



Moelis Australia Limited

**Notice of Meeting for
2020 Annual General Meeting**

AGM and coronavirus (COVID-19)

As a result of the potential health risks and the Government's restrictions in response to the coronavirus (COVID-19) pandemic, the Company encourages shareholders to consider lodging a direct vote or directed proxy in advance of the meeting rather than planning on attending the meeting in person.

Please note that food and refreshments will not be served at the AGM.

The AGM will be made accessible to shareholders via a live webcast which will include a facility for shareholders to ask questions in relation to the business of the meeting. Further instructions in respect of these arrangements will be communicated to shareholders by the Company via the ASX closer to the date of the AGM.

If you wish to lodge your direct vote or proxy, please follow the steps on your enclosed personalised Voting Form and lodge it by 11:00am (Sydney Time) on Sunday 24 May 2020.

Shareholders may also submit questions in advance of the meeting to the Company Secretary by email as follows:

companysecretary@moelisaustralia.com

These questions should be submitted by no later than 5.00pm (Sydney Time) on 19 May 2020. As many of the most frequently raised questions as possible will be covered in the Chair's address and the Chair's address will be lodged on the ASX prior to the meeting.

Any shareholder who may still wish to physically attend the AGM should be mindful of government warnings and recommendations and monitor the Company's website and ASX announcements for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangements for holding or conducting the meeting, we will make further information available via the ASX and on our website.

Notice of General Meeting

Notice is given that the 2020 Annual General Meeting (**AGM** or **Meeting**) of Moelis Australia Limited (**Company**) will be held at Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney, NSW 2000 on Tuesday 26 May 2020 at 11:00am (Sydney Time).

Agenda items

1 Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report of the Company and its controlled entities and the Reports of the Directors and Auditor for the year ended 31 December 2019.

2 Election of Directors

To consider and if thought fit to pass as separate **ordinary resolutions**:

- (a) *That Andrew Pridham, being eligible, be re-elected as a Director of the Company.*
- (b) *That Kenneth Moelis, being eligible, be re-elected as a Director of the Company.*

3 Adoption of Remuneration Report

To consider and if through fit to pass as an **ordinary resolution**:

That the Remuneration Report for the year ended 31 December 2019 be adopted.

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

Voting exclusion statement applicable to item 3:

The Company will disregard any votes cast on item 3:

- by or on behalf of a member of the Company's key management personnel (KMP) named in the Company's Remuneration Report for the year ended 31 December 2019 or their closely related parties (such as close family members and any controlled companies), regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the Meeting or their closely related parties,

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on item 3:

- in accordance with a direction as to how to vote on the Voting Form; or
- by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy even though item 3 is connected with the remuneration of the Company's KMP.

4 Ratification of prior issue of shares

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

That for the purposes of Listing Rule 7.4, shareholders ratify and approve the issue of 3,500,000 fully paid ordinary shares in the Company previously issued at \$4.0358 per share, as described in the Explanatory Memorandum.

Voting exclusion statement applicable to item 4

The Company will disregard any votes cast in favour of item 4:

- by or on behalf of a person who participated in the issue or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of item 4 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate or a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Notice of General Meeting (cont.)

5 Approval in relation to the Moelis Australia Equity Incentive Plan (Equity Incentive Plan)

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

That for the purposes of ASX Listing Rule 7.2 Exception 13 and for all other purposes, the Company authorises the directors to issue shares in the Company for another three years commencing on 26 May 2020 upon and subject to the terms of the Equity Incentive Plan, which are summarised in the Explanatory Statement accompanying this Notice.

Voting exclusion statement applicable to item 5:

The Company will disregard any votes cast on item 5:

- in favour of this resolution by or on behalf of a person who is eligible to participate in the Equity Incentive Plan or an associate of any such person, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties,

unless the vote is cast on item 5:

- as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- as proxy for a person entitled to vote on the resolution by the Chairman of the meeting, in accordance with an express authorisation to exercise the proxy as the Chairman decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate or a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6 Amendment to the Constitution

To consider and if thought fit to pass the following **special resolution**:

That the constitution of the Company be amended in the manner set out in the schedule to the notice convening the Meeting, with effect from the conclusion of the Meeting.

