

Boom Logistics Limited

ACN 095 466 961

Notice of Annual General Meeting

NOTICE is given that the Annual General Meeting (**AGM or Meeting**) of Boom Logistics Limited (ACN 095 466 961) (the **Company**) will be held at 11:00am (AEDT) at the offices of KPMG, Level 36, Tower Two, Collins Square, 727 Collins Street, Docklands, Melbourne, Victoria 3008 on Friday, 22nd November 2019 to consider the items of business set out below.

The Explanatory Memorandum accompanies and forms part of this Notice of Meeting. This document provides additional information on matters to be considered at the Meeting and should be read in its entirety.

If you are unable to attend the Meeting you may complete and return the enclosed proxy form in accordance with the specified instructions.

Members can submit questions they would like raised at the AGM using the form included with this Notice of Meeting. We will respond to the more frequently asked questions at the AGM in the Chairman's and Managing Director's addresses, but as you would appreciate, we will not be able to respond to questions individually. Members will have an opportunity to ask questions of the Board and the Auditor at the AGM.

Item 1 Financial Statements and Reports

To receive and consider the Financial Statements and the Reports of the Directors and the Auditor for the year ended 30 June 2019.

No vote of members is required on the Financial Statements and Reports.

Item 2 Re-election of Director – Mr Maxwell J Findlay

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

"That Maxwell J Findlay, who retires by rotation under rule 5.1 of the Company's Constitution, and being eligible, be re-elected as a Director of the Company."

Item 3 Election of Director – Ms Melanie J Allibon

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

"That Ms Melanie J Allibon, who retires in accordance with rule 8.2 of the Company's Constitution, and being eligible, be elected as a Director of the Company."

Item 4 Adoption of Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2019 be adopted."

The vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution:

- by or on behalf of a member of the key management personnel (**KMP**) named in the Remuneration Report for the year ended 30 June 2019 or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the KMP on the date of the AGM or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote:

- in accordance with a direction on the proxy form; or
- by the Chairman of the Meeting in accordance with an express authorisation in the proxy form to exercise the proxy even though the resolution is connected with the remuneration of a member of the KMP.

Item 5 Grant of Rights and Options to the Managing Director

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

*“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, **approval** be given for the issue of the following Rights and Options to the Managing Director under the Company’s Executive Remuneration Plan on the terms summarised in the Explanatory Memorandum:*

- (a) The issue of Rights to the Managing Director up to a maximum value of \$180,000 in relation to the FY20 Salary Sacrifice Rights Plan;*
- (b) The issue of Rights to the Managing Director up to a maximum value of \$120,000 in relation to the deferred component of the FY20 Short Term Incentive Plan; and*
- (c) The issue of Options to the Managing Director up to a maximum value of \$300,000 in relation to the FY20 Long Term Incentive Plan.”*

Voting Exclusion Statement

The Company will disregard any votes on this resolution:

- cast in favour of the resolution by or on behalf of Mr Tony Spassopoulos or any of his associates, regardless of the capacity in which the vote is cast; or
- cast as a proxy by a member of the KMP on the date of the AGM or their closely related parties,

unless the vote is cast as proxy for a person entitled to vote:

- in accordance with a direction on the proxy form; or
- by the Chairman of the Meeting in accordance with an express authorisation in the proxy form to exercise the proxy even though the resolution is connected with the remuneration of a member of the KMP.

PROXIES AND VOTING

Persons entitled to vote

Under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the AGM will be as it appears in the share register at 7:00pm (AEDT) on Wednesday, 20th November 2019. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Appointment of proxy

If you are unable to attend the Meeting, you are encouraged to appoint a proxy to attend and vote on your behalf.

