



**COMBINED NOTICE OF GENERAL MEETINGS**  
OF  
ARDENT LEISURE LIMITED  
(ABN 22 104 529 106)  
AND  
ARDENT LEISURE TRUST  
(ARSN 093 193 438)

20 NOVEMBER 2018  
AT  
10:00 AM (SYDNEY TIME)

The Mint  
10 Macquarie Street  
SYDNEY NSW 2000

**IMPORTANT**

All eligible holders of stapled securities should consider voting on the proposed resolutions. Your vote is important and we thank you for your support.

**If you are unable to attend the meeting in person, please complete and return the enclosed proxy form before 10:00 am (Sydney time) on Sunday, 18 November 2018. Proxy forms can be lodged by post, online, facsimile transmission or hand delivery.**

Ardent Leisure Group  
Comprising  
Ardent Leisure Trust ARSN 093 193 438  
(Manager: Ardent Leisure Management Limited ABN 36 079 630 676, AFS Licence No. 247010) and  
Ardent Leisure Limited ABN 22 104 529 106

## Combined Notice of General Meetings

This combined notice of general meetings is issued by Ardent Leisure Limited (ABN 22 104 529 106) (“**Company**”) and Ardent Leisure Management Limited (ABN 36 079 630 676) (“**Manager**”) as responsible entity of Ardent Leisure Trust (ARSN 093 193 438) (“**Trust**”). The Company and the Trust are together referred to as Ardent Leisure Group (“**Group**”).

Notice is hereby given that the annual general meeting of the Company and the general meeting of the Trust will be held concurrently:

<b>Date</b>	<b>Tuesday, 20 November 2018</b>
<b>Registration</b>	9:00am
<b>Commencement</b>	10:00am
<b>Venue</b>	The Mint 10 Macquarie Street SYDNEY NSW 2000
<b>Proxy Form Deadline</b>	10:00 am on <b>Sunday, 18 November 2018</b>

### Chairman

Dr Gary Weiss as Chair of the Board of Directors of the Company will preside as Chair of the annual general meeting of the Company. The Manager has appointed Dr Gary Weiss to be Chair of the general meeting of the Trust.

### Quorum

The quorum for the meeting of the Company is at least two members present in person or by representative holding ordinary shares. The quorum for the meeting of the Trust is at least two members present in person or by proxy together holding at least 10% of all units in the Trust.

If a quorum is not present within 15 minutes or a longer period allowed by the Chair, the combined meetings will be adjourned to a time and place determined by the Directors.

### Ordinary Business

#### Receive and Consider Financial Report, Directors’ Report and Independent Auditor’s Report

To receive and consider the Financial Report, Directors’ Report and Independent Auditor’s Report for the Company and the Group for the year ended 26 June 2018.

#### Remuneration Report

To consider and if thought fit to pass, the following resolution as a non-binding ordinary resolution of the Company in accordance with Section 250R(2) of the *Corporations Act 2001 (Cth)* (Corporations Act).

#### Resolution 1 - Remuneration Report

*That, the Company’s Remuneration Report for the financial year ended 26 June 2018, as set out in the Directors’ Report, be received, considered and adopted.*

## **Voting**

Resolution 1 will be put to the meeting by way of a poll. Please note that, in accordance with Section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Company or its Directors.

## **Recommendation**

The Directors recommend you vote in favour of Resolution 1.

## **Ordinary Resolutions**

To consider, and if thought fit to pass with or without modification, the following resolutions as ordinary resolutions of the Company.

### **Resolution 2 - Re-elect Don Morris AO as a Director**

*That, Mr Morris AO who retires by rotation in accordance with Clause 15.11 of the Company's Constitution and being eligible for re-election, be re-elected as a Director.*

## **Voting**

Resolution 2 will be decided on a poll and can only be passed if more than 50% of votes cast by persons eligible to vote are in favour.

## **Recommendation**

The Directors, other than Mr Morris AO, recommend you vote in favour of Resolution 2.

### **Resolution 3 – Re-elect Brad Richmond as a Director**

*That, Mr Richmond who retires by rotation in accordance with clause 15.11 of the Company's Constitution and being eligible for re-election, be re-elected as a Director.*

## **Voting**

Resolution 3 will be decided on a poll and can only be passed if more than 50% of votes cast by persons eligible to vote are in favour.

