

IDT AUSTRALIA LIMITED

ABN 66 006 522 970

Notice of Annual General Meeting And Explanatory Memorandum

Due to public health considerations relating to COVID-19 this Meeting will be held as a virtual meeting as follows:

Details on how to participate 'virtually' are provided in the Virtual Meeting Online Guide available at www.idtaus.com.au/investors/annual-reports. Shareholders are encouraged to review this Virtual Meeting Online Guide before the Meeting.

Date: 17 November 2020
Time: 10.00am (AEDT)
Venue: Online at <https://agmlive.link/IDT20>

We recommend logging onto our online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

Enter <https://agmlive.link/IDT20> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN), which is printed at the top of the Voting Form; and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

Shareholders are requested to participate in the AGM virtually via our virtual AGM platform at <https://agmlive.link/IDT20> or via the use of a Direct Voting Form or the appointment of a proxy.

IDT AUSTRALIA LIMITED

ABN 66 006 522 970

Notice of Annual General Meeting

Notice is given for a General Meeting of the Company to be held virtually as follows:

Date: 17 November 2020
Time: 10.00am (AEDT)
Venue: Online at <https://agmlive.link/IDT20>

AGENDA

Business

1. Accounts and Reports

To receive and consider the financial statements and the reports of the Directors and of the Auditors for the year ended 30 June 2020.

2. Resolution 1: Adoption of Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2020 as set out in the Company's Annual Report for the year ended 30 June 2020 be adopted."

**Please note that section 250R(3) of the Corporations Act 2001 (Cth) provides that the vote on this resolution is advisory only and does not bind the Directors or the Company.*

3. Resolution 2: Election of Mr Michael Kotsanis

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

"To elect Mr Michael Kotsanis, who was appointed as a Director by the Board on 23 March 2020, whose appointment as a Director expires at this Annual General Meeting in accordance with Listing Rule 14.4, and being eligible, offers himself for election by Shareholders."

4. Resolution 3: Re-election of Mr Alan Fisher

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

"To elect Mr Alan Fisher who retires by rotation in accordance with Listing Rule 14.4 and Rule 16.1(b) of the Company's Constitution and being eligible, offers himself for re-election as a Director."

By order of the Board



Ancila Desai
Company Secretary
15 October 2020

Explanatory Notes

Snapshot Date

For the purposes of voting at this meeting, the Directors have determined that all Shares of the Company that are quoted securities at 7.00 pm (AEDT) on 15 November 2020 are taken to be held by the persons who are registered as holding them at that time. The entitlement of members to vote at the meeting will be determined by reference to that time.

Discussion and Shareholder Questions

Discussion will take place on all items of business to be considered at the AGM.

All shareholders will have a reasonable opportunity to ask questions during the AGM via the virtual AGM platform, including an opportunity to ask questions of the Company's External Auditor.

Shareholders are requested to observe the following requests:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report, and general questions about the performance, business or management of the Company;
- if a Shareholder has more than one question on an item of business, all questions should be asked at the one time; and
- Shareholders should not ask questions at the Meeting relating to any matters that are personal to the Shareholder or commercial in confidence.

Due to the virtual nature of the AGM, Shareholders are requested to register questions in advance of the AGM. A Shareholder Question Form has been included with this Notice. Questions can also be lodged online during the AGM. We will attempt to address the more frequently asked questions in the Chairman's and CEO's presentations to the Meeting. Written questions must be received by the Company or Link Market Services Limited by 5.00pm AEDT on 13 November 2020, and can be submitted online, by mail, by fax or in person (as set out on the top of the Shareholder Question Form).

All Resolutions Will Be By Poll

In accordance with clauses 15.6 of the Company's constitution, the Chair intends to call a poll on each of the resolutions proposed at the AGM. Each resolution considered at the AGM will therefore be conducted by a poll. The Chair considers voting by poll to be in the interests of the shareholders as a whole and is a way to ensure the views of as many shareholders as possible are represented at this virtual meeting.

How to Vote

Shareholders may vote by:

- a) Using the online platform. We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:
 - Enter <https://agmlive.link/IDT20> into a web browser on your computer or online device;
 - Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN), which is printed at the top of the Voting Form; and
 - Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

Online voting will be open between the commencement of the Meeting at 10.00am (AEDT) on Tuesday 17 November 2020 and the time at which the Chair announces the closure of voting (and using the proxies filed prior to the Meeting).