Please note the following in relation to the appointment of a proxy:

- A member who is entitled to attend and vote at the Meeting may appoint any person as his or her proxy to attend and vote for the member at the Meeting.
- A member may specify the way in which the proxy is to vote by marking the appropriate box in the proxy form. If no voting instructions are provided, the proxy may vote at his or her discretion, subject to any voting restrictions that apply to the proxy.
- If the Chairman of the Meeting is appointed as a member's proxy (or becomes their proxy by default) and the member does not provide voting instructions, then by completing and submitting the proxy form, the member will be giving the Chairman the member's express authority to vote as the Chairman sees fit.
- The Chairman currently intends to vote in **favour** of all items of business. If there is a change to how the Chairman intends to vote undirected proxies, the Company will make an announcement to the market.
- If a member is entitled to cast two or more votes at the Meeting, the member may appoint two proxies. If two proxies are appointed and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the member's votes. On a show of hands, a proxy holder may not vote if more than one proxy holder attends the Meeting and on a poll, each proxy may only exercise votes in respect of those shares or voting rights the proxy represents.
- A proxy need not be a member of the Company and can be either an individual or a body corporate. If a member appoints a body corporate as a proxy, that body corporate will need to ensure that it:
 - appoints an individual as its corporate representative to exercise its powers at the Meeting in accordance with section 250D of the Corporations Act; and
 - provides satisfactory evidence of the appointment of its corporate representative prior to the commencement of the Meeting.

If such evidence is not received before the commencement of the Meeting, then the body corporate (through its representative) will not be permitted to act as proxy.

- A proxy form is enclosed. To be effective, the proxy form (and if the proxy form is signed or executed by the appointer's attorney, the authority under which the appointment was signed or a certified copy of the authority), must be received by the Company at least 48 hours before the scheduled time for the Meeting, that is by 11:00am (AEDT) on Wednesday, 20th November 2019.
- The documents will be received by the Company when they are received at the Share Registry at Computershare Investor Services Pty Limited, 452 Johnston Street, Abbotsford, Victoria 3067 or fax number 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) or on-line at www.investorvote.com.au using your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and your allocated Control Number as shown on your proxy form.
- **Custodian voting** - For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Corporate Representatives

A body corporate, which is a member, may appoint an individual (by certificate executed in accordance with section 127 of the Corporations Act or in another manner satisfactory to the Chairman of the Meeting) as a representative to exercise all or any of the powers the body corporate may exercise at the Meeting. The appointment may be a standing one. The representative must bring a formal notice of appointment with him or her to the Meeting.

By order of the Board.

Malcolm Ross

Company Secretary

Melbourne

23 October 2019

Explanatory Memorandum

Item 1 Financial Statements and Reports

The *Corporations Act 2001 (Cth)* (**Corporations Act**) requires:

1. The Financial Report;
2. the Directors' Report; and
3. the Auditor's Report on the Financial Report for the fiscal year ended 30 June 2019

to be laid before the AGM. The Annual Report 2019 is available on-line at www.boomlogistics.com.au

Neither the Corporations Act nor the Constitution requires a vote of members on the reports or statements. However, members will be given a reasonable opportunity to ask questions about or make comments on the management of the Company.

A reasonable opportunity will also be given to members as a whole at the Meeting to ask the Company's Auditor questions 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 the audit.

Item 2 Re-election of Director – Mr Maxwell J Findlay

Mr Findlay will retire at this Annual General Meeting, and being eligible, offers himself for re-election.

Further information in relation to Mr Findlay is set out below.

Maxwell J Findlay BEcon, FAICD

Age: 72

Chairman of the Board. Chairman of the Risk Committee. Member of the Nomination and Remuneration Committee. Member of the Health, Safety, Environment and Quality Committee. Member of the Audit Committee.

Mr Findlay was Managing Director and Chief Executive of industrial services company Programmed Group from 1990 until his retirement from executive life in 2008. Since retiring as an executive, Mr Findlay has engaged in various non-executive roles in industrial services, engineering and government. Mr Findlay is currently Chairman of Snowy Mountains Engineering Corporation and was previously a Director of EVZ Limited and The Royal Children's Hospital.

Mr Findlay was appointed to the Board on 18 July 2016 as a Director and was appointed Chairman on 30 September 2016.