## **Recommendation**

The Directors, other than Mr Richmond, recommend you vote in favour of Resolution 3.

### **Resolution 4 – Elect Ms Toni Korsanos as a Director**

*That, Ms Korsanos following her appointment as a Director to fill a casual vacancy in accordance with Clause 15.16 of the Company's Constitution and being eligible, be elected as a Director.*

## **Voting**

Resolution 4 will be decided on a poll and can only be passed if more than 50% of votes cast by persons eligible to vote are in favour.

## **Recommendation**

The Directors, other than Ms Korsanos, recommend you vote in favour of Resolution 4.

## **Background Information**

To assist you to make an informed decision about voting on the proposed resolutions, attached is an Explanatory Statement which forms part of the combined notice of meetings.

## **How do I exercise my right to vote?**

The Directors of the Company and the Manager have determined pursuant to regulation 7.11.37 of the Corporations Regulations that investors appearing on the register at 10:00am on Sunday, 18 November 2018 are entitled to attend and subject to any voting restrictions, vote at the combined meetings. Accordingly, transfers registered after this time will be disregarded in determining the entitlement to vote at the combined meetings.

If your stapled securities are jointly held, only the vote of the person named first in the register will be counted. You need not exercise all of your votes in the same way, nor vote all of your securities. Voting on ordinary and special resolutions will be by way of a poll. On a poll, you have in relation to the Company resolutions one vote for each fully paid share you hold in the Company and in relation to the Trust resolutions you have one vote for each dollar of the value of total units you hold in the Trust.

## **Corporations**

In order to vote at the meetings, a corporate holder may either appoint a proxy or appoint an individual as its corporate representative to exercise its powers. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The appointed representative should either lodge with the registry before the meeting, or bring to the meeting, evidence of appointment including any signed authority.

## **Voting by Proxy**

If you cannot attend and vote at the combined meetings, you have the right to appoint a person or body corporate to attend as your proxy. Your proxy does not need to be an investor. If you appoint a body corporate as your proxy, the body corporate will need to appoint an individual as its corporate representative to exercise its powers at the meetings and provide satisfactory evidence of the appointment prior to the commencement of the combined meetings.

You may complete the proxy form in favour of the Chairman or appoint up to two proxies to attend and vote on your behalf. If you wish to appoint two proxies, a second proxy form can be obtained from Link Market Services Limited by telephoning 1300 720 560. Both forms should be completed with the nominated number of voting rights. If you appoint two proxies and the appointment does not specify the number of votes the proxies may exercise, each proxy may exercise one half.

To ensure that all investors are able to exercise their right to vote on the proposed resolutions, a proxy form is enclosed together with a reply-paid envelope. This proxy form is a combined proxy form. Completed proxy forms must be received no later than 48 hours prior to the commencement of the combined annual meetings by:

- **Post** to Ardent Leisure Limited, c/o Link Market Services, Locked Bag A14, Sydney South NSW 1235;
- **Online** at <http://www.linkmarketservices.com.au/>;

- **Facsimile** transmission on +61 2 9287 0309; or
- **By hand** delivery to Ardent Leisure Limited, c/o Link Market Services Limited, 1A Homebush Bay Drive, Rhodes, NSW 2138.

### **Submission of written questions to the Company, Manager or Auditor**

An investor who is entitled to vote at the meeting may submit written questions to the Company or the Manager via the Chairman or the Auditor in advance of the meetings. The questions should relate to:

- (a) the business of the Company or Trust;
- (b) the Group's Annual Report;

If the question is directed to the Auditor, the questions should relate to:

- (i) the preparation and content of the Auditor's report to be considered at the meeting;
- (ii) the conduct of the audit or the Auditor's independence; or
- (iii) the accounting policies adopted by the Group in relation to the preparation of the financial statements.

The questions must be received by the Group's registrar, Link Market Services Limited, before 5:00 pm on Monday, 13 November 2018. Questions may be submitted by post, facsimile, online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) by selecting 'AGM Questions' from the home page and following the prompts.

### **Registration**

If you plan to attend the combined meetings, please ensure that you arrive at least 30 minutes prior to the commencement of the meetings to allow enough time to confirm the number of securities you hold and to note your attendance. Registration will be open 1 hour prior to the commencement of the meetings.

