



NOTICE OF ANNUAL GENERAL MEETING and EXPLANATORY STATEMENT

TO SHAREHOLDERS

Date and Time of Meeting: 10:30 am (Perth time)
on Thursday, 28 November 2019

Place of Meeting: Queste Communications Ltd
Level 2
23 Ventnor Avenue
West Perth, Western Australia

IMPORTANT NOTICE

It is recommended that shareholders read this Notice of Annual General Meeting and Explanatory Statement in full and if there is any matter that you do not understand, you should contact your financial adviser, stockbroker or solicitor for advice.

The Chairman of the Annual General Meeting will vote open proxies received in favour of Resolution 1 (Re-election Director) and Advisory, Non-Binding Resolution 2 (Adoption of Remuneration Report) and against Contingent Resolution 3 (To Hold a Board Re-election Meeting) considered at the Annual General Meeting.

This Notice of Annual General Meeting and Explanatory Statement is dated 25 October 2019.



ASX Code: QUE

Queste Communications Ltd
A.B.N. 58 081 688 164

PRINCIPAL & REGISTERED OFFICE:

Level 2
23 Ventnor Avenue
West Perth, Western Australia 6005

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E | info@queste.com.au
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SHARE REGISTRY:

Advanced Share Registry Limited
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110 Stirling Highway
Nedlands, Western Australia 6009
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NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM**) of shareholders of Queste Communications Ltd A.B.N. 58 081 688 164 (**Queste** or **QUE** or **Company**) will be held at Queste Communications Ltd, Level 2, 23 Ventnor Avenue, West Perth, Western Australia at 10:30 am (Perth time) on Thursday, 28 November 2019.

AGENDA

ORDINARY BUSINESS

1. 2019 Annual Report

To consider and receive the Directors' Report, Financial Statements and Auditor's Report of the Company for the financial year ended 30 June 2019.

The 2019 Annual Report will be sent to those shareholders who have elected to receive a printed version. Otherwise, an electronic version of the 2019 Annual Report may be viewed and downloaded from the Company's website: www.queste.com.au or emailed to shareholders upon request to info@queste.com.au, when available.

2. Resolution 1 – Re-Election of Yaqoob Khan as Director

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

"That Mr Yaqoob Khan, who retires (by rotation) at this Annual General Meeting pursuant to the Constitution of the Company, being eligible, be re-elected as a Director of the Company."

3. Resolution 2 – Adoption of Remuneration Report

To consider, and if thought fit, to pass the following resolution as an advisory, non-binding resolution:

"That the Remuneration Report as detailed in the Directors' Report for the financial year ended 30 June 2019 be adopted."

Note: The vote on Resolution 2 is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on this resolution.

CONTINGENT BUSINESS

4. Resolution 3 - To Hold a Board Re-election Meeting

If at least 25% of the votes cast on Resolution 2 for the adoption of the 2019 Remuneration Report are against Resolution 2, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, pursuant to section 250V(1) of the Corporations Act 2001 (Cth):

- (a) another general meeting (the **Board Re-election Meeting**) of the Company's shareholders be held within 90 days of the passing of this resolution;*
- (b) each of the Company's Directors (other than the Managing Director) in office when the 2019 Directors' Report (which includes the Remuneration Report) was approved, being Yaqoob Khan and Victor Ho (assuming Yaqoob Khan is re-elected at this AGM under Resolution 1) and who remain in office at the time of the Board Re-election Meeting, cease to hold office immediately before the end of the Board Re-election Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Board Re-election Meeting (being the Directors named in (b) above) be put to the vote of shareholders at the Board Re-election Meeting."*

VOTING EXCLUSIONS AND RESTRICTIONS ON RESOLUTIONS 2 AND 3

The Company will disregard any votes cast on this resolution (in any capacity, except as specified below) by or on behalf of a member of "Key Management Personnel" (as defined in the Accounting Standards) and their "Closely Related Parties" (as defined in the *Corporations Act 2001 (Cth)*) (together, the **Restricted Voters**).

Key Management Personnel (**KMP**) are the Company's Directors and Executives identified in the Company's Remuneration Report (which is included in the 2019 Annual Report).

A Closely Related Party of a KMP means a spouse or child of the KMP, a child of the KMP's spouse, a dependant of the KMP or the KMP's spouse, anyone else who is one of the KMP's family and may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with the Company, or a company the KMP controls.