The Board considers Mr Findlay to be an independent director.

*The Board (with Mr Findlay abstaining) unanimously recommends that members vote in **favour** of the resolution to re-elect Mr Findlay.*

Item 3 Election of Director – Melanie J Allibon

In accordance with rule 8.2 of the Company's Constitution, any Director appointed by the Board to fill a vacancy, who is not the Managing Director may only hold office until the next Annual General Meeting following their appointment.

Accordingly, Ms Allibon will retire at this Annual General Meeting, and being eligible, offers herself for election.

Further information in relation to Ms Allibon is set out below.

Melanie Jayne Allibon, MAICD

Age: 54

Chair of the Nomination and Remuneration Committee. Member of the Risk Committee and Health, Safety, Environment and Quality Committee.

Ms Allibon has an extensive background in human resources and operating risk, primarily in the manufacturing, fast moving consumer goods, mining and industrial services sectors. Ms Allibon has held executive management roles with Newcrest Mining, Seven Group Holdings and Seven West Media, Pacific Brands, Amcor, Foster's Group and BHP, with responsibilities spanning across Australia, China, the UK, the USA, Indonesia, Papua New Guinea and New Zealand.

Ms Allibon has been a board member of Melbourne Water Corporation, Australian Mines and Metals Association and Ardoch Youth Foundation. Ms Allibon is currently a member of World Vision's Business Advisory Council, Chief Executive Women, International Women's Forum and the Australian Institute of Company Directors (AICD).

Ms Allibon was appointed to the Board on 19 June 2019.

Appropriate background checks were undertaken prior to Ms Allibon's appointment.

The Board considers Ms Allibon to be an independent director.

*The Board (with Ms Allibon abstaining) unanimously recommends that members vote in **favour** of the resolution to elect Ms Allibon.*

Item 4 Adoption of Remuneration Report

The Remuneration Report sets out details of the remuneration for each of the key management personnel (**KMP**) of the Company which includes all Directors. In addition, the Remuneration Report describes the Board's policy in respect of remuneration and its relationship to the Company's performance.

The outcome of this resolution is advisory only, and is not binding on the Company or the Board. However, the Board will take the outcome of the vote on this resolution into account when considering the future remuneration arrangements of the Company.

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

*The Board unanimously recommends that members vote in **favour** of adopting the Remuneration Report.*

Item 5

Grant of Rights and Options to the Managing Director

Summary Explanation

The Board established an Executive Remuneration Framework which was first implemented in the 2017 financial year (**Plan**). The framework will be implemented again in the 2020 financial year and has the following equity arrangements:

- **Salary Sacrifice Rights Plan** – Eligible executives will be permitted to elect to contribute a portion of their pre-tax fixed annual remuneration to acquire equity in the form of Rights to fully paid ordinary shares (**Shares**) in the Company. Following a twelve (12) month exercise restriction, each Right may be exercised and Shares will be allocated on the basis of one Share for each Right.
- **Short Term Incentive Plan (STI) with deferred component (Deferred STI)** – This plan is focused on the Company's short term objectives. Eligible executives will have the opportunity to receive a short term incentive subject to meeting performance hurdles over the financial year. 50% of the STI outcome achieved for the year will be delivered in cash and 50% will be delivered in equity in the form of Rights to Shares. Following a 6 month exercise restriction, each Right may be exercised and Shares will be allocated on the basis of one Share for each Right.
- **Long Term Incentive Plan** – This plan focuses on the Company's long term objectives. Eligible executives will be granted Options to acquire Shares, and some or all may vest at the end of the three year period if the performance hurdles are met. The hurdles are based on three measures comprising absolute earnings per share, return on capital employed and key safety performance metrics which in the Board's view supports strong alignment with members' longer term outlook and expectations of a return on their investment and the safety performance of the Company.

Further details of the review of the Plan can be found in the Remuneration Report (see pages 31 to 43 of the 2019 Annual Report).

