies receiving a strike, received over 50% 'against' votes.
  - › Average 'against' votes for companies receiving a strike was 45.77%.
  - › 13 companies had near-strike misses determined by receiving votes 'against' between 20% and less than 25% on the remuneration report.
  - › 165 companies received strong shareholder support on their remuneration report, receiving less than 5% no vote.
  - › The ASX50 received the highest average percentage of against vote for the remuneration report at 15%. Followed by ASX100 receiving an average of 12.17% of votes against.

AVERAGE PERCENTAGE OF VOTES AGAINST REMUNERATION REPORT IN ASX300



NUMBER OF COMPANIES IN ASX300 WITHIN DIFFERENT STRIKE RATE GROUPS





## ASX300 companies who received a first strike in 2018

- › 21 ASX300 companies recorded their first strike in 2018 compared to nine in 2017, an increase of 133%. A company receives a strike when its remuneration report receives votes of 25% or more against. These companies will now need to prepare and address issues raised by their shareholders on the remuneration report by engaging in discussions with proxy advisers and their large institutional securityholders on their remuneration report policies to avoid a second strike in 2019 and a possible spill meeting.
- › All remuneration report resolutions were decided via poll.
- › National Australia Bank Limited received the most votes against the remuneration report with 88.43% followed by Westpac Banking Corporation with 64.16%.

## FIRST STRIKE RECEIVED – ASX300

COMPANY CODE	COMPANY NAME	FINAL VOTE POSITION		
NAB	NATIONAL AUSTRALIA BANK LIMITED	88.43%		75-100% 1 company
WBC	WESTPAC BANKING CORPORATION	64.16%		50%-75% 6 companies
MIN	MINERAL RESOURCES LIMITED	63.62%		
TLS	TELSTRA CORPORATION LIMITED	61.98%		
AMP	AMP LIMITED	61.46%		
RCR	RCR TOMLINSON LIMITED	51.31%		
HVN	HARVEY NORMAN HOLDINGS LIMITED	50.63%		
NWH	NRW HOLDINGS LIMITED	49.05%		25%-50% 14 companies
WFD	WESTFIELD CORPORATION	47.52%		
QBE	QBE INSURANCE GROUP LIMITED	45.57%		
GMG	GOODMAN GROUP	45.46%		
IPD	IMPEDIMED LIMITED	44.33%		
TAH	TABCORP HOLDINGS LIMITED	40.40%		
ASB	AUSTAL LIMITED	37.24%		
ANZ	AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED	33.76%		
CPU	COMPUTERSHARE LIMITED	31.89%		
HSO	HEALTHSCOPE LIMITED	29.29%		
BKW	BRICKWORKS LIMITED	28.00%		
AHG	AUTOMOTIVE HOLDINGS GROUP LIMITED	27.62%		
CLQ	CLEAN TEQ HOLDINGS LIMITED	26.56%		
EHL	EMECO HOLDINGS LIMITED	26.03%		



## AGM outcomes

### ASX300 companies facing a second strike in 2018

- › In 2018, nine ASX300 companies had to prepare for a second strike, compared to 17 in 2017 and 15 in 2016.
- › Tatts Group Limited (TTS) facing a second strike in 2018 was delisted as a result of a Scheme of Arrangement and was not required to hold an Annual General Meeting.
- › Five companies did not receive a second strike and recorded against votes between 0.71% and 17.84%.
- › Three companies Karoon Gas Australia Limited (KAR), Liquefied Natural Gas Limited (LNG) and Myer Holding Limited (MYR) all received a second strike and recorded against votes between 37.54% and 62.95%.
- › Seven companies decided the remuneration report via a poll.
- › One company decided the remuneration report on a show of hands.

### ASX300 companies who received a second strike in 2018

The three companies, KAR, LNG and MYR who received a second strike against their remuneration report resolution, were required to put the spill resolution to the meeting as required by the Corporations Act. The spill resolution results for all three companies were conducted via a poll. No company was required to hold a spill meeting as all poll results showed the spill resolution for each company had received more than 50% of votes against.

### ASX300 companies facing a spill meeting in 2018

No company in the ASX300 was required to hold a spill meeting in 2018. A spill meeting is required to be held within 90 days from the AGM when a spill resolution receives more than 50% of votes in favour.

### ASX300 companies who received a strike each year since 2011

Australian Ethical Investment Limited (AEF) and Globe International Limited (GLB) have continued to record a strike on their remuneration report each year since the 'two strikes' legislation was introduced in July 2011.

