

Notice of 2021 Annual General Meeting

The 2021 Annual General Meeting of
Fleetwood Limited will be held virtually on
Wednesday 17 November 2021 at
9.00am (AWST) / 12.00pm (AEDT)



CHAIR'S LETTER TO SHAREHOLDERS

Dear Shareholders

It is my pleasure to invite you to the 2021 Annual General Meeting of Fleetwood Limited (**AGM**) to be held on Wednesday 17 November 2021 at 9.00am AWST / 12.00pm AEDT.

In light of the continued restrictions on travel and public gatherings this year in response to the COVID-19 pandemic, we will again hold our AGM virtually. The health and safety of our Shareholders, employees and the broader community is paramount.

I strongly encourage all Shareholders to participate in the AGM by:

- reading the Notice of Annual General Meeting carefully;
- attending the AGM via the online platform at <https://web.lumiagm.com/399726576>;
- submitting any questions via email prior to the AGM by emailing info@fleetwood.com.au or online at investorvote.com.au by Wednesday 10 November 2021; and
- voting by proxy following the instructions set out in this Notice of Annual General Meeting and returning your completed Proxy Form in accordance with this Notice of Annual General Meeting by no later than 9.00am AWST on Monday 15 November 2021.

Our website will provide further information about the 2021 AGM and how to participate online. You will be able to find this from our home page **fleetwoodlimited.com.au**. It will include:

- a guide on how to use the Lumi AGM online platform;
- helpful answers to frequently asked questions; and
- access to the Notice of Annual General Meeting and 2021 Annual Report.

If we need to provide any further updates about the AGM, information will be lodged with the ASX and made available at **fleetwoodlimited.com.au**.

We have undergone significant changes at the Board and Executive level in the last 12 months which has provided the impetus for the evolution of Fleetwood's strategies and also provided a refreshed focus on their implementation. I look forward to providing you with an update on the performance and operations of Fleetwood together with our new Chief Executive Officer, Bruce Nicholson, who was appointed on 1 July 2021.

If you haven't done so already, I strongly encourage you to make the switch to paperless communications. It enables us to provide you with information quickly, at a lower cost and in a more sustainable manner. To make the switch, go to **computershare.com/au**.

On behalf of the Board, I would like to thank you for your ongoing support. I am excited about the future for Fleetwood and look forward to welcoming you virtually to our 2021 Annual General Meeting.



John Klepec
Chairman

FLEETWOOD LIMITED
ABN 69 009 205 261

NOTICE OF ANNUAL GENERAL MEETING

The 2021 AGM of Fleetwood Limited ABN 69 009 205 261 (**Fleetwood** or the **Company**) will be held virtually via the online platform at <https://web.lumiagm.com/399726576> on Wednesday 17 November 2021 at 9.00am AWST / 12.00pm AEDT. Fleetwood recommends that participants register online at least 15 minutes before the AGM is scheduled to commence.

ITEMS OF BUSINESS

1 Chairman's welcome to Shareholders

2 Chief Executive Officer's presentation

3 Financial statements and reports

To receive and consider the financial statements of the Company and the reports of the Directors and auditor for the year ended 30 June 2021.

Note: There is no requirement for Shareholders to approve the financial statements and reports.

4 Resolution 1 – Adoption of Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2021, as set out in the 2021 Annual Report, be adopted."

The vote on this Resolution is advisory only and does not bind Fleetwood or the Directors.

Voting Exclusion Statement

The Company will disregard any votes cast (in any capacity) on Resolution 1:

- by or on behalf of a member of the Company's Key Management Personnel (**KMP**) named in the Remuneration Report or their Closely Related Parties (such as close family members and any controlled companies), 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.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on Resolution 1:

- in accordance with a direction as to how to vote on the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy even though Resolution 1 is connected with the remuneration of the Company's KMP.