However, a Restricted Voter may cast a vote on Resolution 2 or 3 as a proxy, for a person other than a Restricted Voter, and either:

- (a) the Proxy Form specifies the way the proxy is to vote on the resolution; or
- (b) the proxy is the Chair of the meeting and the Proxy Form expressly authorises the Chair of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company.

Shareholders should note that if it appoints the Chair as a proxy, or the Chair is appointed by default under the Proxy Form, and the Chair is not directed as to how to vote on Resolution 2 or 3, then on the poll for that item, the Chair intends to vote any undirected proxies:

- in favour of Resolution 2 (Adoption of Remuneration Report); and
- against Resolution 3 (To Hold a Board Re-election Meeting).

Shareholders may also choose to direct the Chair to vote against Resolution 2, in favour of Resolution 3 or to abstain from voting on these resolutions.

DATED THIS 25th DAY OF OCTOBER 2019

BY ORDER OF THE BOARD



**VICTOR HO
COMPANY SECRETARY**

EXPLANATORY STATEMENT

- This Explanatory Statement is provided to Queste shareholders pursuant to and in satisfaction of the *Corporations Act 2001 (Cth)* (**Corporations Act**) and the ASX Listing Rules.
- This Explanatory Statement is intended to be read in conjunction with the Notice of AGM (**Meeting Document**).
- Shareholders should read this Meeting Document in full to make an informed decision regarding the resolutions considered at this AGM.

1. 2019 ANNUAL REPORT

Section 317 of the Corporations Act requires the Directors of the Company to lay before the AGM the Directors' Report, Financial Report and the Auditor's Report for the last financial year that ended before the AGM. These reports are contained within the Company's 2019 Annual Report.

A copy of the 2019 Annual Report will be sent to those shareholders who have elected to receive a printed version. Otherwise, an electronic version of the 2019 Annual Report may be viewed and downloaded from the Company's website: www.queste.com.au or the ASX website (www.asx.com.au) under ASX Code: QUE or emailed to shareholders upon request to info@queste.com.au, when available.

Shareholders as a whole will be provided with a reasonable opportunity to ask questions or make statements in relation to these reports and on the business and operations of the Company but no resolution to adopt the reports will be put to shareholders at the AGM.

Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the Auditor's Report and the conduct of the audit of the Financial Report.

2. ORDINARY RESOLUTION 1 – RE-ELECTION OF YAQOOB KHAN AS DIRECTOR

Resolution 1 seeks shareholder approval for the re-election of Yaqoob Khan as a Director of the Company.

The Company's Constitution requires one-third of the Directors (or if that is not a whole number, the whole number nearest to one-third) to retire at each AGM. The Director(s) who retire under this rule are those who have held office the longest since last being elected or appointed. If two or more Directors have been in office for the same period, those Directors may agree which of them will retire. No Director may retain office for more than 3 years without submitting himself for re-election even though this would result in more than one-third of the Company's Directors retiring from office. These rules do not apply to the Managing Director.

Yaqoob Khan retires at the AGM under these rules. However, being eligible, he has offered himself for re-election as a Director of the Company.

Yaqoob Khan has been a Director of the Company since 10 March 1998 and was most recently re-elected a Director at the 2017 AGM held on 30 November 2017.

Yaqoob Khan's experience, qualifications and other listed directorships are detailed in the Directors' Report in the Company's 2019 Annual Report.

Directors' Recommendation

The Board (other than Yaqoob Khan, who makes no recommendation in respect of his own re-election as a Director) supports the re-election of Yaqoob Khan to the Board and recommends that shareholders vote in favour of Resolution 1.

3. ADVISORY, NON-BINDING RESOLUTION 2 – ADOPTION OF REMUNERATION REPORT

Resolution 2 seeks shareholder approval to adopt the 30 June 2019 Remuneration Report as disclosed in the Company's 2019 Annual Report (refer above for information on accessing the report).

Section 250R(2) of the Corporations Act requires the Company to present to its shareholders for adoption the Remuneration Report.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to "Key Management Personnel" (being the Company's Directors and Executives identified in the Remuneration Report) (**KMP**), sets out remuneration details for each KMP and any service agreements and sets out the details of any performance based and equity based benefits provided to KMP (where applicable).