Notice of General Meeting (cont.)

7 Fees payable to Non-Executive Directors

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

That, in accordance with Australian Securities Exchange Listing Rule 10.17 and the Company's Constitution, the aggregate maximum amount of remuneration of the Non-Executive Directors be increased by \$500,000 per annum to \$1,000,000 per annum.

Voting exclusion statement applicable to item 7:

The Company will disregard any votes cast on item 7:

- in favour of the resolution by or on behalf of any Directors or any associate of a Director, regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the Meeting or their closely related parties,

unless the vote is cast on item 7:

- as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- as proxy for a person entitled to vote on the resolution by the Chairman of the meeting, in accordance with an express authorisation to exercise the proxy as the Chairman decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate or a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The notes relating to voting and the Explanatory Memorandum form part of this Notice of Meeting.

By Order of the Board

Rebecca Ong

Company Secretary

23 April 2020

Notes relating to voting

1 Voting Entitlements

Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that, for the purposes of voting at the Annual General Meeting (**AGM** or **Meeting**), shareholders are those persons who are registered holders of shares in the Company at 7:00pm (Sydney Time) on Sunday 24 May 2020. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

2 Proxies

All shareholders who are entitled to attend and vote at the Meeting have the right to appoint a proxy to attend and vote for them. The proxy does not have to be a shareholder of the Company.

Shareholders holding two or more shares can appoint either one or two proxies. If two proxies are appointed, the appointing shareholder can specify what proportion of their votes they want each proxy to exercise. If no proportion is specified, each proxy may exercise half the member's votes. Neither proxy may vote on a show of hands.

If the Chairman of the Meeting is appointed, or taken to be appointed, as a proxy, but the appointment does not specify the way to vote on the resolution, then the Chairman intends to exercise all available votes in favour of the resolution.

If:

- a poll is duly demanded at the meeting in relation to a proposed resolution;
- a shareholder has appointed a proxy (other than the Chairman of the Meeting) and the appointment of the proxy specifies the way the proxy is to vote on the resolution; and
- the shareholder's proxy is either not recorded as attending the meeting or does not vote on the resolution,

the Chairman of the Meeting will, before the voting on the resolution closes, be taken to have been appointed as proxy for the shareholder for the purposes of the resolution and must vote in accordance with the written direction of that shareholder.

3 Direct Voting

A direct vote will enable shareholders to vote on the resolution to be considered at the Meeting by lodging their votes with the Company prior to the Meeting. Direct voting will enable shareholders to exercise their voting rights without the need to attend the Meeting or appoint a proxy.

Please note that a shareholder who has cast a direct vote may attend the Meeting, but if they vote at the Meeting, their direct vote will be cancelled.

4 Lodgement of Voting Forms

A voting form for appointment of a proxy or direct voting is enclosed with this notice. If you wish to appoint a proxy or direct vote, please complete the Voting Form in accordance with the instructions on the back of the Voting Form and return it to the Share Registry:

Mail: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

Facsimile: +61 2 9290 9655

Alternatively, you may register your voting or proxy instructions electronically at the Share Registry website:

<https://www.votingonline.com.au/moelisaustraliaagm2020>

To be valid, Voting Forms or electronic voting instructions must be received no later than 11:00am (Sydney Time) on Sunday 24 May 2020.

Notes relating to voting (cont.)

5 Bodies Corporate

A body corporate may appoint an individual as its representative to attend and vote at the Meeting and exercise any other powers the body corporate can exercise at the Meeting. The appointment may be a standing one. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

6 Questions for the Auditor

Shareholders may submit written questions to the Company's Auditor, Deloitte Touche Tohmatsu, if the question is relevant to the content of Deloitte Touche Tohmatsu's Audit Report for the year ended 31 December 2019 or the conduct of its audit of the Company's Financial Report for the year ended 31 December 2019.

Relevant written questions for the Auditor must be received by the Company by no later 5.00pm (Sydney Time) on 19 May 2020.