5 Resolution 2 – Election and Re-Election of Directors

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

(a) Election of John Klepec as a Non-Executive Director

“That John Klepec, having been appointed as a Director of the Company since the last Annual General Meeting and who retires in accordance with Fleetwood’s Constitution, and being eligible, is elected as a Director of Fleetwood.”

(b) Re-election of Mark Southey as a Non-Executive Director

“That Mark Southey, being a Director of the Company who retires in accordance with Fleetwood’s Constitution, and being eligible, is re-elected as a Director of Fleetwood.”

6 Resolution 3 – Approval for the issue of securities under Fleetwood’s Long Term Incentive Plan

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

*“That, for the purposes of ASX Listing Rule 7.2, Exception 13(b) and for all other purposes, the Shareholders approve Fleetwood’s Long Term Incentive Plan (**Long Term Incentive Plan**), the terms and conditions of which are summarised in the Explanatory Memorandum, the grant of Performance Rights under the Long Term Incentive Plan and the issue of Shares upon the vesting of such Performance Rights in accordance with the Long Term Incentive Plan.”*

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- a Director (except a Director who is ineligible to participate in any employee incentive scheme of the Company); or
- any Associate of that person.

However, the Company need not disregard a vote cast by:

- such persons appointed as proxy on behalf of a person who is entitled to vote on Resolution 3, in accordance with the direction on the proxy form; or
- the Chairman, as proxy for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chairman to vote on Resolution 3 as the Chairman decides.

In addition, the Company will disregard votes cast by a member of the KMP (or any of their Closely Related Parties) as proxy, where the appointment does not specify the way the proxy is to vote, unless the proxy is the Chairman of the meeting and has been expressly authorised to vote on behalf of someone entitled to vote on Resolution 3, even though it is connected to the remuneration of KMP.

7 Other Business

To deal with any other business that may be considered in accordance with the Constitution of the Company and the Corporations Act.



Further information in relation to each Resolution to be considered at the AGM is set out in the enclosed Explanatory Notes. The Important Information and Explanatory Notes form part of this Notice of Annual General Meeting.

By order of the Board



Elizabeth Maynard
General Counsel & Company Secretary
14 October 2021



Important Information

Attending and voting

Shareholders can attend and vote at the virtual meeting by:

- attending the virtual AGM and voting online in real time, or if the Shareholder is a corporate Shareholder, appointing a corporate representative to act on the Shareholder's behalf; or
- appointing a power of attorney or a proxy to attend the virtual AGM and vote online in real-time for the Shareholder.

How to vote

You can attend, vote and ask questions in real time at the AGM by entering the following URL in your web browser
<https://web.lumiagm.com/399726576>.

Participating in the meeting online enables Shareholders and proxyholders to view the AGM live, ask questions and cast their votes during the meeting.

Shareholder login details

Shareholders will need the following information in order to login to the Lumi AGM online platform:

- your Shareholder Reference Number (SRN) or Holder Identification Number (HIN); and
- the postcode registered on your holding if you are an Australian Shareholder. Overseas Shareholders should refer to the AGM online guide available at fleetwoodlimited.com.au.

Proxyholder login details

Proxyholders will need to contact Computershare on +61 3 9415 4024 to obtain their login details to participate online during the AGM.

How to ask questions

Fleetwood is committed to making sure that all Shareholders are able to participate in the AGM. To help achieve this, Fleetwood requests that Shareholders:

- submit written questions in advance of the meeting by emailing info@fleetwood.com.au

or online at investorvote.com.au. Questions must be received by Wednesday 10 November 2021;

- if submitting questions at the meeting, submit their questions as early as possible, so that they may be received and queued in preparation for the relevant agenda item;
- are courteous and respectful when submitting their questions; and
- clearly and concisely confine their questions to the matters before the meeting and state which agenda item their question relates to.

The Chairman of the meeting will endeavour to address as many of the more frequently raised questions as possible during the course of the AGM. However, there may not be sufficient time available at the meeting to address all of the questions raised. Please note that individual responses will not be sent to Shareholders.

