



**NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY NOTES**

The Annual General Meeting of

BRISBANE BRONCOS LIMITED
A.C.N. 41 009 570 030

Will be held on:
Tuesday 16 May 2023

Time:
10:00am (AEST)

Venue:
Broncos Leagues Club
92 Fulcher Road, RED HILL QLD 4059

This Notice of Annual General Meeting, Explanatory Notes and associated documents should be read in their entirety.
If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisor.

NOTICE OF ANNUAL GENERAL MEETING

BRISBANE BRONCOS LIMITED

A.C.N. 41 009 570 030

Registered Office: Clive Berghofer Centre, 81 Fulcher Road, Red Hill QLD 4059.

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of BRISBANE BRONCOS LIMITED (BBL) will be held at the Broncos Leagues Club, 92 Fulcher Road, Red Hill on **Tuesday 16 May 2023** commencing at 10:00am (AEST).

BUSINESS

Item 1 Financial Statements and Reports

To receive and consider the Annual Financial Report of Brisbane Broncos Limited and its controlled entities together with the Directors' Report and Auditor's Report for the financial year ended 31 December 2022.

Item 2 Remuneration Report – RESOLUTION ONE

To consider and, if thought fit, to pass the following resolution as a **non-binding ordinary** resolution:

“That the Remuneration Report for Brisbane Broncos Limited and its controlled entities, which forms part of the Directors' Report for the year ended 31 December 2022 be adopted.”

(Note: In accordance with the *Corporations Act 2001 (Cth)* (the Corporations Act), the vote on this resolution is advisory only and does not bind the Directors of BBL).

Voting Exclusion Statement

Item 2 is a resolution connected directly with the remuneration of BBL's Key Management Personnel (KMP). The Corporations Act restricts KMP and their closely related parties from voting on this item. A 'closely related party' of a KMP is defined in the Corporation Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a KMP of BBL.

In accordance with these requirements, BBL will disregard any votes cast on the resolution in Item 2:

- by or on behalf of a member of BBL's KMP named in the Remuneration Report or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the KMP at the date of the AGM or their closely related parties.

BBL will not disregard votes cast on Item 2 if they are cast as a proxy for a person who is entitled to vote on that Item:

- in accordance with the directions on the Proxy Form; or
- by the Chair of the Meeting pursuant to an express authorisation to exercise the proxy, even though Item 2 is connected with the remuneration of BBL's KMP.

Item 3 Re-election of Director – Mr Darren Lockyer – RESOLUTION TWO

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

“That Mr Darren Lockyer, who retires by rotation in accordance with Clause 75 of the Company's Constitution and being eligible offers himself for re-election, be re-elected as a Director of Brisbane Broncos Limited.”

Item 4 Re-election of Director – Mr Neil Monaghan– RESOLUTION THREE

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

“That Mr Neil Monaghan, who retires by rotation in accordance with Clause 75 of the Company's Constitution and being eligible offers himself for re-election, be re-elected as a Director of Brisbane Broncos Limited.”

By order of the Board of BRISBANE BRONCOS LIMITED



Ms Louise Lanigan
Company Secretary

EXPLANATORY NOTES

1. INTRODUCTION

These Explanatory Notes form an important part of the Notice of Meeting of Brisbane Broncos Limited (BBL) and should be read in conjunction with it. Their purpose is to provide shareholders with relevant information the Board considers material to the decision regarding how to vote on the resolutions proposed for consideration in the Items of Business at the Annual General Meeting (AGM) to be held on Tuesday 16 May 2023 commencing at 10.00am (AEST).

2. ENTITLEMENT TO ATTEND AND VOTE

The Board has determined that persons who are registered holders of shares of BBL as at 7.00pm (AEST) on Sunday 14 May 2023 will be entitled to attend and vote at the AGM as a shareholder.

3. BUSINESS

The business to be addressed at the AGM is outlined in the Notice of Meeting and further explained below.

Item 1 – Financial Statements and Reports

In accordance with the *Corporations Act 2001 (Cth)* (the Corporations Act), the Financial Report, Directors' Report and Auditor's Report of BBL and its controlled entities for the financial year ended 31 December 2022 will be put before the AGM.

These reports are contained in the Company's 2022 Annual Report. Shareholders can access a copy of the Annual Report on the Company Information section of the Brisbane Broncos website www.broncos.com.au. A copy of the Company's 2022 Annual Report has been sent to all shareholders who elected to receive the document.