Approvals sought

ASX Listing Rule 10.14 requires member approval for a Director to be issued Shares in the Company under an employee incentive scheme.

The Managing Director, Mr Tony Spassopoulos, will be invited to participate in the Executive Remuneration Plan for the 2020 financial year (**FY20**) subject to member approval. Accordingly, members are asked to approve the following grants to the Managing Director (**MD**):

- **Salary Sacrifice Rights** – the issue of Rights up to a maximum value of \$180,000 in relation to the amount that the MD may elect to contribute from 1 December 2019 up to 30 November 2020. This equates to 30% of the MD's fixed annual reward (FAR) which is \$600,000.
- **Deferred STI** – the issue of Rights up to a maximum value of \$120,000 in relation to the FY20 STI outcome. The MD's short term incentive opportunity equates to 40% of his FAR. The Rights component is 50% of the STI.
- **LTI** – the issue of Options up to a maximum value of \$300,000 in relation to the FY20 LTI grant. The MD's long term incentive opportunity equates to 50% of his FAR.

Members are asked to approve a maximum value of Rights and Options by dollar value but the actual number of Rights and Options will only be known at the time of the grant, based on the market value of Shares at that time (see below for further details).

Upon exercise of Rights and Options by the MD, the Company intends to first allocate Shares currently held in the Company's Employee Share Trust (EST) which are available because share units under the EST did not vest at the end of FY19 and prior years. This means the Company does not intend to issue new shares or acquire further shares on-market in relation to the MD's Rights and Options until such time as those Shares in the EST have been allocated. To the extent further Shares are required to satisfy the Rights and Options granted under the Plan, the Company intends to acquire Shares on-market or at the Board's discretion may issue new ordinary Shares.

Approval of this resolution will also result in the Rights and Options granted to Mr. Spassopoulos being an exception to ASX Listing Rule 7.1. This means that the Rights and Options granted to Mr Spassopoulos and any Shares issued pursuant to this approval will not use up part of the 15% available under ASX Listing Rule 7.1

Further details of Mr. Spassopoulos' executive remuneration package can be found in the announcement released to the Australian Stock Exchange on 15 August 2018.

Detailed Explanation

Salary Sacrifice Rights Plan – Key Terms

A brief overview of the key terms of the proposed grant of Rights to the Managing Director in relation to the FY20 Salary Sacrifice Rights Plan is set out below.

TERM	DETAIL
Details of the proposed grant of Rights	<p>Subject to member approval, the issue of Rights to the MD up to a maximum value of \$180,000 will be granted to the MD in respect of the MD agreeing to forego up to 30% of his fixed annual remuneration (FAR) (on a pre-tax basis) over the Participation Period (the sacrifice period being from 1 December 2019 to 30 November 2020). The MD's FAR is \$600,000.</p> <p>The exact number of Rights to be granted to the MD will be based on the amount of salary forgone each month and the market value of Boom Shares at the time the salary amount would normally be paid (based on the 5 day volume weighted average price of Boom Shares prior to the relevant date). Rights will be granted twice during the Participation Period.</p> <p>Accordingly, the actual number of Rights will only be known at each Grant Date but in any event, will not exceed the above maximum value set out above.</p> <p>The number of Rights granted to the MD will be notified to members following each of the Grant Dates.</p> <p>The Rights are not subject to any performance conditions. However the MD must be employed by the Company on the relevant Grant Date in order to receive any Rights.</p>
Entitlements	Each Right is a right to acquire one Share, subject to the MD's continued employment at the relevant grant date. Rights do not carry any dividend or voting rights.
Date of grant	<p>If member approval is obtained, it is intended that Rights will be granted to the MD at the following Grant Dates:</p> <ul style="list-style-type: none"> Grant Date 1: The second business day following the announcement of half-yearly results (expected to be prior to 29 February 2020) in respect of salary amounts forgone prior to that date, being from 31 August 2019 to 29 February 2020. Grant Date 2: The second business day following the announcement of the preliminary final statement or full-year results (expected to be prior to 31 August 2020) in respect of salary amounts forgone prior to that date, being from 1 March 2020 to 31 August 2020. <p>In any event, Rights will be granted within 12 months of the AGM.</p>
Exercise Restriction Period	An Exercise Restriction will apply to the MD's Rights for 12 months commencing from the relevant Grant Dates.