More information about online participation in the Meetings is available in the Online Platform Guide at www.idtaus.com.au/investors/annual-reports.

- b) Appointing a proxy to attend virtually and vote on their behalf, using the enclosed proxy form.

Voting by Proxy

A member who is entitled to vote at the meeting may appoint:

- a) one proxy if the member is only entitled to one vote; or
- b) two proxies if the member is entitled to more than one vote.

Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded.

A proxy need not be a member of the Company.

If you require an additional proxy form, please contact the Company's Share Registry on +61 1300 554 474, which will supply it on request.

Notes re Resolution 1: If a member (who is not an Excluded Voter) has appointed as their proxy an Excluded Voter, and directed that proxy how to vote with respect to Resolution 1, the Excluded Voter may only vote upon Resolution 1 as directed by the member. To direct the Excluded Voter as proxy the member must either:

- (a) complete a "for" or "against" or "abstain" at Step 2 of the Proxy Form for Resolution 1 (Item 2 of the Items of Business), or
- (b) tick the Chair's undirected proxy (remuneration authorisation) box in the second section of Step 1 on the Proxy Form (in which case the member is directing the Chair to vote with respect to Resolution 1 in accordance with the Chair's stated intention, namely "for" Resolution 1).

If you appoint as your proxy an Excluded Voter **other than** the Chair, you can only direct the proxy with respect to Resolution 1 completing the Proxy Form as described in (a) above, not as described in (b) above.

If Chair is appointed proxy on the Proxy Form but the proxy appointments do not specify how the Chair is to vote, by executing the Proxy Form the Shareholder is taken to have authorised the Chair to exercise the proxy even if the resolution is connected directly or indirectly with a member of the Key Management Personnel.

An Excluded Voter for these purposes means any one of the Key Management Personnel whose remuneration is set out in the remuneration report (as set out from page 11 of the Company's 2020 Annual Report, a copy of which can be found on the Company's website www.idtaus.com.au (KMP) or one of KMP's closely related parties, and is defined in the Corporations Act to include the Chair and a spouse, dependent and certain other close family members and companies controlled by the KMP.

The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, Link Market Services Limited, no later than 10.00am (AEDT) on Sunday 15 November 2020. Proxies received after this time will not be accepted. Instructions for completing the proxy form are outlined on the form, which may be returned by:

- a) posting it in the reply-paid envelope provided;
- b) posting it IDT Australia Limited C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235;
- c) hand delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000;
- d) faxing it to Link Market Services Limited on fax number (02) 9287 0309; or
- e) lodging it online at linkmarketservices.com.au in accordance with the instructions provided on the website. You will need your Holder Identification Number (HIN) or Shareholder Reference Number (SRN) to lodge your proxy form online.

Proxies given by corporate shareholders must be executed in accordance with their constitutions or signed by a duly authorised attorney. A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at meetings of a company's shareholders or in the capacity of a shareholder's proxy. The appointment may be a standing one. Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body could exercise at a meeting or in voting on a resolution.

A proxy may decide whether to vote on any motion except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he or she thinks fit.

The constitution provides that where the appointment of a proxy has not identified the person who may exercise it, the appointment will be deemed to be given in favour of the Chair of the meeting to which it relates or to such other person as the Board determines.

If a shareholder appoints the Chair of the meeting as the shareholder's proxy and does not specify how the Chair is to vote on an item of business, the Chair will vote, as a proxy for that shareholder, in favour of the item on a poll.

IDT AUSTRALIA LIMITED

ABN 66 006 522 970

Explanatory Memorandum

This Explanatory Memorandum forms part of the Notice of Meeting and has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting of Shareholders to be held virtually on 17 November 2020.

1. Accounts and Reports

The Corporations Act requires the Company to lay before the Annual General Meeting, the Financial Report, The Report of Directors (including the Remuneration Report) and the Auditor's Report for the financial year ended 30 June 2020.

Shareholders will be offered the opportunity to discuss the Financial Report, The Report of Directors and Auditor's Report at the meeting. Copies of these reports can be found on the Company's website www.idtaus.com.au.

There is no requirement for Shareholders to approve the Financial Report, The Report of Directors or Auditor's Report.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report for the financial year ended 30 June 2020;
- (b) ask questions or make comments on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and preparation and content of the Auditor's Report.