Entitlement to vote

The Board has determined that you will be entitled to participate in and vote at the AGM if you are a registered Shareholder of Fleetwood Limited as at **5.00pm AWST on Monday 15 November 2021**. Share transfers registered after that time will be disregarded in determining voting entitlements at the AGM.

Shareholders of the Company's shares may vote on all items of business, subject to the voting restrictions described in this Notice.

All resolutions will be by poll

Each Resolution considered at the AGM will be conducted by poll to be in the interests of the Shareholders as a whole and ensure the views of as many Shareholders as possible are represented at the meeting.

Voting by corporate representative

A corporate Shareholder or proxy must appoint a person to act as its representative. The representative must provide Computershare with a formal notice of appointment signed as required by s127 of the Corporations Act or the constitution



of the corporation prior to the meeting. A form of notice of appointment can be obtained from Computershare.

Proxies

If a Shareholder does not want to attend the virtual AGM but is entitled to attend and vote, the Shareholder may appoint a representative or the Chairman as proxy to vote for the Shareholder. A representative can be a natural person but does not need to be a member of Fleetwood. If the representative is a proxy, the proxy can be appointed in respect of some or all of the votes held by the Shareholder.

If the Shareholder is entitled to two or more votes, the Shareholder can appoint two proxies and specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

Online

All Shareholders can appoint a proxy to vote on their behalf online at **investorvote.com.au** by following the instructions set out on the website.

Shareholders who elected to receive their Notice of Annual General Meeting electronically or have provided Fleetwood with their email address will have received an email with a link to Computershare's website. For all other Shareholders you will receive a letter by direct mail with instructions on how to vote online, which includes a specific six digit Control Number to vote online.

In order to take effect, the proxy appointment (and any authority under which the proxy was signed or a certified copy of the authority) must be received by Computershare no later than **9.00am AWST on Monday 15 November 2021**.

Shareholders who appoint a proxy or power of attorney may still attend the virtual AGM. However, if the Shareholder votes on a Resolution, the proxy or attorney is not entitled to vote as that Shareholder's proxy or attorney on the Resolution.

Custodian Voting

For intermediary online subscribers only (custodians) please visit **intermediaryonline.com** to submit your voting intentions.

By Mail

If Shareholders are unable to complete an online proxy appointment, a proxy form can be requested by contacting Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas). Completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned to Computershare no later than **9.00am AWST on Monday 15 November 2021**. The proxy form and authority must be returned as set out below:

- by post to Computershare Investor Services Pty Limited, GPO BOX 242, Melbourne, Vic 3001; or
- by facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Voting by power of attorney

Where a Shareholder appoints a power of attorney to act on his or her behalf at the AGM, such appointment must be made by a duly executed power of attorney. The power of attorney or a certified copy of the power of attorney must be received by **9.00am AWST on Monday 15 November 2021**. The power of attorney must be provided to Computershare as set out above.

Chairman's voting intention for undirected proxies

The Chairman of the meeting intends to vote undirected proxies (where he has been appropriately authorised, having regard to the voting exclusions) in favour of each Resolution set out in the Notice of Annual General Meeting.

Webcast

A live webcast of the meeting will be available on Fleetwood's website at **fleetwoodlimited.com.au** from 9.00am AWST / 12.00pm AEDT on Wednesday 17 November 2021. The webcast will be recorded and made available to view after the meeting.

Technical difficulties

In the event that any technical difficulties arise, the Chairman has discretion as to whether and how the meeting should proceed. In exercising this discretion, the Chairman will have regard to the number of Shareholders and proxy holders impacted and the extent to which participation in the business of the meeting is affected.



Where the Chairman considers it appropriate, the Chairman may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to appoint a proxy and submit a directed proxy vote, even if they plan to attend the meeting online.

If a Shareholder is unable to participate in the virtual meeting, or will not have access to a device or the internet, they are encouraged to appoint a proxy and submit a proxy vote via **investorvote.com.au**. All proxy votes, whether submitted online or in hard copy must be lodged by **9.00am AWST on Monday 15 November 2021**.