#### ASX300 COMPANIES FACING STRIKE 2/SPILL RESOLUTION

COMPANY CODE	COMPANY NAME	2017 AGAINST REM REPORT	2018 AGAINST REM REPORT	2018 FOR SPILL RESOLUTION
KAR	Karoon Gas Australia Limited	43.92%	62.95%	15.86%
LNG	Liquefied Natural Gas Limited	60.26%	43.75%	0.94%
MYR	Myer Holdings Limited	29.41%	37.54%	35.93%
ISD	Isentia Group Limited	33.35%	17.84%	
TPM	TPG Telecom Limited	29.88%	6.03%	
CMW	Cromwell Property Group Stapled	30.98%	2.42%	
AGI	Ainsworth Game Technology Limited	29.67%	1.19%	
RWC	Reliance Worldwide Corporation Limited	42.09%	0.71%	



# Anecdotal insights

## SOME ANECDOTAL INSIGHTS FROM THE 2018 MEETING SEASON

In managing almost 1,000 meetings across Australia, we have the opportunity to provide you with a snapshot of some interesting anecdotal insights.

### Shareholder activism has been prominent in the current AGM season – and not just focused on remuneration

AZI – Alta Zinc Ltd	At the Alta Zinc Ltd AGM a number of questions were raised concerning climate change and how that will affect the progress of the company.
TAH – Tabcorp	Tabcorp received a first strike. Shareholders at the meeting were asking questions focused on climate change and changes to dividend legislation.
AZJ – Aurizon	Aurizon's AGM contained a number of questions regarding sustainability, particularly the impact that global warming is having on the environment and therefore how that will have an impact on coal production and ultimately the performance of the organisation.
TWE – Treasury Wine Estates	At the Treasury Wine Estates' AGM, shareholders were interested in both climate change and executive remuneration. It is assumed that a couple of shareholders bought shares to specifically ask climate change questions at the AGM.

### Shareholder activism in reverse

NHF – NIB Holdings Ltd	At the NIB Holdings Ltd AGM, the ASA was openly challenged by shareholders over their stance on the operating margin where the ASA indicated they thought nib's profit margin was too great. The shareholders in attendance disagreed asking the ASA who they were representing shareholders or customers?
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### New ways to engage shareholders

BHP – BHP Group Ltd	BHP Group Ltd introduced a live shareholder question and answer session ahead of its AGM.
TWE – Treasury Wine Estates	The Treasury Wine Estates' AGM was held over two sites – Melbourne and Hong Kong. 99% of all shareholders who attended the AGM, attended the Melbourne site, while all the directors were in Hong Kong, with a live feed shown at the Melbourne site. They had some technical difficulties with the stream but it was otherwise fine.



## Anecdotal insights

### AGM Assist

#### **In the planning phase:**

Set a date with your meetings provider early – to ensure that you meet your regulatory requirements

Review strikes – did you receive one in 2018? Do you know why?

Identify decision makers behind your top shareholders to predict how they will vote

Book your AGM for Wednesday-Friday to ensure there's enough time to rectify any overvotes by your proxy close-off date

#### **Before the meeting:**

Update your list of Key Management Personnel (KMPs) and Closely Related Parties (CRP)

Ensure that management have voted their positions (board members and employee plan trustees)

Work with your Returning Officer to design a best-practice proxy form

Monitor the press, industry commentators and social media before, during and after your AGM

#### **On the day:**

##### **Make sure you bring:**

- > Meeting materials (Annual Reports etc.)
- > Constitution
- > Previous meeting minutes
- > Chairman's script/agenda

Have a designated contact person available to speak with activists/media and allow them to voice their concerns prior to the meeting

Organise a laptop with internet connection so you can upload ASX announcements at the meeting

## AGM VENUES

### MELBOURNE

Computershare Conference Centre  
452 Johnston Street  
Abbotsford VIC 3068  
(03) 9415 5000  
Contact your relationship manager or  
call 03 9415 5000  
Capacity – 100

Crown Towers  
8 Whiteman Street  
Southbank VIC 3006  
(03) 9292 6968  
www.crownhotels.com.au  
conference@crownhotels.com.au  
Capacity – 2,500

Grand Hyatt Melbourne  
123 Collins Street  
Melbourne VIC 3000  
(03) 9657 1234  
www.melbourne.grand.hyatt.com  
ghmelbourne.events@hyatt.com  
Capacity – 1,120

The Langham  
1 Southgate Avenue  
Southbank, VIC 3006  
(03) 8696 8888  
www.melbourne.langhamhotels.com.au  
tlmel.info@langhamhotels.com  
Capacity – 360

Melbourne Convention and Exhibition Centre  
1 Convention Centre Place  
South Wharf VIC 3006  
(03) 9235 8210  
www.mcec.com.au  
salesenquiries@mcec.com.au  
Capacity – 2,500

Melbourne Park Function Centre  
Melbourne & Olympic Parks Trust  
Batman Avenue  
Melbourne VIC 3000  
(03) 9286 1600  
www.melbournepark.com.au  
sales@mopt.vic.gov.au  
Capacity – 1,100