Exercise Period	<p>Following the Exercise Restriction Period, the relevant number of Rights become exercisable.</p> <p>Rights may be exercised during the Exercise Period which commences following the end of the relevant Exercise Restriction Period and ending on the date that is 10 years from the relevant Grant Dates.</p>
Price payable for securities	<p>No cash amount will be payable in respect of the grant of Rights but the MD will forego pre-tax salary.</p> <p>There is no exercise price payable on the exercise of Rights allocated to the MD under the Salary Sacrifice Offer.</p>
Allocation of Shares upon exercise	<p>Upon the valid exercise of Rights, one Share in the Company will be allocated in relation to each Right that is exercised.</p> <p>Under the Plan, the Company's obligation to allocate Shares following exercise may be satisfied by issuing new Shares, acquiring Shares on market or transferring Shares from an employee share trust.</p>
Trading restrictions	<p>Shares allocated upon exercise of the Rights will not be subject to any further trading restriction, subject to complying with the Company's Securities Trading Policy.</p>
Cessation of employment	<p>Where the MD ceases employment for any reason prior to the relevant Grant Date, he will be paid, in cash, an amount equal to any salary forgone up until the date of cessation (and no Rights will be allocated).</p> <p>If the MD ceases employment with the Company after he has been allocated Rights, but prior to exercising them, he will be entitled to keep his Rights. Where Rights are subject to Exercise Restrictions, the relevant Exercise Restrictions will be lifted on the date of termination of employment with the Company (and must be exercised within 30 days following cessation).</p> <p>The Board also has a broader discretion to apply any other treatment that it deems appropriate in the circumstances.</p>
Other information	<p>No other director of the Company is eligible to participate in the Plan or any other employee incentive scheme of the Company.</p> <p>Mr Spassopoulos has received 687,982 Rights under the Salary Sacrifice Rights Plan since approved by shareholders at the last AGM. No consideration was payable for the grant of those Rights other than the amount of salary sacrificed.</p> <p>There is no loan scheme in relation to the grant of Rights under the Plan.</p>

Short Term Incentive Plan – Key Terms

A brief overview of the key terms of the proposed grant of Rights to the MD in relation to the FY20 STI offer is set out below.

TERM	DETAIL
Details of the proposed grant of Rights	<p>Subject to member approval, the issue of Rights up to a maximum value of \$120,000 (which is 50% of the MD's STI opportunity) will be granted to the MD in respect of the Deferred STI component of his remuneration package for FY20. The MD's STI opportunity equates to 40% of his FAR.</p> <p>The MD will participate in the Company's short term incentive opportunity for FY20 which is subject to meeting specific performance hurdles over the financial year (i.e., from 1 July 2019 to 30 June 2020). Details of the STI will be set out in the FY20 Remuneration Report.</p> <p>Following the end of FY20, 50% of the STI outcome achieved for FY20 will be delivered in cash (cash component) and 50% will be delivered in equity in the form of Rights (Deferred STI component).</p> <p>The exact number of Rights will be determined by dividing the value of the Deferred STI component of the MD's FY20 STI outcome (i.e., 50%) by the volume weighted average price (VWAP) of the Company's Shares over the first five trading days following the announcement of FY20 full-year results. Accordingly, the actual number of Rights will only be known at the time of grant but in any event, will not exceed the maximum value set out above.</p> <p>The number of Rights granted to the MD will be notified to members following the grant.</p> <p>The STI outcome for FY20 must be achieved and the MD must be employed by the Company on the relevant Grant Date in order to receive any Rights. After the Rights have been granted, they are not subject to any further performance conditions.</p>
Entitlements	<p>Each Right is a right to acquire one Share, subject to the MD's continued employment at the relevant grant date and satisfaction of the relevant performance hurdles.</p> <p>Rights do not carry any dividend or voting rights.</p>
Grant Date	<p>If member approval is obtained, the Rights will be granted to the MD as soon as practicable following the date on which the Board determines the extent to which the FY20 STI Outcome has been determined following the announcement of the preliminary final statement or full-year results (expected to be prior to 31 August 2020). In any event, Rights will be granted within 12 months of the AGM.</p>
Exercise Restriction Period	<p>An Exercise Restriction will apply to the MD's Rights for 6 months commencing from the Grant Date.</p>
Exercise Period	<p>Following the Exercise Restriction Period, the relevant Rights become exercisable.</p> <p>Rights may be exercised during the Exercise Period which commences following the end of the relevant Exercise Restriction Period and ending on the date that is 10 years from the Grant Date.</p>