Shareholders attending the AGM will be given a reasonable opportunity as a whole to ask questions about, or make comments on, the Remuneration Report.

The vote on Resolution 2 is advisory only and does not bind the Directors or the Company.

Directors' Recommendations

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of AGM) that each Director (or any Closely Related Parties of a Director) are excluded from voting their shares on this resolution, the Directors recommend that shareholders vote in favour of Resolution 2 to adopt the Remuneration Report.

Voting Exclusion and Restriction

A voting exclusion applies to Resolution 2 in the terms set out in the Notice of AGM, broadly as follows:

- Restricted Voters may not vote on this resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP. The Chair will use any undirected/open proxies to vote in favour of Resolution 2.

The Company encourages shareholders to indicate their voting direction FOR or AGAINST, or to ABSTAIN, opposite each resolution, including Resolution 2.

If shareholders have appointed the Chair of the Meeting as their proxy (or the Chair of the Meeting becomes their proxy by default) under the Proxy Form, shareholders can direct the Chair of the Meeting to vote FOR or AGAINST, or to ABSTAIN from voting on Resolution 2 by marking the appropriate Voting Direction box opposite that resolution.

However, if the Chair of the Meeting is proxy under the Proxy Form (including by default) and shareholders do not mark any of the Voting Direction boxes opposite Resolution 2, shareholders are, in effect, directing the Chair to vote "FOR" the resolution as the Chair of the Meeting intends to vote undirected proxies in favour of Resolution 2.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this resolution.

4. (CONTINGENT) ORDINARY RESOLUTION 3 – TO HOLD A BOARD RE-ELECTION MEETING

Under the Corporations Act, if at least 25% of the votes cast on the adoption of the remuneration report at two consecutive AGM's are against adopting the remuneration report (the so-called "two-strikes" rule), shareholders will have the opportunity to immediately vote on a "Board spill resolution" at the second AGM (being contingent Resolution 3 at this AGM).

At last year's (2018) AGM, the resolution to adopt the Remuneration Report was passed by a majority of shareholders but received more than 25% 'against' votes. This constituted a "first strike".

If at least 25% of the votes cast on Resolution 2 are against adopting the remuneration report at this (2019) AGM, this will constitute a "second strike" and Resolution 3 will be immediately put to the meeting and voted on as required by section 250V of the Corporations Act.

If put, Resolution 3 will be considered as an ordinary resolution.

If Resolution 3 is passed, a further meeting of shareholders must be held within 90 days (the **Board Re-election Meeting**).

Immediately before the end of the Board Re-election Meeting, each of the Company's Directors (other than the Managing Director) who remains in office at the time of the Re-election Meeting, currently expected to be Yaqoob Khan and Victor Ho (assuming Yaqoob Khan is re-elected at this AGM under Resolution 1), will cease to hold office at the end of the Re-election Meeting unless re-elected (the **Relevant Directors**).

Each Relevant Director is eligible to seek re-election as a Director of the Company at the Board Re-election Meeting. If Resolution 3 is passed, shareholders should note that each of the Relevant Directors intends to stand for re-election at the Board Re-election Meeting.

Resolution 3 has the potential that the entire Board of Directors (other than the Managing Director) is removed from office. However, as a public company is required to have a minimum of 3 directors, the Corporations Act includes a mechanism to ensure that the Company will have at least 3 directors (including the Managing Director) after the Board Re-election Meeting.

That is, if at the Board Re-election Meeting, at least 2 Directors are not re-elected by ordinary resolution (ensuring the Board comprises a minimum of 3 Directors including the Managing Director), up to 2 Relevant Directors with the highest percentage of votes favouring their re-election cast at the Board Re-election Meeting on the resolution for their re-election will be taken to be appointed as directors of the Company (even if the resolution for their re-election as a Director did not pass at the Board Re-election Meeting).

Voting Exclusion

A voting exclusion applies to Resolution 3 in the terms set out in the Notice of AGM, broadly as follows:

- Restricted Voters may not vote on this resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP. The Chair will use any undirected/open proxies to vote in favour of Resolution 3.

The Company encourages shareholders to indicate their voting direction FOR or AGAINST, or to ABSTAIN, opposite each resolution, including Resolution 3.

