

NOTICE OF ANNUAL GENERAL MEETING - 2020

Notice is given that the Annual General Meeting of ARB Corporation Limited (the “Company”) will be held on Thursday 15th October 2020 at 11.00 am (the “AGM” or the “Meeting”). Shareholders will participate in the Meeting online this year due to COVID-19 restrictions.

To protect the health and safety of our shareholders and staff and to allow all shareholders to attend the Meeting, the Company will hold a fully virtual meeting online which means there will be no physical venue for you to attend.

Instructions for how to join the Meeting online, view the webcast, submit questions and vote in real time during the Meeting are available at www.arb.com.au/about/investor-relations/ and within this Notice of Meeting below.

AGENDA ITEMS

ORDINARY BUSINESS

1. FINANCIAL REPORTS

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

2. REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution:

“That the shareholders adopt the Remuneration Report which was contained in the Directors’ Report that was provided to shareholders as part of the 2020 Annual Report.”

Voting exclusion statement

The Corporations Act 2001 restricts members of Key Management Personnel (“KMP”) and their closely related parties from voting in relation to item 2 in certain circumstances.

The Company will disregard any votes cast (in any capacity) on the proposed resolution in item 2 by or on behalf of:

- members of the KMP (being the directors and any other KMP disclosed in the Remuneration Report); and
- closely related parties of those persons, unless the vote is cast
- as a proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- by the Chairman of the meeting as a proxy for a person entitled to vote in accordance with an express authority to vote undirected proxies as the Chairman sees fit.

3. ELECTION OF DIRECTORS

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

“That Mr Andrew Brown, a Director retiring in accordance with the Company’s Constitution, being eligible, is re-elected as a Director of the Company.”

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

“That Mr Andrew Stott, a Director retiring in accordance with the Company’s Constitution, being eligible, is re-elected as a Director of the Company.”

OTHER BUSINESS

To transact any other business that may be lawfully transacted at the Annual General Meeting.

Shareholders are referred to the Notes and Explanatory Statement accompanying and forming part of this Notice of Meeting.

By order of the Board
14th day of September 2020



Damon Page
Company Secretary

NOTES

1. HOLDING A VIRTUAL MEETING

As part of the Australian Government's response to COVID-19, the Federal Treasurer has issued a Determination that permits companies to hold fully virtual annual general meetings and allows notices of meeting and other information regarding a meeting to be provided online where it can be viewed and downloaded.

The Meeting will be webcast live via the Lumi online platform. You will be able to listen to the proceedings, view the presentations, ask questions of the Board and vote in real time. You will be able to attend the Meeting using your computer, mobile phone or other mobile device.

ARB's Notice of Meeting is available at www.arb.com.au/about/investor-relations/. Shareholders will also find on this site instructions for how to join the Meeting online, view the webcast, submit questions and vote in real time during the Meeting.

If you will not be able to attend the Meeting online at the scheduled time, you can participate in the Meeting by appointing a proxy to attend the Meeting and vote on your behalf in accordance with the directions found in section 6 of the Notes to the Notice of Meeting.

Technical difficulties may arise during the course of the Meeting. The Chairman has discretion as to whether and how the Meeting should proceed in the event of a technical disruption. Where he considers it appropriate, the Chairman may continue to hold the Meeting and transact business including conducting a poll and voting in accordance with proxy instructions. For this reason, shareholders are encouraged to cast proxy votes prior to the commencement of the Meeting. If it becomes necessary to postpone or adjourn the Meeting, the Company will give as much notice as practical via the ASX and communications to shareholders.

2. ENTITLEMENT TO VOTE

For the purposes of determining a person's entitlement to vote at the Meeting, the person will be recognised as a member and a holder of shares if that person is registered as a holder of those shares at 7.00 pm (AEDT) on Tuesday 13th October 2020.

3. REGISTRATION

Shareholders can participate in the AGM and watch the webcast online using their computer, mobile phone or other mobile device via the following website: <https://web.lumiagm.com/391268165>.