### **Webcast**

An archived webcast of the combined annual meeting will be available online at [www.ardentleisure.com](http://www.ardentleisure.com) the business day following the combined meetings.

By order of the Board of Directors of Ardent Leisure Limited and Ardent Leisure Management Limited.

*Bronwyn Weir*

Bronwyn Weir  
Company Secretary

21 September 2018

## **Explanatory Statement**

### **Resolution 1 - Remuneration Report**

A copy of the Remuneration Report which sets out remuneration arrangements for the Group can be found on pages 14 to 33 of the 2018 Annual Report, a copy of which will be available at [www.ardentleisure.com](http://www.ardentleisure.com). To request a copy of the Annual Report please send an email to [investor.relations@ardentleisure.com](mailto:investor.relations@ardentleisure.com) or contact Link Market Services Limited on 1300 720 560.

Investors are asked to adopt the Group's Remuneration Report. The Remuneration Report:

- details the policies behind, and the structure of, the remuneration arrangements of the Group and the link between the remuneration of KMP and the Group's performance;
- sets out the remuneration arrangements for each KMP and Director; and
- details the remuneration decisions taken during the financial year ended 26 June 2018.

Investors will have a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote.

The vote on this resolution is advisory only and does not bind the Directors or the Group. However, the Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Group.

### **Voting Exclusion Statement**

For the purposes of Section 250R of the *Corporations Act*, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of:

- a member of the Key Management Personnel (**KMP**) of the Group, details of whose remuneration are included in the Remuneration Report; or
- a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 1 if the vote is not cast on behalf of a person described above and either:

- the person votes as a proxy appointed by writing that specifies the way the proxy is to vote on the resolution; or
- the vote is cast by the Chairman of the Meeting acting as proxy for a person entitled to vote on Resolution 1 because the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

### **Recommendation**

It is proposed that investors receive, consider and adopt the Remuneration Report.

## **Resolution 2 – Re-elect Don Morris AO as a Director**

### **Background**

In accordance with clause 15.11.1 of the Company's Constitution, one third of the Directors must retire from office at each annual general meeting. Accordingly, Mr Morris AO retires by rotation and offers himself for re-election.

Don Morris AO was appointed a Director of both the Company and the Manager in January 2012 and brings to the Board significant experience of advertising, marketing and promotion, particularly for tourism.

Don was a founding principal of Mojo Australia Advertising, creators of several iconic Australian advertising campaigns, including 'I Still Call Australia Home' for Qantas, the Paul Hogan 'Shrimp on the Barbie' for Australian tourism and 'C'mon Aussie C'mon' for World Series Cricket.

Don was Chair of both the Australian Tourist Commission and Tourism Queensland. He is a former director of Mojo MDA Group Limited, R M Williams Limited, Harvey World Travel Limited, PMP Limited, the Tourism & Transport Forum, Tourism Asset Holdings Limited, Hamilton Island Enterprises Limited and Port Douglas Reef Resorts Limited.

Don was appointed an Officer of the Order of Australia in 2002 for services to tourism, and holds a Bachelor of Economics from Monash University.

Don's current directorships include, Fantasea Cruising Pty Limited and Ausflag Limited. He is Chair of Tourism Think Tank, and non-executive Chair of Pure Projects, the largest wholly Australian international project management group.

He was appointed an Adjunct Professor in Tourism by Griffith University in 2012. In 2013, he received an Honorary Degree of Doctor of the University, and was appointed Chair of the Advisory Board of the Griffith Institute for Tourism (GIFT).

Don is a member of the Remuneration and Nomination Committee, Safety, Sustainability & Environment Committee and Dreamworld Committee.

### **Recommendation**

The Directors, other than Mr Morris AO, recommend you vote in favour of Resolution 2.

## **Resolution 3 – Re-elect Brad Richmond as a Director**

### **Background**

In accordance with clause 15.11.1 of the Company's Constitution, one third of the Directors must retire from office at each annual general meeting. Accordingly, Mr Richmond retires by rotation and offers himself for re-election.

Brad Richmond was appointed a Director of both the Manager and the Company on 3 September 2017.