Please send any written questions to the Company Secretary by email as follows: companysecretary@moelisaustralia.com

A list of written questions will be made available to shareholders attending the Meeting. While the auditor is not obliged to provide written answers, if written answers are tabled at the Meeting, they will be made available to shareholders as soon as practicable after the Meeting.

7 Questions for the Company

Shareholders may also submit written questions to the Company relevant to the business of the Annual General Meeting. The Chairman will seek to address as many of the more frequently raised topics as possible during the Annual General Meeting. Please note that individual responses will not be sent to shareholders.

Written questions for the Company should be submitted in the same way and by the same date as written questions to the Auditor as set out above.

Questions may also be asked in person at the meeting or online via live webcast.

Explanatory Memorandum

This Explanatory Memorandum has been prepared to help shareholders understand the items of business at the Meeting.

Resolutions 2(a), 2(b), 3, 4, 5 and 7 are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution. Resolution 6 is a special resolution which requires a majority of at least 75% of votes cast by shareholders entitled to vote on the resolution.

1 Annual Financial Report, Directors' Report and Auditor's Report

The Corporations Act requires:

- the reports of the Directors and Auditors; and
- the annual Financial Report, including the Financial Statements of the Company for the year ended 31 December 2019,

to be laid before the Annual General Meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given an opportunity to raise questions or comments on the management and performance of the company.

Also, a reasonable opportunity will be given to shareholders 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.

The Annual Report 2019 is available on the Company's website at www.moelisaustralia.com.

2 Election of Directors

(a) Re-election of Andrew Pridham

Mr Andrew Pridham is submitting himself for re-election at the Meeting. Mr Pridham is an Executive Director of the Board.

Mr Pridham served as Chief Executive Officer of Moelis Australia since its formation and was appointed to the Board on 25 May 2010. On 2 March 2020, Mr Pridham transitioned to the role of Group Vice Chairman where he is focussed on generating revenue by assisting clients with their needs in parallel with identifying strategic opportunities for Moelis Australia.

Mr Pridham has over 30 years of investment banking experience covering the real estate industry including senior roles within JP Morgan's Investment Banking division and UBS' Equities research division.

Mr Pridham has been a director of AFL club the Sydney Swans Australian Rules Football Club since 2002 and its Chairman since 2013.

Mr Pridham holds a Bachelor of Applied Science (PRM) from the University of South Australia. In January 2019, Mr Pridham was appointed as an Officer in the General Division of the Order of Australia for distinguished service to the investment banking and asset management sector, to sporting groups, and to philanthropy.

Mr Pridham is a member of the Company's Nomination and Remuneration Committee.

Recommendation

The Board (with Andrew Pridham abstaining) recommends that shareholders vote **in favour** of the re-election of Andrew Pridham.

(b) Re-election of Kenneth Moelis

Mr Kenneth Moelis is submitting himself for re-election at the Meeting. Mr Moelis is a Non-Executive Director of the Board.

Mr Moelis is Chairman of Moelis & Company Group LP and has served as Chief Executive Officer of that company since 2007. Mr. Moelis has over 30 years of investment banking and mergers and acquisitions experience. Prior to founding Moelis & Company, Mr Moelis worked at UBS from 2001 to 2007, where he was most recently President of UBS Investment Bank and previously Joint Global Head of Investment Banking. Before joining UBS, Mr. Moelis was Head of Corporate Finance at Donaldson, Lufkin & Jenrette, where he worked from 1990 through 2000.

Mr Moelis serves on the University of Pennsylvania Board of Trustees, the Wharton Board of Overseers, the Ronald Reagan UCLA Medical Centre Board of Advisors and was formerly chair and director on the Tourette Association of America Board. He holds a Bachelor of Science degree and an MBA from the Wharton School at the University of Pennsylvania.

Mr Moelis is a member of the Company's Nomination and Remuneration Committee.

Recommendation

The Board (with Kenneth Moelis abstaining) recommends that shareholders vote **in favour** of the re-election of Kenneth Moelis.

Explanatory Memorandum (cont.)

3 Adoption of Remuneration Report

The Remuneration Report on pages 34 to 41 of the Company's Annual Report sets out the remuneration policies of the Company and reports on the remuneration arrangements in place for the Company's KMP during the year ended 31 December 2019. Shareholders are encouraged to submit questions on the Remuneration Report to the Company Secretary in advance of the Meeting. Shareholders will have a reasonable opportunity at the Meeting to ask questions about or make comments on the Remuneration Report.