Price payable for securities	<p>No amount will be payable in respect of the grant of Rights.</p> <p>There is no exercise price payable on the exercise of Rights allocated to the MD under the STI Offer.</p>
Allocation of shares upon exercise	<p>Upon the valid exercise of Rights, one fully paid Share will be allocated in relation to each Right that is exercised.</p> <p>Under the Plan, the Company's obligation to allocate Shares following exercise may be satisfied by issuing new Shares, acquiring Shares on-market or transferring Shares from an employee share trust.</p>
Trading restrictions	<p>Shares allocated upon exercise of the Rights will not be subject to any further trading restriction, subject to complying with the Company's Securities Trading Policy.</p>
Cessation of employment	<p>Where the MD ceases employment for any reason prior to the FY20 STI Outcome being determined, the treatment of Rights will depend on the circumstances of cessation:</p> <ul style="list-style-type: none"> Where employment ceases due to resignation or termination for cause or gross misconduct, the FY20 STI Award will lapse and the MD will not receive an allocation of Rights. Where employment ceases for any other reason the Board may at its discretion determine that the MD's FY20 STI Outcome will be pro-rated (based on the proportion of the performance period that has elapsed at the time of cessation) and will be tested at the end of the original Performance Period. To the extent the relevant performance conditions are satisfied, the MD's FY20 STI award will be paid in cash and no Rights will be allocated. <p>Where the MD ceases employment with the Company after he has been allocated Rights, but prior to exercising them, he will be entitled to keep his Rights. Where Rights are subject to Exercise Restrictions, the relevant Exercise Restrictions will be lifted (and must be exercised within 30 days following cessation).</p> <p>The Board also has a broader discretion to apply any other treatment that it deems appropriate in the circumstances.</p>
Other information	<p>No other director of the Company (other than the MD) is eligible to participate in the Plan or any other employee incentive scheme of the Company.</p> <p>Mr Spassopoulos has received 153,873 Rights under the Short Term Incentive Rights Plan since approved by shareholders at the last AGM. No amount was payable for the grant of those Rights.</p> <p>There is no loan scheme in relation to the grant of Rights under the plan.</p>

Long Term Incentive Plan – Key Terms

A brief overview of the key terms of the proposed grant of Options to the MD under the FY20 LTI offer is set out below.