In addition to taking questions at the Annual General Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
 - (b) the conduct of the audit;
 - (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - (d) the independence of the auditor in relation to the conduct of the audit,
- may be submitted no later than 5 business days before the Annual General Meeting to the Company Secretary at the Company's registered office.

2. Resolution 1: Adoption of Remuneration Report

Under the Corporations Act, listed entities are required to put to the vote a resolution that the Remuneration Report section of the Report of Directors be adopted. This Remuneration Report can be found on pages 10-14 of the Company's 2020 Annual Report. It sets out a range of matters relating to remuneration of Directors and Key Management Personnel of the Company.

A vote on this resolution is advisory only and does not bind the Directors or the Company. A copy of the Company's 2020 Annual Report can be found on its website at www.idtaus.com.au.

The Corporations Act provides that:

- (a) members of the Key Management Personnel whose remuneration details are included in the Remuneration Report (and any closely related party of those members) are not permitted to vote on a resolution to approve the Remuneration Report, and
- (b) if the vote to approve the Remuneration Report receives a "no" vote by at least 25% of the votes cast, this will constitute a "first strike".

IDT's current "strike" count is zero. If a "first strike" was to occur at this 2020 Annual General Meeting:

- (a) the Company's subsequent Remuneration Report (in other words, the Company's Remuneration Report to be included in the 2021 Annual Report) must include an explanation of the Board's proposed action in response to the 2020 "no vote" or an explanation of why no action has been taken; and
- (b) if the Company's subsequent (i.e. 2021) Remuneration Report also receives a "no vote" (at the 2021 annual general meeting) of at least 25% of the votes cast, then Shareholders at the 2021 annual general meeting will be asked (at that 2021 annual general meeting) to vote on whether or not the Company is to hold another general shareholder's meeting (within the following 90 days) to vote on a "spill resolution" under section 250V of the Corporations Act.

Voting Exclusion statement

Voting exclusion:

A vote on Resolution 1 must not be cast, and the Company will disregard any votes cast on Resolution 1, by or on behalf of:

- (a) a member of the Key Management Personnel; and
- (b) a Closely Related Party of those persons.

However, the Company need not disregard a vote if it is cast by a member of the Key Management Personnel, is not cast on behalf of a member of the Key Management Personnel and either:

- (c) the proxy appointing the member of the Key Management Personnel specifies the way the proxy is to vote, in accordance with the direction on the proxy form; or
- (d) it is cast by the Chair, the proxy does not specify the way in which the Chair is to vote on the resolution and the proxy expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

IDT Board Recommendation

The Directors unanimously recommend that shareholders vote FOR this Resolution 1 and, subject to the voting restrictions and exclusions described above, the Chair intends to exercise all undirected proxies in favour of Resolution 1.

3. Resolution 2: Election of Mr Michael Kotsanis

Mr Michael Kotsanis was appointed as Director of the Company on 23 March 2020 in accordance with Rule 16.3 of the Constitution. This rule allows at any time the appointment by the Directors of a person to fill a casual vacancy. Pursuant to ASX Listing Rule 14.4 any Director so appointed holds office until the next General Meeting of members of the Company and is then eligible for election at that meeting.

Accordingly, Mr Michael Kotsanis, being eligible, submits himself for election as a Director of the Company.

Information regarding Mr Michael Kotsanis is as follows:

- BSc, Grad Dip Business, MBus
- Non-Executive Director since 23 March 2020, member of Audit and Risk and Remuneration and Nomination Committee

IDT Board Recommendation

The Directors (in the absence of Mr Kotsanis) recommend that shareholders vote in favour of Resolution 2 for the election of Mr Kotsanis. Due to the interest he has in the outcome of Resolution 2, Mr Kotsanis makes no recommendation to Shareholders in relation to Resolution 2.

4. Resolution 3: Re-election of Mr Alan Fisher

Rule 16.1 of the Company's Constitution provides that at the Annual General Meeting in every year, one third of the Directors must retire, and being eligible may offer themselves for re-election. The Director(s) to retire by rotation at each annual general meeting are those who have been longest in office. The length of time a Director has been in office is computed from that Director's last election. The Managing Director and Directors appointed to fill casual vacancies are not to be taken into account in determining which Directors are to retire by rotation.