If shareholders have appointed the Chair of the Meeting as their proxy (or the Chair of the Meeting becomes their proxy by default) under the Proxy Form, shareholders can direct the Chair of the Meeting to vote FOR or AGAINST, or to ABSTAIN from voting on Resolution 3 by marking the appropriate Voting Direction box opposite that resolution.

However, if the Chair of the Meeting is proxy under the Proxy Form (including by default) and shareholders do not mark any of the Voting Direction boxes opposite Resolution 3, shareholders are, in effect, directing the Chair to vote "FOR" the resolution as the Chair of the Meeting intends to vote undirected proxies in favour of Resolution 3.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this resolution.

PROXY FORM

Annual General Meeting

Queste Communications Ltd

A.B.N. 58 081 688 164

Web: www.queste.com.au

Telephone: (08) 9214 9777

Email: cosec@queste.com.au

LODGE YOUR VOTE – PLEASE RETURN FORM

Online: <https://www.advancedshare.com.au/investors/>

By Mail: Advanced Share Registry
PO Box 1156, Nedlands WA 6909

By Facsimile: (08) 9262 3723

SHARE REGISTRY ENQUIRIES: 1300 113 258 or (08) 9389 8033
or (02) 8096 3502 or admin@advancedshare.com.au

Our Reference: QUE / {} / {}
Shareholding as at 18 October 2019: {}
Current Election to Receive Hard Copy Annual Report: {}
Current Election to Receive Notice of Meeting: {}
Inactive Status: {}

A. Appointment of Proxy

I/We being a shareholder/s of Queste Communications Ltd and entitled to attend and vote hereby appoint

The Chair of the Meeting **OR**

Write here the name of the person you are appointing if this person **is someone other than** the Chair of the Meeting.

or failing the person named, or if no person 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, as the proxy sees fit) at the Annual General Meeting of Queste Communications Ltd to be held at **10:30 am (Perth time) on Thursday, 28 November 2019 at Queste Communications Ltd, Level 2, 23 Ventnor Avenue, West Perth, Western Australia**, and at any adjournment of such Annual General Meeting.

IMPORTANT:

The Company encourages shareholders to indicate their voting direction FOR or AGAINST, or to ABSTAIN, against each resolution in Section B.

If you leave Section A blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy by default.

If you have appointed the Chair of the Meeting as your proxy (or the Chair of the Meeting becomes your proxy by default), you can direct the Chair of the Meeting to vote FOR or AGAINST, or to ABSTAIN from voting on the resolutions by marking the appropriate Voting Direction boxes in Section B below. However, note that under Section A, if the Chair of the Meeting is your proxy and you do not mark any of the Voting Direction boxes in Section B below, you are, in effect, directing the Chair to vote "For" Resolutions 1 and 2 and "Against" Resolution 3, as the Chair of the Meeting intends to vote undirected proxies in favour of Resolutions 1 and 2 and against Resolution 3. If you mark the ABSTAIN box for a particular resolution, 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 on that resolution.

YOUR ACKNOWLEDGEMENTS ON REMUNERATION RELATED RESOLUTION

Chair's intention to vote undirected proxies: I/We acknowledge that the Chair of the Meeting intends to vote undirected proxies in favour of Resolution 2.

Direction to Chair for voting on Resolution 2: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair of the Meeting becomes my/our proxy by default), but I/we have not marked any of the boxes opposite Resolution 2 in Section B below, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of Resolution 2 even though the Chair is, and those items are connected directly or indirectly with the remuneration of, a member of key management personnel for the Company.

B. Voting directions to your proxy – please mark to indicate your directions

RESOLUTIONS

	FOR	AGAINST	ABSTAIN*
1. Re-Election of Yaqoob Khan as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Contingent Business (this Resolution 3 will only be considered at the meeting if Resolution 2 receives at least 25% "Against" votes)			
3. To Hold a Board Re-election Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____%

* If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

C. Change of Address and Receipt of Annual Report

- mark if you want to make any changes to your address details (see Note 1 overleaf)
- mark if you wish to receive a printed Annual Report by post (see Note 2 overleaf)
- mark if you wish to receive an electronic Annual Report by email and specify your email address below

D. Please Sign Here

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual Shareholder / Joint Shareholder 1

Sole Director and Sole Company Secretary or
Power of Attorney or Executor

Joint Shareholder 2

Director

Joint Shareholder 3

Director / Company Secretary

(Companies: Please sign in the appropriate place to indicate the office held)

Contact Name

Contact Daytime Telephone

Date

Email:

{}

NOTES AND INSTRUCTIONS FOR COMPLETING PROXY FORM

- 1. Change of Address:** Your pre-printed name and address is as it appears on the Share Register of the Company. If this information is incorrect, please mark the box at **Section C** of the Proxy Form and make the correction at the top of the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.
- 2. Receipt of Annual Reports:** Companies are no longer required to mail out printed annual reports to shareholders. Instead, shareholders can now make an election as follows:
 - (a) make a written request for a hard copy annual report to be mailed to you; or
 - (b) make a written request for an electronic copy of the annual report to be emailed to you.