As prescribed by the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote and discussion at the Meeting into account in setting remuneration policy for future years.

4 Ratification of prior issue of shares

As announced on 19 March 2020 the Company issued 3,500,000 ordinary shares under an employee incentive scheme. The shares were issued on 13 March 2020 at an issue price of \$4.0358, being the volume weighted average price of the Company's shares over the five business days to 11 March 2020.

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of the ratification is to restore the Company's maximum discretionary power to issue further shares up to 15% of the issued capital of the Company without requiring shareholder approval. If shareholders do not approve this resolution, the securities issued will not be excluded from the Company's placement capacity.

Item 4 seeks ratification under Listing Rule 7.4 of the issue of 3,500,000 shares that were made on 13 March 2020 in order to restore the ability of the Company to issue further shares within the 15% limit during the next 12 months.

The following information in relation to the shares is provided to shareholders for the purposes of Listing Rule 7.5:

- (a) the shares were issued on 13 March 2020 to eligible employees which included two KMPs, Janna Robertson and Graham Lello, under the terms of the Moelis Australia Loan Funded Share Plan, a summary of which was disclosed on the ASX on 19 March 2020,
- (b) 3,500,000 fully paid ordinary shares were issued ranking equally in all respects with the existing fully paid ordinary shares on issue;
- (c) the shares were issued at a price of \$4.0358 per share; and
- (d) the purpose of the share issue was to meet allocations under the Company's employee incentive arrangements and no funds were raised by the issue.

Recommendation

The Board recommends that shareholders vote **in favour** of Item 4.

Explanatory Memorandum (cont.)

5 Approval in relation to the Moelis Australia Equity Incentive Plan (Equity Incentive Plan)

As an incentive to employees, an Equity Incentive Plan was adopted by the Company on listing of the Company in April 2017. A copy of the Equity Incentive Plan is available on the Moelis Australia website at www.moelisaustralia.com.

ASX Listing Rule 7.1 requires that a company obtain shareholder approval prior to the issue of securities representing more than 15% of the issued capital of the Company. ASX Listing Rule 7.2 set out a number of exceptions to Listing Rule 7.1, one of which (Exception 13) is an issue of securities under an employee incentive scheme if, within three years before the date of issue, the shareholders of the Company approved the issue of securities under the scheme.

The key points of the Equity Incentive Plan can be summarised as follows:

- (a) The equity rights may take the form of shares in the Company, rights to receive shares in the Company in the future or share options (Equity Instruments). The Equity Incentive Plan is used to deliver Equity Instruments determined through annual incentive bonus process and may also be used to deliver Equity Instruments to new employees upon commencement of employment.
- (b) All employees, including the Moelis Australia Joint-CEOs and Group Vice Chairman, are eligible to participate in the Equity Incentive Plan. Unless the Board determines otherwise, an employee is not required to pay for a grant of Equity Instruments.
- (c) Equity Instruments are subject to vesting conditions as determined by the Board including continuation of employment with the Company. Generally employees who leave before the relevant vesting dates will forfeit their Equity Instruments. The Board retains discretion to allow employees to retain their Equity Instruments upon ceasing employment, and may do so depending on the particular circumstances of an employee's departure.
- (d) The Company may choose to settle Equity Instruments in cash or by delivering shares. Prior to vesting, employees are not permitted to transfer, hedge or otherwise deal with their incentives. The Board also has broad clawback powers if, for example, an employee has acted fraudulently or dishonestly or there is a material financial misstatement.
- (e) The terms of each annual award of Equity Instruments, or ad hoc grants, will be determined by the Board, and may vary from year to year and may vary between employees in any given year.
- (f) The Equity Incentive Plan includes specific provisions dealing with adjustments in the event of capital reorganisations. These are intended to ensure that there is no material advantage or disadvantage to employees participating in the scheme as a result of corporate actions including bonus issues and rights issues.
- (g) In the event of a takeover or any proposed transaction that the Board in its discretion determines should be treated as a change of control, unvested Equity Instruments will vest on completion of the transaction to the extent any applicable performance hurdles have been achieved. The Board will have discretion to determine, taking into account the circumstances of the transaction, whether any additional unvested awards held by participants (if any) should also vest.

