

Notice of Annual General Meeting and Explanatory Statement

For the Annual General Meeting to be held at 11.00am (Melbourne time) on Tuesday, 22 June 2021.

This is an important document. Please read it carefully. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Due to COVID-19 social distancing requirements, shareholders wishing to participate at the meeting are encouraged to do so virtually via the webinar. Shareholders attending virtually will be taken for all purposes to be in attendance as if they were physically there. COVID-19 rules regarding social distancing are subject to constant change, and limitations are likely to apply to the number of people who may attend physically. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, FAR Limited will make further information available through the ASX website at asx.com.au (ASX: FAR) and on its website.

Due to the expiration of the Corporations (Coronavirus Economic Response) Determination (No. 3) 2020 which had permitted fully virtual meetings, the Directors have determined to conduct the meeting via virtual webinar and physically at the offices of Baker McKenzie, Level 19, 181 William Street, Melbourne.

If you are unable to attend the Annual General Meeting, please vote online OR complete the form of proxy enclosed and return it in accordance with the instructions set out on that form.

TIME AND PLACE OF MEETING AND HOW TO VOTE

Participation at the Meeting

The Annual General Meeting of the shareholders of the Company will be held at **11.00am (Melbourne time) on Tuesday, 22 June 2021** virtually and at the offices of Baker McKenzie at Level 19, 181 William Street, Melbourne.

Shareholders may attend the AGM virtually by visiting <https://web.lumiagm.com> on your smartphone, tablet or computer. To participate in the Meeting, you will be required to enter the unique 9 digit Meeting ID provided below.

Meeting ID: 300-678-968

Lumi enables Shareholders to:

- see the Meeting presentation materials and listen to the Meeting live;
- vote online during the Meeting; and
- ask questions and make comments online during the Meeting.

Important information

To participate and vote online you will need your Shareholder number and postcode. Shareholders should register at least 15 minutes before the commencement of the Meeting. Further information including the Lumi User Guide is available on our website: www.far.com.au/AGM.

How to Vote

You may vote online or in person during the meeting, by proxy or authorised representative. You are encouraged to submit your proxy or vote online prior to the meeting.

Voting by Proxy

- send the completed and signed Proxy Form by post to Computershare, GPO Box 242, Melbourne, Victoria 3001; or by facsimile to Computershare on facsimile number outside Australia +61 (3) 9473 2555 or within Australia 1800 783 447

Or

- for online voting, visit www.investorvote.com.au; or
- for intermediary Online subscribers only (custodians), visit www.intermediaryonline.com

so that it is received not later than 11.00am (Melbourne time) on Sunday, 20 June 2021.

Proxy Forms received later than this time will be invalid.

FAR LIMITED ABN 41 009 117 293

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of shareholders of FAR Limited ('Company') will be held at 11.00am (Melbourne time) on Tuesday, 22 June 2021. Due to the ongoing COVID-19 related restrictions on gatherings and travel the General Meeting will be held virtually and at the offices of Baker McKenzie at Level 19, 181 William Street, Melbourne.

AGENDA

ADOPTION OF FINANCIAL STATEMENTS

To receive the Annual Financial Report, including Directors' declaration and accompanying reports of the Directors and auditors, for the financial year ending 31 December 2020.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report as set out in the Annual Report for the year ended 31 December 2020."

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

RESOLUTION 2 – RE-ELECTION OF MR TIMOTHY WOODALL

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

"That Mr Tim Woodall, who retires in accordance with the Company's Constitution, being eligible for re-election, be re-appointed as a director of the Company."

RESOLUTION 3 – SHARE CONSOLIDATION

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

"That, pursuant to section 254H(1) of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that every 100 Shares be consolidated into 1 Share and, where this Consolidation results in a fraction of a Share being held, the Company be authorised to round that fraction up to the nearest whole Share (as the case may be), with the consolidation to take effect in accordance with the timetable set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

RESOLUTION 4 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISION

To consider, and if thought fit, pass the following resolution as a **special resolution**:

"That the proportional takeover provision in rule 8.13 of the Company's Constitution be renewed for a period of three years commencing from the date of this Annual General Meeting."