Electronic delivery

By corresponding with you electronically, Fleetwood is able to reduce costs and provide more timely information. Information such as the

Notice of Annual General Meeting, Online Proxy and Dividend Advice can be accessed through web address links that will be sent to you via email. You will also be able to update certain information relating to your shareholding such as Tax File Number Notification, Direct Credit Instruction and Change of Address. To register your email address, go to **computershare.com/au**.

The default method for receiving an Annual Report is via the Company's website. Accordingly, if you have not requested a printed copy of the Annual Report, you can now download the 2021 Annual Report at **fleetwoodlimited.com.au**.

Results of the meeting

Voting results will be announced on the ASX as soon as practicable after the AGM and also made available on Fleetwood's website at **fleetwoodlimited.com.au**.



EXPLANATORY NOTES

These Explanatory Notes form part of the Notice of Annual General Meeting and provide Shareholders with information to assess the merits of the proposed Resolutions in the Notice. The Directors recommend Shareholders read the Explanatory Notes in full before making any decision in relation to a Resolution.

1 Financial statements and reports

The Corporations Act requires the:

- reports of the Directors and auditor; and
- annual financial report, including the financial statements of the Company for the year ended 30 June 2021,

to be laid before the AGM. The Corporations Act does not require a vote of Shareholders on the reports or statements. However, Shareholders will be given a reasonable opportunity to raise questions and make comments on the reports and statements at the AGM.

The Company's auditor for the 2021 financial year, Grant Thornton, will also be available at the AGM and a reasonable opportunity will be given to Shareholders, as a whole, to ask questions of the auditor 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 its audit for the year ended 30 June 2021. Please submit any questions by no later than Wednesday 10 November 2021. The auditor is not required to provide written answers.

A copy of the 2021 Annual Report is available on Fleetwood's website at fleetwoodlimited.com.au.

2 Resolution 1 – Adoption of Remuneration Report

The Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's 2021 Annual Report be adopted. The Remuneration Report details various matters regarding the remuneration of Fleetwood's Non-Executive Directors, the Chief Executive Officer and other senior executives, and is set out in Fleetwood's Annual Report for the year ended 30 June 2021.

The Remuneration Report:

- details the principles used to determine the nature and amount of remuneration;
- sets out the remuneration details of each Director and other senior executives of Fleetwood; and
- provides a detailed summary of the short and long term incentives and how performance is measured against them.

The Chairman of the meeting will allow Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The vote on the adoption of the Remuneration Report is advisory only and does not bind the Board or Fleetwood. Notwithstanding, the Board will take the outcome of the vote into consideration when setting remuneration practices and policies for future years.

If, at two consecutive annual general meetings of the Company, 25% or more of the votes cast on a resolution that the Remuneration Report be adopted are against the adoption of the Remuneration Report, the Company will be required to put to Shareholders a resolution at the second annual general meeting proposing the calling of an extraordinary general meeting to consider the election of Directors of the Company (known as a "spill resolution").



If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene an extraordinary general meeting (known as a “spill meeting”) within 90 days of the spill resolution. All of the Directors who were in office when the Remuneration Report (being, the report laid before the second annual general meeting) was approved by the Board will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting. Following the spill meeting, those persons whose re-election as Directors is approved will remain Directors of the Company.

The Company’s Remuneration Report for the financial year ended 30 June 2020 was adopted at the 2020 Annual General Meeting of the Company by more than 75% of the eligible votes cast.

Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board unanimously recommends that Shareholders **vote in favour of adopting the Remuneration Report**.

3 Resolution 2 – Election and Re-Election of Directors

The Board has an ongoing focus to ensure it has the appropriate diversity of skills, experience and strategic thinking capabilities that are required to lead Fleetwood. The Board considers that each Director seeking election and re-election makes a significant and valuable contribution to the Board and is committed to fulfilling their duties as a Director of Fleetwood.