Since listing, the Company has issued 5,331,294 shares in respect of its Equity Incentive Plan under ASX Listing Rule 7.2 (Exception 13).

The Directors seek approval to extend the approval in relation to the Equity Incentive Plan for a further three years from 26 May 2020, in accordance with the provisions on the plan thereby giving the Company greater flexibility to make future issues of securities.

The maximum number of securities proposed to be issued by the Company in respect of its Equity Incentive Plan over the next three years is 5,000,000 shares. If shareholder approval is not obtained, any securities granted under the Equity Incentive Plan will not be excluded from the Company's placement capacity.

Explanatory Memorandum (cont.)

6 Amendments to the Constitution

The Company's constitution has not been updated since the Company listed on the ASX in April 2017. The Board is proposing two amendments to the Company's constitution as described below.

Increasing the total number of directors who can sit on the Board

Shareholder approval is sought to increase the maximum number of directors who can sit on the Board to eight directors. The current maximum number of directors is seven and there are currently six directors on the Board.

Under clause 7.1(a) of the Company's constitution, the maximum number of directors may only be increased with shareholder approval. If shareholder approval is not obtained, the current maximum number of directors will remain at seven.

The Board is seeking shareholder approval to increase the number of directors because it would like to increase the number of non-executive directors in the coming years, as part of its ongoing planning strategy reflecting the Company's growth since listing and to ensure that the Board continues to have a balance of skills, knowledge and experience.

Treatment of extra services or special exertions provided by a non-executive director

Under the Company's Constitution and the ASX Listing Rules, the total fees paid to non-executive directors must not exceed the total amount of directors' fees approved by shareholders. This is known as the "Fee Pool" and is further considered in item 7 below.

Under rule 7.3(g) of the Company's Constitution, any director who performs extra services, makes any special exertions for the benefit of the Company or who otherwise performs services which, in the opinion of the Board, are outside the scope of the ordinary duties of a non-executive director, may be remunerated for the services (as determined by the Board) out of the funds of the company. Currently, the Constitution provides that any amount paid for these services will form part of the Fee Pool.

It is proposed that this position be amended so that any fees paid for such services would not form part of the Fee Pool. Whilst the Board does not currently intend to make such payments, it would like the flexibility in the Constitution to do so if required. This change is also being made in conjunction with the increase of the Fee Pool in item 7 below, which together will ensure the Board is able to best manage succession planning and ensure the Company has the ability to remunerate competitively and attract and retain high calibre non-executive directors.

Approval of amendments

If passed by shareholders at the meeting, the proposed amendments to the constitution will take effect from the conclusion of the meeting.

Recommendation

The Board recommends that shareholders vote **in favour** of Item 6.

7 Fees payable to Non-Executive Directors

Shareholder approval is sought to increase the limit on aggregate non-executive Directors' remuneration in any financial year (**Fee Pool**) by \$500,000, from \$500,000 to \$1,000,000.

Under clause 7.3 of the Company's constitution and ASX Listing Rule 10.17, the Fee Pool may only be increased with shareholder approval. The current Fee Pool was approved by shareholders prior to the Company listing on the ASX. If shareholder approval is not obtained, the current Fee Pool will remain at \$500,000.

The Directors are seeking shareholder approval to increase the Fee Pool for the following reasons:

- the number of non-executive directors is expected to increase in the coming years, as part of the Board's ongoing planning strategy reflecting the Company's growth since listing and to ensure that the Board continues to have a balance of skills, knowledge and experience;
- the current Fee Pool is low by market standards and was set when the Company first listed in 2017;
- to ensure the Company has the ability to remunerate competitively and attract and retain high calibre non-executive directors;
- to allow for some growth in non-executive directors' remuneration in the future to reflect market competitiveness for non-executive directors with the skills and experience appropriate for the Company's business;

The remuneration of non-executive directors for the year ended 31 December 2019 is detailed in the Remuneration Report. No securities have been issued to any non-executive director under ASX Listing Rules 10.11 or 10.14 with shareholder approval within the last three years.