Dated 21 May 2021



Elisha Larkin, Company Secretary

NOTES

1. A shareholder of the Company entitled to vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes.
A proxy need not be a shareholder of the Company.
2. For the purposes of the Corporations Act, securities will be taken to be held by persons who are registered holders as at 11.00 am (Melbourne time) on 20 June 2021.
3. If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that resolution if they think fit.
4. If a proxy is instructed to abstain from voting on an item of business, the proxy is directed not to vote on the shareholder's behalf on the poll and the shares that are subject of the proxy appointment will not be counted in calculating the required majority.
5. Shareholders who return their proxy forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf.
6. If a proxy form is returned but the nominated proxy does not attend the meeting or does not vote on the resolution, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions.
7. Proxy appointments in favour of the Chairman that do not contain a direction on how to vote will be used where possible to support the resolution proposed in this notice of meeting.
8. The proxy form must be signed by the member or his/her attorney duly authorised in writing or if the shareholder is a corporation in a matter permitted by the Corporations Act or in accordance with the laws of that corporation's place of incorporation.
9. Proxies need to be returned as instructed on the proxy form to be received no later than 48 hours before the commencement of the meeting.
10. Appointed proxies will need to contact Computershare to obtain a username and password to vote online. Further details are available in the Lumi online meeting guide available at www.far.com.au/agm
11. In the event of a technological failure that prevents Shareholders from having a reasonable opportunity to participate in the Meeting, FAR will provide an update on its website and the ASX platform to communicate the details of the postponed or adjourned Meeting to Shareholders.

VOTING EXCLUSIONS

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel ("KMP"), details of whose remuneration are included in the Remuneration Report; or a closely related party of a KMP whether the votes are cast as a shareholder, proxy or in any other capacity. Section 250R of the Corporations Act prohibits a vote being cast in any such circumstance.

However, the Company will not disregard a vote cast by a member of the KMP ("KMP member") or a closely related party of a KMP member if the vote is cast as a proxy; the proxy is appointed by writing that specifies how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a KMP member or a closely related party of a KMP member.

KMP members are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

If you are a KMP member or a closely related party of a KMP member (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as described above), you may commit an offence by breaching the voting restrictions that apply to you under the Corporations Act.

A closely related party of a KMP member means any of the following:

- a spouse or child of the KMP member;
- a child of the KMP member's spouse;
- a dependent of the KMP member or the KMP member's spouse;
- anyone else who is one of the KMP member's family and may be expected to influence the KMP member, or be influenced by the KMP member, in the KMP member's dealing with the Company;
- a company the KMP member controls; or
- a person prescribed by regulations (as at the date of this Notice of Annual General Meeting, no such regulations have been prescribed).

ENQUIRIES

Shareholders are invited to contact the Company Secretary, Elisha Larkin, on +61 3 9618 2550 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

GENERAL INFORMATION

This Explanatory Statement has been prepared for the shareholders of the Company in connection with the Annual General Meeting of the Company to be held on Tuesday, 22 June 2021.

The purpose of this Explanatory Statement is to provide shareholders with information that the Board believes to be material to shareholders in deciding whether to approve the above resolutions detailed in the Notice.

This Explanatory Statement is an important document and should be read carefully in full by all shareholders. If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

Section 250R(2) of the Corporations Act requires the Company to put to the vote at the Annual General Meeting a resolution that the Remuneration Report be adopted. The Company is also required to inform Shareholders in the Notice of Annual General Meeting that a resolution to this effect will be put at the Annual General Meeting. The Remuneration Report is contained within the Directors' Report in the Company's Annual Report for the year ended 31 December 2020. It sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the Managing Director, specified executives and the non-executive Directors.

Shareholders are advised that, pursuant to section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company. Accordingly, the Company will not be required to alter any arrangements detailed in the Remuneration Report, should the Remuneration Report not be adopted.