Brad is a Certified Public Accountant with 36 years' experience in finance, operations and strategic planning in the full service restaurant industry in North America. Brad recently held the position of Senior Vice-President and Chief Financial Officer of Darden Restaurants Inc., the world's largest full-service restaurant company operating multiple brands including Olive Garden, LongHorn Steakhouse, Season's 52, The Capital Grille, Eddie V's, Yard House and Bahama Breeze. Prior to this position, Brad held a number of other roles at

Darden including Senior Vice President and Corporate Controller and Senior Vice President, Brand Financial Leader at various Darden brands.

Before joining Darden, Brad was a senior auditor with Price Waterhouse & Co.

Brad holds a Bachelor of Sciences/Bachelor of Arts degree from the University of Missouri.

Brad is Chair of the Main Event Committee and member of the Audit & Risk Committee (having formally been Chair of the Audit & Risk Committee until 1 July 2018).

### **Recommendation**

The Directors, other than Mr Richmond, recommend you vote in favour of Resolution 3.

### **Resolution 4 – Elect Ms Toni Korsanos as a Director**

#### **Background**

In accordance with clause 15.16 of the Company's Constitution, Ms Korsanos offers herself for election having been appointed a Director of the Company effective 1 July 2018 to fill a casual vacancy.

Ms Korsanos was appointed a Director of both the Company and Manager on 1 July 2018.

Toni has more than twenty years' senior executive experience in financial and general management, strategy, mergers and acquisitions, communications, technology and risk management. Toni was the Chief Financial Officer (2009 to 2018) and Company Secretary (2011 to 2018) of Aristocrat Leisure Limited. Prior to working at Aristocrat, Toni held a number of finance and business development positions at Kellogg's Australia and New Zealand, Goodman Fielder Limited and Coopers & Lybrand in Sydney.

Toni has a Bachelor of Economics (Accounting & Finance) from Macquarie University and is a Member of the Institute of Chartered Accountants. Toni is also a Member of Chief Executive Women and a Non-Executive Director of Crown Resorts Limited and Webjet Limited.

Toni is Chair of the Audit and Risk Committee.

### **Recommendation**

The Directors, other than Ms Korsanos, recommend you vote in favour of Resolution 4.

### **Meeting Location**

The Mint  
10 Macquarie Street  
SYDNEY NSW 2000

### **Public transport and parking information**

**Train** – the closest train station is Martin Place. For information about train times please call 131 500 or go to <https://transportnsw.info/>

**Bus** – for information about bus routes and timetables, please call 131 500 or go to <https://transportnsw.info/>

**Parking** – the closest Secure Parking is located at 131 Macquarie Street, Sydney 2000

### **Electronic Investor Communications**

You can now receive this document and communication issued by the Group by email notification, please visit the 'Investors' page at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) or contact Link Market Services on 1300 720 560 to change your communication preference.



# ARDENT LEISURE

## Ardent Leisure Group

Comprising  
**Ardent Leisure Trust**  
ARSN 093 193 438  
(Manager: Ardent Leisure Management Limited  
ABN 36 079 630 676, AFS Licence No. 247010) and  
**Ardent Leisure Limited**  
ABN 22 104 529 106

## LODGE YOUR VOTE

**ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

**BY MAIL**  
Ardent Leisure Group  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

**BY FAX**  
+61 2 9287 0309

**BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000

**ALL SCHEME MEETING ENQUIRIES TO**  
Telephone: 1300 502 987 Overseas: +61 2 8022 7944

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



X99999999999

## PROXY FORM

I/We being a member(s) of Ardent Leisure Group (the **Company**) and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

**the Chairman of the Meeting (mark box)**

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

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (Sydney time) on Tuesday, 20 November 2018 at The Mint, 10 Macquarie Street, Sydney NSW 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**Important for Resolution 1:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

### VOTING DIRECTIONS

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

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

STEP 2

#### Resolutions

	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-elect Mr Don Morris AO as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-elect Mr Brad Richmond as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Elect Ms Toni Korsanos as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

### SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

STEP 3

AAD PRX1801C



## HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

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

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Sydney time) on Sunday, 18 November 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

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

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



#### BY MAIL

Ardent Leisure Group  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138  
or  
Level 12  
680 George Street  
Sydney NSW 2000

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

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