Schedule – Amendments to constitution (Item 6)

It is proposed that the constitution of Moelis Australia Limited be amended in the manner set out below.

(a) That the number “7” in rule 7.1(a)(2) of the constitution, be replaced by “8”.

(a) That:

the following words in rule 7.3(g) of the constitution, be deleted:

“Any amount paid will form part of the aggregate remuneration permitted under rule 7.3(a).”

and replaced with the words:

“Any amount paid will not form part of the aggregate remuneration permitted under rule 7.3(a).”



Sydney

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All correspondence to:

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YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (Sydney Time) on Sunday 24 May 2020.**

🖥 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/moelisaustraliaagm2020>

STEP 2: Enter your Postcode (if within Australia) OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



PLEASE NOTE: For security reasons it is important you keep the above information confidential.

Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE VOTING FORM

The voting form can be used to either vote directly (Section 1) OR appoint a proxy to vote on your behalf (Section 2).

SECTION 1: DIRECT VOTING

If you wish to vote directly, you should clearly mark the box in Section 1 and the boxes in Section 3 to indicate your voting instruction for each resolution. Please only mark either "for" or "against" for each resolution. Do not mark the "abstain" box if you are voting directly. If no direction is given on a resolution, or if you complete both the boxes in Section 1 and 2, your vote may be passed to the Chairman of the Meeting as your proxy. Securityholders, custodians and nominees may identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid. The Chairman's decision as to whether a direct vote is valid is final and conclusive.

SECTION 2: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Section 2. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting or does not vote on a poll in accordance with your instructions, the Chairman of the Meeting will be your proxy by default. A proxy need not be a Securityholder of the company. Do not write the name of the issuer company or the registered Securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two forms. On each form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

SECTION 3: VOTING DIRECTIONS

To cast your direct vote or to direct your proxy how to vote, place a mark in one of the boxes opposite each resolution. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any resolution by inserting the percentage or number that you wish to vote in the appropriate box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%. If you do not mark any of the boxes on a given resolution, your proxy may vote as he or she chooses (subject to any voting restrictions that apply to your proxy). If you mark more than one box on a resolution for all your securities your vote on that resolution will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the Meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

SECTION 4: SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the Securityholder.

Joint Holding: where the holding is in more than one name, all the Securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

LODGEMENT

Voting Forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the Meeting, therefore by **11:00am (Sydney Time) on Sunday 24 May 2020.** Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting forms may be lodged using the enclosed Reply-Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/moelisaustraliaagm2020>

📱 **By Smartphone** Scan the QR Code

📠 **By Fax** +61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

VOTING FORM

SECTION 1: DIRECT VOTING

I/We being a Securityholder/s of **Moelis Australia Limited** (Company) and entitled to attend and vote hereby elect to vote directly at the Annual General Meeting of the Company to be held at **Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000 on Tuesday, 26 May 2020 at 11:00am (Sydney Time)** and at any adjournment of that Meeting.

SECTION 2: APPOINTMENT OF PROXY

I/We being a Securityholder/s of **Moelis Australia Limited** (Company) and entitled to attend and vote hereby appoint:

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

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered Securityholder) you are appointing as your proxy below

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 at the Annual General Meeting of the Company to be held at **Level 27, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000 on Tuesday, 26 May 2020 at 11:00am (Sydney Time)** and at any adjournment or of that Meeting, to act 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If 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 and I/we have not directed my/our proxy how to vote in respect of Items 3,5 & 7, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Items even though Items 3,5 & 7 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Items 3,5 & 7). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

SECTION 3: VOTING DIRECTIONS

		For	Against	Abstain*
Item 2(a)	Re-election of Andrew Pridham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(b)	Re-election of Kenneth Moelis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Ratification of prior issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Approval in relation to the Moelis Australia Equity Incentive Plan (Equity Incentive Plan)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Amendment to the Constitution (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Fees payable to Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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 vote will not be counted in calculating the required majority if a poll is called.

SECTION 4: SIGN THE FORM
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2020