**Election of John Klepec, BCOMM, MAICD
Non-Executive Director
Chairman**

John Klepec was appointed as a Non-Executive Director on 19 November 2020, and as Chair of the Board on 26 February 2021. In accordance with Rule 15.11 of Fleetwood’s Constitution and ASX Listing Rule 14.4, a Director appointed by the other Directors of the Company only holds office until the next Annual General Meeting of the Company. Accordingly, John Klepec retires from the Board and, being eligible, offers himself for re-election.

John possesses considerable expertise in commercial management, business development and finance across a wide range of industry groups including construction, materials, resources, agriculture, logistics, health care and media.

John has significant public company experience, including most recently, Executive Chairman of Wellard Limited and previously as a non-executive director and alternate director of Ten Network Holdings Limited. John was previously the Chief Development Officer for Hancock Prospecting, and prior to that, held senior management positions with major Australian publicly listed companies BHP Billiton Limited, Mayne Group Limited and with the BGC Group.

John holds a Bachelor of Commerce and is a member of the Australian Institute of Company Directors.

Prior to submitting himself for election, John confirmed that he will have sufficient time to fulfil his duties as a Director of Fleetwood.

Recommendation

The Board (with John Klepec abstaining) unanimously endorses the election of John Klepec as a Director and recommends that Shareholders **vote in favour of the Resolution**.



Re-Election of Mark Southey, BSC (HONS), MBA, GAICD
Non-Executive Director
Chair of Remuneration Committee

Rule 15.6 of Fleetwood's Constitution provides that, at each Annual General Meeting one-third of Directors (except for the Managing Director) or, if their number is not three or a multiple of three, then the number nearest but not exceeding one-third, shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election. Accordingly, Mark Southey retires by rotation and offers himself for re-election.

Mark Southey joined the Board as a Non-Executive Director in October 2018 and was thereafter appointed as Chair of the Remuneration Committee. Mark has considerable experience in engineering and construction projects, commercial management, business development and strategy across a broad range of industrial sectors.

Mark has significant public company experience and is currently non-executive chairman of Arafura Resources Ltd and sits on the advisory board of Gas Cleaning Technologies (GCT) Dallas. Prior to this, Mark held senior positions in Honeywell and ABB in Australia an internationally and was a long-term member of the Worley executive leadership team where he held the position of Group Managing Director for the Minerals, Metals and Chemicals Sector.

Mark holds a Bachelor of Science (Hons) in Engineering with Business Studies, has an MBA from the University of Sydney Business School, and is a Graduate of the Australian Institute of Company Directors.

Prior to submitting himself for re-election, Mark confirmed that he will have sufficient time to fulfil his duties as a Director of Fleetwood.

Recommendation

The Board (with Mark Southey abstaining) unanimously endorses the re-election of Mark Southey as a Director and recommends that Shareholders **vote in favour of the Resolution**.

4 Resolution 3 – Approval for the issue of securities under Fleetwood's Long Term Incentive Plan

The Company previously sought (and was granted) approval for the employee incentive scheme titled "Executive Long Term Incentive Plan" (**Long Term Incentive Plan**) at its annual general meeting held on 30 November 2018 for all purposes including Listing Rule 7.2 (Exception 13(b) - then Exception 9(b)).

The Board is now seeking re-approval of, for all purposes including Listing Rule 7.2, Exception 13(b), the Long Term Incentive Plan and the issue of securities under the Plan. The Board believes that the Company will continue to benefit from the flexibility of having an equity based plan allowing the Board to grant Performance Rights which will only vest on the satisfaction of appropriate performance conditions set by the Board.

Shareholder approval is not required under the Corporations Act or the Listing Rules for the operation of the Long Term Incentive Plan. However, Shareholder approval is being sought to allow the Company to rely on an exception to the calculation of the placement limits imposed by Listing Rule 7.2 on the number of securities that may be issued without shareholder approval. Listing Rule 7.2, Exception 13(b) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme that has been approved by shareholders and the issue of securities is within 3 years from the date of shareholder approval of the issue of securities under the employee incentive scheme.