If 25% or more of the votes cast on Resolution 1 are against adoption of the Remuneration Report, then:

- (a) if comments are made on the Remuneration Report at the Annual General Meeting, the Company's remuneration report for the financial period ending 31 December 2021 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- (b) if, at the 2022 Annual General Meeting, 25% or more of the votes cast on the resolution for the adoption of the remuneration report for the financial year ending 31 December 2021 are against its adoption, the Company must put to its shareholders a resolution proposing that an extraordinary general meeting ("Spill Meeting") be held within 90 days. Where a Spill Resolution is carried (i.e. more than 50% of the votes cast on the Spill Resolution are in favour of the Spill Resolution), the Directors generally (other than the Managing Director) will cease to hold office immediately before the end of the Spill Meeting, unless they are re-elected at the Spill Meeting.

The Company recommends that members who submit proxies should consider giving "how to vote" directions to their proxyholder on each resolution, including this Resolution 1. If you complete a proxy form that authorises the Chairman of the Annual General Meeting to vote on your behalf as a proxyholder, and you do not mark any of the boxes "for" or "against" or "abstain" so as to give the Chairman directions about how your vote should be cast in relation to Resolution 1, your proxy appointment will automatically direct the Chairman to vote in favour of the resolution to adopt the Remuneration Report and the Chairman will vote accordingly.

The Chairman intends to vote in favour of Resolution 1 where the Chairman is directed to do so by instructions.

If you wish to appoint the Chairman as your proxyholder but you do not want to put the Chairman in the position to cast your votes in favour of Resolution 1, you should complete the appropriate box on the proxy form, directing the Chairman to vote against or abstain from voting on Resolution 1.

2. RESOLUTION 2 – RE-ELECTION OF MR TIMOTHY WOODALL

In accordance with the Company's Constitution and the ASX Listing Rules, Mr Timothy Woodall retires and being eligible for re-election, offers himself for re-election at the Meeting. The profile of Mr Woodall is included below. The board considers Mr Woodall to be independent and free from any business or other relationship that could materially interfere with, the independent exercise of his judgement.

Mr Timothy Woodall – Executive Director BEC, FCPA, GAICD

Mr Woodall was appointed as a Non-Executive director of FAR Limited in August 2017 and appointed Executive Director on 1 September 2019. Mr Woodall's Executive role will cease on 2 July 2021 and, subject to his re-election, he will continue as a Non-Executive Director from that date. He is a member of the risk committee.

Experience

Mr Woodall has over 25 years' experience in international M&A and finance, specialising in the oil and gas sector. His expertise includes being the founder and Managing Director of a boutique advisory firm, the CEO of an international technical consulting firm and senior roles in New York and London with global investment banks. Additionally, he has held senior executive positions with exploration and production companies in Australia and the USA.

The board has undertaken a review of Mr Woodall's performance and, with Mr Woodall abstaining, unanimously recommends his re-election.

3. RESOLUTION 3 – SHARE CONSOLIDATION

General

FAR Limited has an extremely large number of shares on issue. The Directors consider it more appropriate to have a smaller number of Shares on issue which would result in what they regard to be a more appropriate capital structure.

Ultimately this choice is matter of value judgment, and different views can legitimately be held regarding the approximate quantum of shares a small to medium sized listed company should have.

The Directors are seeking Shareholder approval to consolidate the number of Shares on a 100 existing Shares for 1 new Share basis (Consolidation).

If Resolution 3 is passed, overall the number of Shares on issue will be reduced from the current level of 9,978,830,197 to approximately 99,788,302 (subject to rounding).

As the Consolidation applies equally to all Shareholders, individual shareholdings will be reduced in the same ratio as the total number of Shares (subject to rounding). Accordingly, the Company does not expect there to be any dilution resulting from the Consolidation, other than a nominal amount caused by possible rounding.

While the Consolidation should not in theory have any impact on the underlying value of the Company, Shareholders should appreciate that the value of the Company's shares as listed on the ASX (and in turn the Company's market capitalisation) is subject to a broad range of market factors which are beyond the control of the Company.

Legal and Tax

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

It is not expected that any taxation implications will apply for Shareholders arising from the Consolidation.

The Company does not have any securities on issue other than ordinary fully paid shares.