As at the date of this Notice of Meeting, the Board of the Company comprised of three Directors who are subject to rotation. The Directors longest in office are Mr Alan Fisher and Mr Hugh Burrill. As the 'one third' calculation means not less than one third, one of the Directors 'longest in office' must resign and may offer themselves for re-election for the purposes of compliance with Rule 16.1(b) of the Constitution. Mr Fisher retires by rotation at this Annual General Meeting.

Mr Alan Fisher, being eligible, offers himself for re-election.

Information regarding Mr Alan Fisher is as follows:

- BCom, FCA, MAICD
- Non-executive Director since 10 June 2015 and Chair since 21 November 2017, member of Audit and Risk Committee

IDT Board Recommendation

The Directors (in the absence of Mr Fisher) recommend that shareholders vote in favour of Resolution 3 for the re-election of Mr Fisher. Due to the interest he has in the outcome of Resolution 3, Mr Fisher makes no recommendation to Shareholders in relation to Resolution 3.

5. Further information

The Directors are not aware of any other information which is relevant to the consideration by members of the proposed Resolutions set out in the Notice of Meeting.

The Directors recommend members read this Explanatory Memorandum in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the proposed Resolutions before making any decision in relation to the proposed Resolutions.

Annexure A – Glossary

Definitions

The following definitions are used in the Notice of Meeting and the Explanatory Memorandum:

Act means the *Corporations Act 2001 (Cwth)*.

Annual General Meeting / AGM mean the annual general meeting of the Company to be held virtually on 17 November 2020 pursuant to the Notice of Meeting.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the Listing Rules of the ASX as amended from time to time.

Board means the Board of Directors of the Company.

Closely Related Party has the meaning as provided in Section 9 of the Act, and includes a spouse, child or dependent of a KMP and a company controlled by a KMP.

Company means IDT Australia Limited ABN 66 006 522 970.

Corporations Act or Act means the *Corporations Act 2001 (Cth)*.

Director means a Director of the Company.

Explanatory Memorandum means the explanatory memorandum attached to this Notice.

Key Management Personnel or KMP means the members of the key management personnel whose remuneration is disclosed in the Remuneration Report.

Meeting means the annual general meeting subject to this Notice.

Notice of Meeting or Notice means this notice of annual general meeting.

Remuneration Report means the remuneration report of the Company for the year ended 30 June 2020 as set out in the Company's Annual Report for the year ended 30 June 2020.

Resolution means the resolutions referred to in the Notice of Meeting.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

IDT Australia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

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



ALL ENQUIRIES TO

Telephone: 1300 554 474 Overseas: +61 1300 554 474

PROXY FORM

I/We being a member(s) of IDT Australia Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

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

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEDT) on Tuesday, 17 November 2020 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/IDT20> (refer to details in the Virtual Meeting Online Guide).

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

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

VOTING DIRECTIONS

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

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

Resolutions

For Against Abstain*

1 Adoption of the Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Election of Mr Michael Kotsanis

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Re-election of Mr Alan Fisher

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIR OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's Share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Sunday, 15 November 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



BY MAIL

IDT Australia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

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

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



ABN 66 006 552 970

LODGE YOUR QUESTIONS



ONLINE

www.linkmarketservices.com.au



BY MAIL

IDT Australia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

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



ALL ENQUIRIES TO

Telephone: 1300 554 474 Overseas: +61 1300 554 474



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Please use this form to submit any questions about IDT Australia Limited ("the Company") that you would like us to respond to at the Company's 2020 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **5.00pm (AEDT) on 13 November 2020**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to *(please mark the most appropriate box)*

☐

Performance or financial reports

☐

Sustainability/Environment

☐

Other

☐

Remuneration Report

☐

Future direction

☐

My question is for the auditor

☐

General suggestion

☐

Performance or financial reports

☐

Sustainability/Environment

☐

Other

☐

Remuneration Report

☐

Future direction

☐

My question is for the auditor

☐

General suggestion

QUESTIONS

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Step 1

Open your web browser and go to <https://agmlive.link/IDT20> and select the relevant meeting.

Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live audiocast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

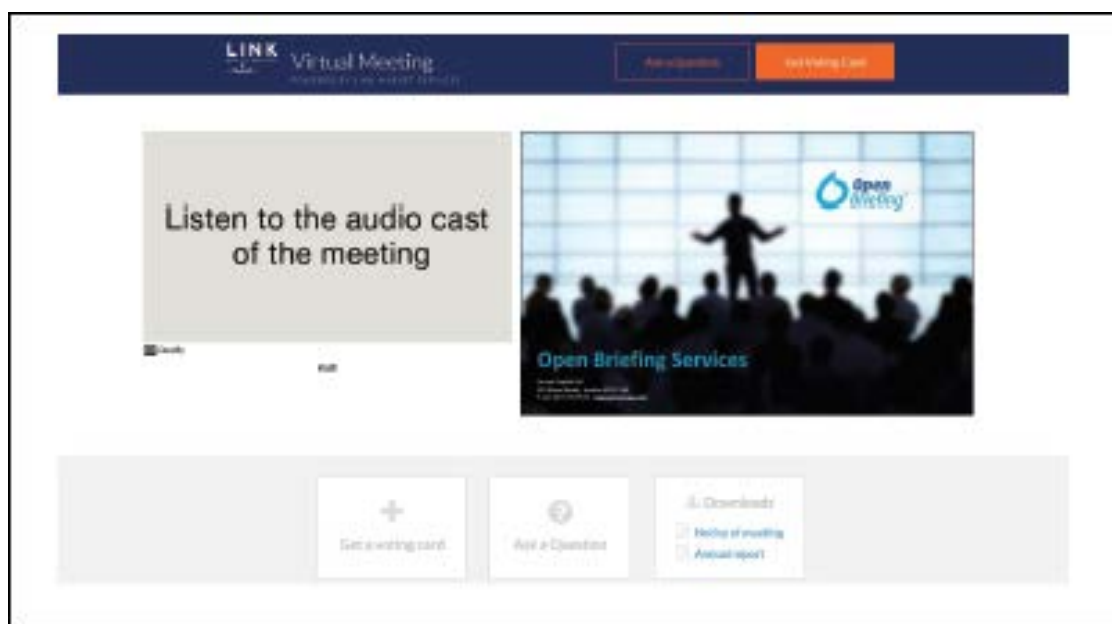
This will bring up a box which looks like this.

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



ABC COMPANY PTY LTD X123456789 X

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote **Partial Vote**

Resolution 2B ☐ For ☐ Against ☐ Abstain

RE-ELECTION OF MR. ABC AS A DIRECTOR

Resolution 2C ☐ For ☐ Against ☐ Abstain

RE-ELECTION OF MS. XYZ AS A DIRECTOR

Resolution 3 ☐ For ☐ Against ☐ Abstain

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4 ☐ For ☐ Against ☐ Abstain

ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

Once voting has been closed all voting cards will automatically be submitted and cannot be changed.

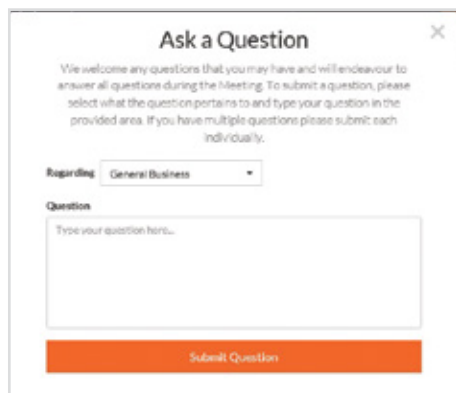
At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.

A screenshot of a web-based 'Ask a Question' form. The title 'Ask a Question' is at the top with a close button (X). Below the title is a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' There is a 'Regarding:' section with a dropdown menu currently set to 'General Business'. Below this is a 'Question' section with a text input field containing the placeholder 'Type your question here...'. At the bottom is an orange button labeled 'Submit Question'.

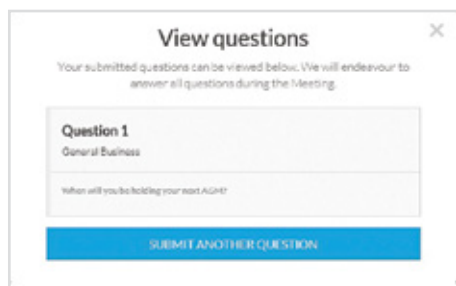
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.

A screenshot of a web-based 'View questions' box. The title 'View questions' is at the top with a close button (X). Below the title is a message: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.' There is a section for 'Question 1' with the category 'General Business'. Below this is a question: 'When will you be holding your next AGM?'. At the bottom is a blue button labeled 'SUBMIT ANOTHER QUESTION'.

3. Downloads

View relevant documentation in the Downloads section.

Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

At the close of the meeting any votes you have placed will automatically be submitted.

Contact us

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