All employees of the Group whom the Board have determined are entitled to participate, are eligible participants under the Long Term Incentive Plan. Shareholder approval is required before any Director or related party of the Company can participate in the Long Term Incentive Plan.



If Resolution 3 is not passed, Fleetwood can still grant Performance Rights and issue associated Shares under the Long Term Incentive Plan, but this will reduce the Company's 15% limit on issuing equity securities without Shareholder approval under Listing Rule 7.1.

The terms of the Long Term Incentive Plan are set out in the Schedule.

Information required by ASX Listing Rule 7.2

The following information is provided for the purposes of Listing Rule 7.2, Exception 13(b) which sets out the information that must be provided to Shareholders in order to obtain Shareholder approval under Listing Rule 7.2:

- a summary of the terms of the Long Term Incentive Plan is set out in the Schedule;
- the number of securities which have been issued under the Long Term Incentive Plan since the date of the last approval under Listing Rule 7.2 is 4,457,078;
- following this approval, the maximum number of Performance Rights proposed to be issued within the next three years under the Long Term Incentive Plan is 4,709,937; and
- a voting exclusion statement with respect to Resolution 3 is included in this Notice.

Recommendation

The Board unanimously recommends that Shareholders **vote in favour of the Resolution**.



GLOSSARY

Associate has the meaning given to that term in the Listing Rules.

Annual General Meeting, AGM or Meeting means the general meeting the subject of this Notice.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors.

Chairman or Chair means the person chairing the Meeting from time to time.

Closely Related Party of a member of the Key Management Personnel means: (a) a spouse or child of the member; or (b) a child of the member's spouse; or (c) a dependent of the member or the member's spouse; or (d) anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member in the member's dealings with the Company; or (e) a company the member controls; or (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company means Fleetwood Limited ABN 69 009 205 261.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a current director or alternate director of the Company.

Explanatory Notes means this explanatory note attached to the Notice.

Group means the Company and its subsidiaries.

Key Management Personnel or KMP has the same meaning as in the accounting standards. Broadly speaking this includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any Director.

Listing Rules means the Listing Rules of ASX.

Long Term Incentive Plan means Fleetwood's Long Term Incentive Plan approved by Shareholders at the Company's 2018 Annual General Meeting.

Non-Executive Director means a current non-executive director of the Company.

Notice and **Notice of Annual General Meeting** means the notice of meeting which accompanies the Explanatory Notes.

Performance Right means a right to acquire a Share subject to certain conditions.

Remuneration Report means the remuneration report prepared in accordance with section 300A of the Corporations Act.

Resolution means a resolution referred to in the Notice.

Share means a fully paid ordinary share in the Company.

Shareholder means a shareholder of the Company.



SCHEDULE - SUMMARY OF KEY TERMS OF THE LONG TERM INCENTIVE PLAN

A summary of the key terms of the Long Term Incentive Plan is set out below. A copy of the Long Term Incentive Plan will be made available free of charge by Fleetwood if requested by a Shareholder. All requests should be directed to the Company Secretary.

Objective

As part of Fleetwood's strategy, the Board wishes to be in a position to grant Performance Rights under the Long Term Incentive Plan to eligible employees as a performance incentive. The grant will provide those employees with an opportunity to be rewarded for Company performance, and further align their interests with the interests of the Company and Shareholders.

Performance Rights

A Performance Right is a right to be allocated a Share upon the satisfaction of certain performance conditions that are attached to a Performance Right, as determined by the Board.

The number of Performance Rights granted under the Long Term Incentive Plan and the conditions that must be satisfied in order for the Performance Rights to vest, are determined by the Board and expressed in a written invitation (**Invitation**) made by Fleetwood to the eligible participant within a specified period. The conditions imposed on the Performance Rights relate to the performance of the Company.