TERM	DETAIL				
Details of the proposed LTI grant	<p>Subject to member approval, Options up to a maximum value of \$300,000 will be granted to the Managing Director, Mr Tony Spassopoulos, under the Company's Long Term Incentive Plan (LTI) in respect of the LTI component of his remuneration package for FY20.</p> <p>The exact number of Options will be determined following the AGM at the time of grant and will be calculated using a Binomial valuation methodology. The number of Options granted will be the MD's LTI award (being 50% of his FAR) divided by the calculated option valuation using a five (5) day volume weighted average price of Boom Shares following the AGM.</p> <p>Accordingly, the actual number of Options will only be known at the time of grant.</p> <p>The number of Options granted to the MD will be notified to members following the grant.</p>				
Entitlements	<p>Each Option is a right to acquire one Share (or an equivalent cash amount), subject to the achievement of the performance condition set out below and payment of the Exercise Price.</p> <p>Options do not carry any dividend or voting rights.</p>				
Date of grant	If member approval is obtained, the Options will be granted to Mr Spassopoulos as soon as practicable after the AGM, but in any event, within 12 months of the AGM.				
Performance hurdles	<p>The Options are subject to three independent performance hurdles, each of which is measured at the end of the three year performance period commencing on 1 July 2019 and ending on 30 June 2022. The three performance hurdles are Absolute Earnings Per Share (50% of eligible Options), Return on Capital Employed (25% of eligible Options) and Safety Performance (25% of eligible Options).</p> <p>The number of Options that vest (if any) is dependent on whether one or more of the performance hurdles is achieved by the Company at the end of the performance period. Any Options which do not vest when the performance are tested (at the end of the performance period) will lapse.</p> <p>The Board retains discretion to adjust each of the performance hurdles as required to ensure that Mr Spassopoulos is neither advantaged nor disadvantaged by matters outside his and management's control that materially affect the performance hurdles (for example, by excluding one-off non-recurrent items or the impact of significant acquisitions or disposals).</p> <p>(1) Absolute Earnings Per Share (EPS)</p> <p>The absolute EPS achieved at the end of the performance period will be compared to the absolute EPS targets set by the Board to determine the percentage of Mr Spassopoulos' Options that vest, as follows:</p> <table border="1"> <tr> <th>Earnings Per Share (EPS) at end of performance period</th><th>Percentage of eligible Options to vest</th></tr> <tr> <td>\$0.04 or more</td><td>50% of Options will vest</td></tr> </table>	Earnings Per Share (EPS) at end of performance period	Percentage of eligible Options to vest	\$0.04 or more	50% of Options will vest
Earnings Per Share (EPS) at end of performance period	Percentage of eligible Options to vest				
\$0.04 or more	50% of Options will vest				

	(2) Return on Capital Employed (ROCE)	
	Return on Capital Employed (ROCE) at end of performance period	Percentage of eligible Options to vest
	10%	25% of Options will vest
	<i>ROCE is defined as “Trading Earnings before Interest Expense and Tax” divided by “Capital Employed”.</i>	
	(3) Safety Performance	
	Lost Time Injury Frequency Rate at end of performance period	
	Measure	Percentage of eligible Options to vest
	LTIFR less than 1	12.5% of Options will vest
	Safe Act Observations Frequency Rate at end of performance period	
	Measure	Percentage of eligible Options to vest
	SAOFR greater than 4,500	12.5% of Options will vest
	<i>LTIFR means lost time injuries divided by hours worked, multiplied by 1,000,000. The LTIFR is inclusive of contractor and employee hours worked.</i>	
	<i>SAOFR means safe act observations plus safety interactions divided by hours worked, multiplied by 1,000,000. The SAOFR is inclusive of contractor and employee hours worked.</i>	
Performance period and vesting	<p>The performance condition applicable to the Options will be tested at the end of the three year performance period.</p> <p>Any Options that do not vest following testing of the three performance hurdles will lapse.</p> <p>The Board will determine the extent to which the Options will vest following the release of the Company’s full year results for FY22 (i.e., the Vesting Date). The final number of Options that vest will be disclosed in the FY22 Annual Report.</p>	
Vesting and exercise period	<p>Following the determination of the level of vesting at the Vesting Date, the relevant number of Options become exercisable.</p> <p>Options may be exercised during the Exercise Period commencing on the Vesting Date and ending 30 days from the Vesting Date.</p>	
Price payable for securities	<p>The exercise price per Option for Mr Spassopoulos’ FY20 LTI grant will be equal to the 5 day volume weighted average price of Boom Shares following the AGM, and is payable on exercise.</p> <p>No amount will be payable in respect of the grant of Options.</p>	