Your current preference/election is printed on the top right hand side of the front page of the Proxy Form - if you wish to make or update an election in this regard, please complete **Section C** of the Proxy Form.

- 3. Voting on Remuneration Matters:** The Company will disregard any votes cast on Resolution 2 (Adoption of Remuneration Report) by or on behalf of a "Key Management Personnel" (as defined in the Accounting Standards) and their "Closely Related Parties" (as defined in the *Corporations Act 2001*) (**Restricted Voter**). Key Management Personnel (**KMP**) are the Company's Directors and Executives identified in the Company's Remuneration Report. A Closely Related Party of a KMP means a spouse or child of the KMP, a child of the KMP's spouse, a dependant of the KMP or the KMP's spouse, anyone else who is one of the KMP's family and may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with the Company or a company the KMP controls. The Company need not disregard a vote if a vote is cast by a KMP on Resolution 2 as a proxy, for a person other than a Restricted Voter, and either:
 - (a) you direct the KMP the way they are to vote on Resolution 2; or
 - (b) if the Chair is your proxy, you expressly authorise him to vote as he sees fit on Resolution 2 under the Proxy Form even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Shareholders may also choose to direct the Chair to vote against this resolution or to abstain from voting.

- 4.** You may direct your proxy how to vote by marking one of the voting direction boxes opposite each resolution. If you do not mark a voting direction box your proxy may, to the extent permitted by law, vote as they choose. If you mark more than one voting direction box on a resolution your vote will be invalid on that resolution.
- 5.** Completion of a Proxy Form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid Proxy Form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
- 6.** A shareholder of the Company entitled to attend and 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.
- 7.** A proxy need not be a shareholder of the Company.
- 8.** If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
- 9.** If a representative of a shareholder that is a company is to attend the meeting, a properly executed original (or certified copy) of the appropriate 'Appointment of Corporate Representative' should be produced for admission to the meeting. Previously lodged Appointments of Corporate Representative will be disregarded by the Company.
- 10. Signing Instructions:** You must sign this form as follows in the spaces provided at **Section D**:

Individual: Where the holding is in one name, the holder should sign.

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


Companies: This form must be signed in accordance with the Corporations Act, either as:

- (a) a Sole Director and Sole Company Secretary OR a Sole Director (if no Company Secretary exists);
- (b) two Directors; or
- (c) a Director or a Company Secretary.

Please also sign in the appropriate place to indicate the office held.

Power of Attorney: If you are signing under a Power of Attorney, you declare that you have had no notice of revocation of the Power or the death or liquidation of the donor of the Power. The original Power of Attorney (or a certified copy) must accompany the Proxy Form or must be received by the Company at its Registered Office or one of the Share Registry's addresses listed below for the receipt of Proxy Forms at least 48 hours before the General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

Deceased Estates: All Executors must sign and a certified copy of a Grant of Probate or Letters of Administration must accompany the form.

- 11.  Online Voting - <https://www.advancedshare.com.au/investors/>:** Log on to the Share Registry website with your Holder Reference Number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) as shown on your Proxy Form by the deadline specified below.
- 12. Lodgement of a Proxy Form:** This Proxy Form (and the original or certified copy of any Power of Attorney under which it is signed) must be received at the address below not later than **10:30 am (Perth time) on Tuesday, 26 November 2019** (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the meeting.

Proxy Forms may be lodged by posting, delivery or facsimile to the Share Registry's address below:



Advanced Share Registry
PO Box 1156
Nedlands WA 6909



Advanced Share Registry
110 Stirling Highway Nedlands
Western Australia



Advanced Share Registry
(08) 9262 3723

or
Suite 8H, 325 Pitt Street
Sydney
New South Wales