Holding statements

Shortly after the Consolidation is approved by Shareholders if that occurs, all holding statements for Shareholders will cease to have any effect, except as evidence of entitlement to a certain number of Shares on a post-Consolidation basis. After the Consolidation becomes effective, the Company will arrange for new holding statements for Shares to be issued to holders of those Shares. It is the responsibility of each Shareholder to check the number of Shares held prior to the Consolidation.

Indicative Timetable

If approved by Shareholders, the proposed Consolidation is intended to take effect in accordance with the following indicative timetable (subject to change):

Key Event	Indicative Date
Annual General Meeting	22 June 2021
Notification to ASX that Consolidation is approved and Effective Date	22 June 2021
Last day for trading in pre-consolidated securities (if Company shares are not suspended from trading at this time)	23 June 2021
Trading in consolidated securities on a deferred settlement basis commences (if Company shares are not suspended from trading at this time)	26 June 2021
Record Date - Last day to register transfers on a pre-consolidation basis	27 June 2021
First day for Company to update register and send new holding statements	28 June 2021
Completion of despatch of new holding statements. Deferred settlement trading ends	4 July 2021
Normal trading starts (if Company shares are not suspended from trading at this time)	5 July 2021

Board Recommendation

The Board unanimously recommends that the Shareholders vote in favour of Resolution 3. The Chair of the Meeting intends to vote undirected proxies in favour of this resolution.

4. RESOLUTION 4 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISION

Rule 8.13 of the Company's Constitution contains a proportional takeover approval provision (providing that if an offer is received for a specified proportion of the Company's shares, a shareholders' meeting must approve the takeover bid before it may take effect). If that approval is obtained, the offer may proceed. If the approval is not obtained, the offer will be taken to have been withdrawn. The provisions do not apply to an offer under a takeover bid for all of the Company's shares.

Under the Corporations Act and rule 8.13 of the Company's Constitution, the provisions must be renewed every three years or they will cease to have effect. The current provisions have ceased to have effect as they were last renewed three years ago. It is proposed to renew the provisions in the Constitution. If renewed, rule 8.13 will operate on the same basis as described above for a period of three years from the date of the Annual General Meeting.

The main advantage of a proportional takeover approval provision is that shareholders have an opportunity to study a proportional takeover bid proposal and, if they believe that control should not be permitted to pass under the bid, vote on the proportional takeover to prevent it from proceeding. In other words, this enables the views of shareholders to be formally ascertained. A proportional takeover bid may result in control of the Company changing without shareholders having the opportunity to dispose of all their shares and there may be a risk of a potential bidder being able to acquire control of the Company without paying an adequate control premium. As such, the proportional takeover approval provision may assist shareholders in avoiding being locked into a relatively powerless minority position, and increase shareholders' bargaining power to require that a full bid, rather than partial bid, be made. It may also assist in ensuring that any proportional bid is adequately priced and is structured so as to be attractive to a majority of shareholders.

By determining the views of a majority of shareholders, it assists each individual shareholder in assessing the likely outcome of a proportional takeover bid and whether to approve or reject that offer. The Directors consider that it is appropriate for Shareholders to have this right.

The consequence of this is that all shareholders can avoid the risk of being a minority shareholder in a company controlled by a single dominant shareholder. Many listed companies have a proportional takeover approval provision in their Constitution as it allows shareholders to determine whether a proportional takeover bid should proceed.

The potential disadvantages of the renewal of the proportional takeover provision for Shareholders are:

- (a) it may reduce the opportunities that Shareholders have to sell some of their shares; and
- (b) it may be considered to constitute a restriction on the ability of shareholders to freely deal with their shares.

The Directors consider that there are no advantages or disadvantages of a proportional takeover approval provision from the Directors' perspective as they remain free to make a recommendation to shareholders on whether a proportional takeover bid should be accepted.

As at the date of the Notice of Meeting, no Director is aware of any proposal by a person to acquire or to increase the extent of a substantial interest in the Company.

Copies of the current Constitution which contain rule 8.13 are available on the Company's website.

On balance, the Directors consider that the potential advantages for shareholders of the proportional takeover approval provisions outweigh the potential disadvantages and accordingly, your Directors recommend that shareholders approve the proposal to renew the proportional takeover provisions in rule 8.13 of the Company's Constitution.