This item does not require a formal resolution. Accordingly, neither the Corporations Act nor the Company's Constitution requires a vote of shareholders at the AGM on such reports or statements. However, shareholders will be provided with the opportunity to ask questions with respect to these reports either at the AGM or via bbl@broncos.com.au prior to the meeting subject to receipt in advance five business days prior to the AGM, that is by 10:00am (AEST) on Tuesday 9 May 2023.

Item 2 – Remuneration Report – RESOLUTION ONE

It is a requirement under the Corporations Act that the Annual Report for the financial year ended 31 December 2022 contains a Remuneration Report, which forms part of the Directors' Report and sets out the remuneration policy for the Company and its controlled entities and reports on the remuneration arrangements in place for Directors, Officers and Key Management Personnel.

The Corporations Act requires listed companies to put an annual non-binding resolution to shareholders to adopt the Remuneration Report at the AGM. In line with the legislation, this vote is advisory only and does not bind the Directors or the Company. However, Directors will have regard to the outcome of the vote and any discussion when setting the remuneration policies in future years. Shareholders will have the opportunity to ask questions about the BBL Remuneration Report at the AGM or via bbl@broncos.com.au prior to the meeting subject to receipt in advance five business days prior to the AGM as noted above.

A voting exclusion statement applies to this item of business as set out in the Notice of Meeting.

The Board of BBL recommend that shareholders vote in favour of adopting the Remuneration Report. The Chair of the Meeting intends to vote all available proxies in favour of this Resolution.

Item 3 - Re-election of Director – Mr Darren Lockyer – RESOLUTION TWO

Pursuant to Clause 75 of the Company's Constitution, Mr Darren Lockyer must retire by rotation from the Board. In accordance with Clause 75, Mr Lockyer, being eligible, offers himself for re-election at the Meeting. Mr Lockyer, because of his interest, makes no recommendation in relation to this resolution.

Mr Lockyer's qualifications and experience are detailed in the Directors' Report included in the Annual Report.

The Board of BBL recommend that shareholders vote in favour of the re-election of Mr Lockyer as Director. The Chair of the Meeting intends to vote all available proxies in favour of this Resolution.

Item 4 - Re-election of Director – Mr Neil Monaghan – RESOLUTION THREE

Pursuant to Clause 75 of the Company's Constitution, Mr Neil Monaghan must retire by rotation from the Board. In accordance with Clause 75, Mr Monaghan, being eligible, offers himself for re-election at the Meeting. Mr Monaghan, because of his interest, makes no recommendation in relation to this resolution.

Mr Monaghan's qualifications and experience are detailed in the Directors' Report included in the Annual Report.

The Board of BBL recommend that shareholders vote in favour of the re-election of Mr Monaghan as Director. The Chair of the Meeting intends to vote all available proxies in favour of this Resolution.

EXPLANATORY NOTES

3. VOTING

Voting at the AGM

Voting on all resolutions at the AGM will be conducted by poll. Each shareholder has one vote for each security held in BBL. Voting results will be announced to the ASX and made available on the Brisbane Broncos website as soon as practical after the AGM. Shareholders may vote directly at the meeting in accordance with the instructions issued at the AGM. Shareholders who are unable to attend the AGM are encouraged to appoint a proxy to attend and vote on their behalf. If shareholders direct their proxy how to vote, their votes will be cast at the meeting in accordance with the direction provided. Regardless of whether shareholders plan to physically attend the meeting, they are encouraged to complete and return the enclosed Proxy Form no later than 10.00am (AEST) on 14 May 2023 according to the enclosed instructions. This ensures votes are counted if for any reason shareholders cannot be present on the day of the meeting.

Appointing a Proxy

Each shareholder who is entitled to vote at the AGM may appoint a proxy to attend and vote at the meeting on their behalf. A proxy need not be a shareholder of BBL. Proxies can be appointed in respect of all or a portion of a shareholder's votes. If a shareholder who is entitled to vote at the AGM appoints a proxy, they may specify the way that the proxy is to vote in relation to a resolution and indicate that the specification is to be regarded as a direct vote. If shareholders are entitled to cast two or more votes, they can appoint two proxies each to exercise a specified portion of their voting rights. If the shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes that each may exercise, each may exercise half of the votes (disregarding fractions) on a poll.

Proxies can be appointed using the enclosed Proxy Form and returning via one of the methods outlined below.

Undirected Proxies

The Chair intends to cast undirected proxies in favour of all resolutions, subject to the voting exclusions.