RACV Club  
501 Bourke Street  
Melbourne VIC 3000  
1 300 139 059  
www.racv.com.au  
conferencesandevents@racv.com.au  
Capacity – 500

Sofitel Hotel  
25 Collins Street  
Melbourne VIC 3000  
(03) 9653 0000  
www.sofitelmelbourne.com.au  
H1902@sofitel.com  
Capacity – 1,000

### ADELAIDE

Adelaide Convention Centre  
North Terrace  
Adelaide SA 5000  
(08) 8212 4099  
www.adelaidecc.com.au  
sales@adelaidecc.com.au  
Capacity – 2,500

The Adelaide Entertainment Centre  
Corner Port Road and Adam Street  
Hindmarsh SA 5007  
(08) 8208 2222  
www.theaec.net  
reception@theaec.net  
Capacity – 8,000

Adelaide Festival Centre  
King William Road  
Adelaide SA 5000  
(08) 8216 8920  
www.adelaidefestivalcentre.com.au  
contact@adelaidefestivalcentre.com.au  
Capacity – 2,000

Hilton Hotel  
233 Victoria Square  
Adelaide SA 5000  
(08) 8217 2000  
www.hilton.com  
adelaide@hilton.com  
Capacity – 750

InterContinental Adelaide  
North Terrace  
Adelaide SA 5000  
(08) 8238 2400  
www.intercontinental.com sales.adelaide@ihg.com  
Capacity – 500

National Wine Centre of Australia  
Corner of Botanic and Hackney Rds  
Adelaide SA 5000  
(08) 8303 3355  
www.wineaustralia.com.au  
nwc.info@adelaide.edu.au  
Capacity – 480

Sebel Playford  
120 North Terrace  
Adelaide SA 5000  
1800 885 888  
theplayford.com.ausales@sebelplayford.com.au  
Capacity – 450

Stamford Plaza Hotel  
150 North Terrace  
Adelaide SA 5000  
(08) 8461 1111  
www.stamford.com.au  
sales@spa.stamfrom.com.au  
Capacity – 250

Crowne Plaza Adelaide  
16 Hindmarsh Square  
Adelaide SA 5000  
(08) 8206 8888.  
www.crowneplazaadelaide.com.au  
meetings@crowneplazaadelaide.com.au.  
Capacity – 380

## PERTH

Crown Convention Centre  
Great Eastern Highway  
Burswood WA 6100  
(08) 9362 7574  
www.crownperth.com.au  
eventsales@crowperth.com.au  
Capacity – 1,800

Celtic Club  
48 Ord Street West  
Perth WA 6005  
(08) 9322 2299  
www.celticclub.com.au  
celtic.club@bigpond.com  
Capacity – 120

Duxton Hotel  
No.1 St George's Terrace  
Perth WA 6000  
(08) 9261 8000  
www.perth.duxtonhotels.com  
events@perth.duxton.com.au  
Capacity – 300

Hyatt Regency Perth  
99 Adelaide Terrace  
Perth WA 6000  
(08) 9225 1234  
www.perth.regency.hyatt.com  
perth.regency@hyatt.com  
Capacity – 1,000

Perth Concert Hall  
5 St Georges Terrace  
Perth WA 6000  
(08) 9231 9900  
www.perthconcerthall.com.au  
info@pch.aegogdenperth.com.au  
Capacity – 1,729

Parmelia Hilton Hotel  
14 Mill Street  
Perth WA 6000  
(08) 9215 2000  
www.hilton.com  
perth@hilton.com  
Capacity – 450



Perth Convention Centre  
21 Mounts Bay Road  
Perth WA 6000  
(08) 9338 0300  
www.pcecwa.com.au  
sales@pcec.com.au  
Capacity – 2,500

Pan Pacific Perth Hotel  
207 Adelaide Terrace  
Perth WA 6000  
(08) 9224 7722  
www.panpacific.com  
enquiry.ppper@panpacific.com  
Capacity – 700

## SYDNEY

City Recital Hall  
Angel Place  
Sydney NSW 2000  
(02) 9231 9005  
www.cityrecitalhall.com.au  
venue.hire@cityrecitalhall.com  
Capacity – 1,238

Four Seasons Hotel  
199 George St  
Sydney NSW 2000  
(02) 9250 3100  
www.fourseasons.com/sydney  
catering.sydney@fourseasons.com.au  
Capacity – 1,000

Sofitel Sydney Wentworth Hotel  
61-101 Phillip Street  
Sydney NSW 2000  
(02) 9228 9180  
www.sofitelsydney.com.au  
H3665SL07@sofitel.com  
Capacity – 1,050

Wesley Centre  
220 Pitt Street  
Sydney NSW 2000  
(02) 9263 5500  
www.wesleyconference.com  
wesconference@wesleymission.org.au  
Capacity – 875