Allocation of Shares upon exercise	<p>Upon the valid exercise of vested Options and payment of the Exercise Price, one fully paid Share in the Company will be allocated in relation to each vested Option that is exercised.</p> <p>Under the LTI, the Company's obligation to allocate Shares following exercise may be satisfied by issuing new Shares, acquiring Shares on market or transferring Shares from an employee share trust.</p> <p>The Board retains discretion to make a cash payment (in lieu of Shares) equal to the market value of Shares the holder would have received on exercise of the Options less the applicable exercise price.</p>
Trading restrictions	<p>Shares allocated upon exercise of the Options will not be subject to any further trading restriction, subject to complying with the Company's Securities Trading Policy.</p>
Cessation of employment	<p>If the MD ceases employment with the Company before the Vesting Date, the treatment of the Options will depend on the circumstances of cessation.</p> <p>Where the MD ceases employment prior to the Vesting Date due to resignation, termination for cause or gross misconduct, all of his unvested Options will lapse at cessation.</p> <p>Where the MD ceases employment for any other reason before the Options vest, unvested Options will continue "on-foot" and will be tested following the end of the original Vesting Date as though the MD had not ceased employment, vesting to the extent that the relevant performance conditions have been satisfied.</p> <p>The Board also has a broader discretion to apply any another treatment that it deems appropriate in the circumstances.</p>
Other information	<p>No other director of the Company (other than the MD) is eligible to participate in the LTI or any other employee incentive scheme of the Company.</p> <p>Mr Spassopoulos has been issued 4,838,710 Options under the LTI Plan since approved by shareholders at the last AGM. No amount was payable for the grant of those Options.</p> <p>There is no loan scheme in relation to the grant of Options under the Plan.</p>

A voting exclusion statement applicable to Item 5 is set out in the Notice of Meeting.

RECOMMENDATION

The Board (other than Mr Tony Spassopoulos who abstains from making a recommendation because of his interest in the resolution) unanimously recommends that members vote in favour of Item 5.

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

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 **11:00am (AEDT)** **Wednesday 20th November 2019.**

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.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

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: 999999
SRN/HIN: I999999999
PIN: 99999

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.

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



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.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Boom Logistics Limited hereby appoint

☐

the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman 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 Chairman 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 Boom Logistics Limited to be held at the offices of KPMG, Level 36, Tower Two, Collins Square, 727 Collins Street, Docklands, Melbourne, Victoria 3008 on Friday, 22nd November 2019 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Items 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 4 and 5 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	Re-election of Director – Mr Maxwell J Findlay	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Election of Director – Ms Melanie J Allibon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Grant of Rights and Options to the Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman 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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

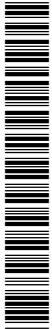
BOL

2 5 6 7 3 9 A



Computershare





Questions from Shareholders

The Annual General Meeting (AGM) of Boom Logistics Limited will be held at the offices of KPMG, Level 36, Tower Two, Collins Square, 727 Collins Street, Docklands, Melbourne, Victoria 3008 on Friday, 22nd November 2019 at 11.00am (AEDT). Shareholders are invited to register questions in advance of the AGM.

Your questions are important to us. Please use this form to submit any questions concerning the Company that you would like us to respond to at the AGM and return it by either email or fax:

Email: lgannon@boomlogistics.com.au

Fax: +61 3 9207 2400

We will respond to as many of the frequently asked questions as possible at the AGM in addition to any other questions which may be raised at the AGM.

If your question is directed to the Company's Auditor, you must submit this form to the Company no later than the fifth business day before the date of the AGM, being Friday, 15th November 2019.

Shareholder's Name

SRN/HIN

Question/s

Please tick ☒ if it is a question directed to the Auditor

1.

☐

2.

☐

3.

☐

4.

☐

5.

☐

BOOM

LOGISTICS
LIMITED
ABN 28 095 466 961

BOLRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Boom Logistics Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Boom Logistics Limited