Eligible Participants

All employees of the Group whom the Board have determined are entitled to participate, are eligible participants under the Long Term Incentive Plan. Shareholder approval is required before any Director or related party of the Company can participate in the Long Term Incentive Plan.

Consideration Payable

The Performance Rights are granted for no consideration unless determined otherwise by the Board.

Vesting of Performance Rights

The Board determines the extent and date upon which Performance Rights will vest. Performance Rights will lapse (in full or part) to the extent that the Board determines the relevant conditions have not been satisfied.

Restrictions on Dealing

Performance Rights are non-transferable unless the Board otherwise provides written consent.

All Shares issued to a participant under the Long Term Incentive Plan will be subject to the Company's Securities Trading Policy. In addition, the Board has the discretion to impose further restrictions on Shares issued to a participant under the Long Term Incentive Plan in the Invitation.

Term and Lapse

The term of a Performance Right is determined by the Board in its absolute discretion and is specified in the Invitation. Performance Rights are subject to lapsing if performance conditions are not met by the relevant measurement date or expiry date (if no other measurement date is specified) or if the eligible participant resigns or if the eligible participant's employment is terminated for cause.

Ceasing Employment

Under the Long Term Incentive Plan, an eligible participant who ceases to be an employee for reasons other than resignation or termination for cause may have their Performance Rights vest on a pro rata basis. The Board retains total discretion to determine the treatment of vested or unvested rights upon a participant ceasing to be an employee.



Amendments to the Long Term Incentive Plan

The Board may at any time and from time to time amend the Long Term Incentive Plan. However, any amendment to the Long Term Incentive Plan is subject to any restrictions or procedural requirements relating to the amendment or the rules of an employee incentive scheme imposed by the Listing Rules or applicable securities laws.

Forfeiture

If an eligible participant acts fraudulently, dishonestly or has willfully breached his or her obligations to the Group, the Board will have the discretion to determine that any Performance Right granted to the eligible participant will lapse.

No Participation Rights

There are no participation, dividend or voting rights or entitlements inherent in the Performance Rights. An eligible participant will only be entitled to participate in new issues of capital offered to Shareholders to the extent that the Performance Rights have vested, and the eligible participant has become a Shareholder.

Variations of Capital

If there is a reorganisation of the share capital of the Company, including consolidation, subdivision, reduction or return of issued capital or bonus issue, the Board has discretion to adjust an eligible participant's Performance Rights to ensure that such participants do not enjoy a windfall gain and do not suffer a material detriment as a result of any corporate action. Any adjustments will be consistent with the requirements of the Listing Rules.

Limits on Entitlements

No Invitation will be made if the number of Shares that have been or would be issued in any of the following circumstances in aggregate would exceed 5% of the total number of Shares on issue at the date of the Invitation:

- the number of the eligible participant's Shares that may be issued, transferred or granted under the Long Term Incentive Plan; and
- the number of Shares that were, or may be, issued as a result of an offer made at any time during the previous 3 year period:
 - under any other Group employee incentive scheme covered by an applicable class order issued by ASIC; and
 - any ASIC exempt arrangement of a similar kind to an employee incentive scheme (as defined in the ASIC class order).

Individual Limits

The Long Term Incentive Plan does not set out a maximum number of Shares that may be issuable to a participant.

Takeover Bid or Change of Control

Where:

- a takeover bid is made for the Company and the Board recommends acceptance of that bid by the Company's shareholders;
- a Court orders that a meeting of shareholders of the Company be held to consider a scheme of arrangement between the Company and its shareholders; or
- the Board determines that some other transaction has occurred, or is likely to occur, which involves a change of control of the Company,



the Board may, in its absolute discretion, determine that any Performance Right that has not vested will vest on the date determined by the Board.

Suspension or Termination of the Long Term Incentive Plan

The Long Term Incentive Plan may be suspended or terminated at any time by resolution of the Board. Suspension or termination of the Long Term Incentive Plan will not prejudice the accrued rights of participants.