Directed Proxies

If a shareholder appoints a proxy (other than the Chair) and provides directions how to vote, the Chair must cast those proxy votes on the shareholder's behalf if the proxy does not do so.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the corporate representative must comply with the requirements under section 250D of the Corporations Act. The representative should be provided with a certificate, properly executed letter or other document confirming his or her authority to act as that company's representative. The authority may be sent to BBL or its share registry Computershare Investor Services Pty Ltd in advance of the AGM. An appointment of Corporate Representative form is available by contacting BBL's share registry Computershare Investor Services Pty Limited on 1300 552 270 during business hours.

Proxy Lodgement Details

Proxy Forms may be lodged using one of the following methods:

Online:

At <https://www.investorvote.com.au/> using your secure access information or use your mobile device to scan the personalised QR code detailed on the proxy form.

By Mail:

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

By Fax:

Computershare Investor Services Pty Limited
1800 783 447 within Australia or +61 3 9473 2555 outside Australia

Receipt of Proxy Forms

For the appointment of a proxy to be valid and effective, Proxy Forms must be received by the registry Computershare Investor Services Pty Limited, no later than 10:00am (AEST) on Sunday 14 May 2023.

4. QUORUM

The Constitution of BBL provides that at least two members present in person or by proxy constitute a quorum.



BRONCOS
BRISBANE

Brisbane Broncos Limited
A.B.N. 41 009 570 030

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEST) Sunday, 14 May 2023.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 132545

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

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



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Brisbane Broncos Limited hereby appoint

the Chair of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Brisbane Broncos Limited to be held at Broncos Leagues Club, 92 Fulcher Road, Red Hill QLD 4059 on Tuesday, 16 May 2023 at 10:00am (AEST) and at any adjournment or postponement of that meeting.

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

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2.

Step 2 Items of Business

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

	For	Against	Abstain
Item 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Director – Mr Darren Lockyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Re-election of Director – Mr Neil Monaghan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /

Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address

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



BRONCOS
BRISBANE

Brisbane Broncos Limited
A.B.N. 41 009 570 030

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact

BBL

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

Brisbane Broncos Limited Annual General Meeting

The Brisbane Broncos Limited Annual General Meeting will be held on Tuesday, 16 May 2023 at 10:00am (AEST). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 10:00am (AEST) Sunday, 14 May 2023.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Broncos Leagues Club, 92 Fulcher Road, Red Hill QLD 4059

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



MAJOR PARTNER



Clive Berghofer Centre

81 Fulcher Road
Red Hill QLD 4059
Australia
T 07 3858 9111
F 07 3858 9112

info@broncos.com.au
broncos.com.au

13 April 2023

Dear Shareholder

BRISBANE BRONCOS LIMITED – 2023 ANNUAL GENERAL MEETING

I am pleased to invite you to attend the 2023 Annual General Meeting (AGM) of Brisbane Broncos Limited to be held on **Tuesday 16 May 2023 at 10:00am (AEST)**. This year's meeting will be held as an in-person event at **Broncos Leagues Club, 92 Fulcher Road, Red Hill QLD 4059**. The Notice of Meeting including the Explanatory Notes (or a Notice of Meeting letter where applicable), Voting Information and Proxy Form being provided should be read in their entirety.

All voting at the AGM will be conducted by a poll. Therefore, regardless of whether you plan to attend the meeting, I encourage you to complete and return the enclosed Proxy Form no later than 10.00am (AEST) on 14 May 2023 according to the instructions in the Explanatory Notes and Proxy Form. By doing this, your vote will be counted if for any reason you cannot attend. I also encourage you to read the Notice of Meeting (including the Explanatory Notes) and the Proxy Form and consider directing your proxy how to vote on each resolution by marking either the "for" box, the "against" box or the "abstain" box on the Proxy Form. The Directors of BBL recommend that shareholders vote in favour of all resolutions.

During the AGM, CEO David Donaghy and myself will provide a brief presentation before the formal items of business are considered. We will discuss the 2022 financial year results and provide an update on the future outlook of the business. Shareholders will be provided with the opportunity to ask questions with respect to the business of the meeting or about the Brisbane Broncos generally either in person at the AGM or via bbl@broncos.com.au prior to the meeting subject to receipt in advance five business days prior to the AGM, that is by 10:00am (AEST) on Tuesday 9 May 2023.

The Board will endeavour to answer as many of the more frequently raised relevant pre-submitted questions as possible during the course of the meeting. However, there may not be sufficient time to address all of the questions raised. It should be noted that individual responses will not be sent to shareholders.

Thank you for your continued support of Brisbane Broncos Limited. I look forward to your attendance and the opportunity to meet with you.

Yours sincerely

Karl Morris AO
Brisbane Broncos Limited
Chair



Premier Partners