Westin Hotel Sydney  
1 Martin Place  
Sydney NSW 2000  
(02) 8223 1111  
www.westin.com.au  
westin.sydney@westin.com  
Capacity – 1,400

International Convention Centre (ICC) Sydney  
14 Darling Drive, Sydney, NSW 2000  
T: +61 2 9215 7100  
www.iccsydney.com.au  
General enquiries: info@iccsydney.com  
Capacity – rooms vary; 800 to 8000

InterContinental Sydney  
117 Macquarie St, Sydney NSW 2000  
61 (0)2 9240 1202  
www.icsydney.com.au  
Sydney.Meetings@ihg.com  
Capacity – 2 main rooms, 250 & 350  
Smaller rooms 70 to 80

Museum of Sydney  
Corner of Bridge St &, Phillip St, Sydney NSW 2000  
61 2 8239 2333  
www.sydneylivingmuseums.com.au/venues/museum-of-sydney  
venues@sydneylivingmuseums.com.au  
Capacity – 126

## BRISBANE

Brisbane Convention and Exhibition Centre  
Cnr. Merivale and Glenelg Sts.

South Bank QLD 4101

(07) 3308 3000

[www.bcec.com.au](http://www.bcec.com.au)

[sales@bcec.com.au](mailto:sales@bcec.com.au)

Capacity – 2,032

Brisbane City Hall

Brisbane QLD 4000

[www.epicure.com.au/venues/venues/brisbane-city-hall](http://www.epicure.com.au/venues/venues/brisbane-city-hall)

[events@epicure.com.au](mailto:events@epicure.com.au)

Capacity – 1,500

Brisbane Hilton Hotel

190 Elizabeth Street

Brisbane QLD 4001

(07) 3234 2000

[www.hilton.com](http://www.hilton.com)

[allan.horne@hilton.com](mailto:allan.horne@hilton.com)

Capacity – 800

Christie Corporate Centre

320 Adelaide Street

Brisbane QLD 4000

(07) 3010 9028

[www.christieconference.com.au](http://www.christieconference.com.au)

[lpedro@christiecorporate.com.au](mailto:lpedro@christiecorporate.com.au)

Capacity – 250

Cliftons Conference Centre Brisbane

288 Edward Street

Brisbane QLD 4000

[www.cliftons.com](http://www.cliftons.com)

[enquiries@cliftons.com](mailto:enquiries@cliftons.com)

Capacity – 120

Customs House Brisbane

399 Queen Street

Brisbane QLD 4000

[www.customshouse.com.au](http://www.customshouse.com.au)

[info@customshouse.com.au](mailto:info@customshouse.com.au)

Capacity – 300

Emporium Hotel Brisbane

1000 Ann Street

Fortitude Valley QLD 4006

[www.emporium.com.au](http://www.emporium.com.au)

[events@emporimhotel.com.au](mailto:events@emporimhotel.com.au)

Capacity – 280

Marriott Hotel Brisbane

515 Queen Street

Brisbane QLD 4000

(07) 3303 8000

[www.marriott.com](http://www.marriott.com)

[rosie.blackmoore@marriott.com](mailto:rosie.blackmoore@marriott.com)

Capacity – 250

Novotel Brisbane Airport

The Circuit

Brisbane Airport QLD 4008

[www.novotelbrisbaneairport.com.au](http://www.novotelbrisbaneairport.com.au)

[reservations@novotelbrisbaneairport.com.au](mailto:reservations@novotelbrisbaneairport.com.au)

Capacity – 120

Sofitel Brisbane

249 Turbot Street

Brisbane QLD 4000

(07) 3835 3535

[www.sofitelbrisbane.com.au](http://www.sofitelbrisbane.com.au)

[H5992@sofitel.com](mailto:H5992@sofitel.com)

Capacity – 1,100

Stamford Plaza

Cnr. Edward & Margaret Streets

Brisbane QLD 4000

(07) 3221 1999

[www.stamford.com.au/spb](http://www.stamford.com.au/spb)

[sales@spb.stamford.com.au](mailto:sales@spb.stamford.com.au)

Capacity – 300

## GOLD COAST

The Arts Centre Gold Coast

Lakeside Terrace

135 Bundall Road

Surfers Paradise QLD 4217

(07) 5588 4000

Functions@theartscentregc.com.au

www.theartscentregc.com.au

Capacity: 800

Gold Coast Convention and Exhibition Centre

Cnr. Gold Coast Highway &

PE Peters Drive

Broadbeach QLD 4218

(07) 5504 4000

www.gccec.com.au

sales@gccec.com.au

Capacity – 6,020

Jupiter's Casino

Broadbeach Island

Gold Coast QLD 4218

(07) 5592 8661

www.jupitersgoldcoast.com.au

jupitersgc@tabcorp.com.au

Capacity – 2,300

Capacity – 1,400



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