Once you have accessed the above website, shareholders will need the following information to register and participate in the Meeting in real time:

- a) your username, which is your Securityholder Reference Number ("SRN") or Holder Identification Number ("HIN") which can be found on your holding statement, dividend statement or proxy form; and
- b) your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the Online Meeting Guide (link below) for their password details.

Further information regarding participating in the AGM online, including browser requirements, is detailed in the AGM Online Meeting Guide available on ARB's website at www.arb.com.au/about/investor-relations/.

Registration for the AGM will open at 10.30am (AEDT) on the morning of the Meeting.

4. PARTICIPATION IN THE AGM ONLINE

Shareholders participating via the Lumi online platform will be able to:

- a) listen to the presentations and responses to questions;
- b) view Meeting slides;
- c) submit questions at the appropriate time while the Meeting is in progress; and
- d) vote during the Meeting (until closure of voting as announced by the Chairman).

It may not be possible to respond to all questions raised during the Meeting and shareholders are therefore encouraged to lodge questions prior to the AGM via www.investorvote.com.au.

Instructions on how shareholders may ask questions during the Meeting are available at www.arb.com.au/about/investor-relations/.

5. HOW TO SUBMIT YOUR VOTE AND QUESTIONS IN ADVANCE OF THE MEETING

If you are planning to attend the Meeting online, you are encouraged to cast proxy votes and lodge questions prior to the Meeting at www.investorvote.com.au. To use this facility, shareholders receiving electronic communications will click on the proxy link received by email and enter their postcode or country code registered to their holding whilst shareholders receiving communications by mail will enter their six-digit Control Number, SRN or HIN and postcode which can be found on their proxy form.

You may also submit questions prior to the Meeting via email addressed to company.secretary@arb.com.au. Questions must be lodged online or emailed by no later than Tuesday 13th October 2020.

NOTES (cont.)

6. APPOINTING PROXIES

If you are a shareholder entitled to vote, you may appoint someone to vote on your behalf as your proxy.

Any shareholder entitled to vote at the AGM may appoint up to two proxies to vote in place of that shareholder and specify the number of votes that each may exercise. If a percentage is not specified, each proxy will be apportioned 50% of the shareholder's voting rights. A shareholder can appoint an individual or a body corporate as proxy. A proxy need not be a shareholder of the Company.

Shareholders are encouraged to notify an appointed proxy of their appointment to enable them to participate in the Meeting online and to exercise your voting instructions. Appointed proxies will need to contact Computershare Investor Services on +61 3 9415 4024 to obtain a username and password to vote online. Further details are available in the AGM Online Meeting Guide available at: www.arb.com.au/about/investor-relations/.

If you do not specify a proxy in your completed proxy vote or if the person you appoint as proxy does not participate in the Meeting, the Chairman will act in place of the nominated proxy and vote in accordance with any instructions.

If you appoint the Chairman as your proxy and have not directed the Chairman how to vote on a resolution, the Chairman will vote in favour of the resolution.

7. LODGING YOUR PROXY FORM

Proxies should be lodged online at www.investorvote.com.au by no later than 11.00 am (AEDT) on Tuesday 13th October 2020.

To use this facility, shareholders receiving electronic communications will click on the proxy link received by email and enter their postcode or country code registered to their holding whilst shareholders receiving communications by mail will enter their six-digit Control Number, SRN or HIN and postcode which can be found on their proxy form. Alternatively scan the QR Code on your enclosed proxy form with your mobile device.

Alternatively, you can lodge your completed and signed proxy form (together with any power of attorney or other authority under which the appointment was signed, or a certified copy of the authority, letter of representation, or power of attorney) by 11.00 am (AEDT) on Tuesday 13th October 2020. They can be sent to, GPO Box 242, Melbourne, VIC 3001 or by fax: within Australia 1800 783 447 or outside Australia +61 3 9473 2555. You can also cast your proxy vote online at www.investorvote.com.au.

Custodians Voting – For Intermediary Online subscribers only (custodians) please visit: www.intermediaryonline.com to submit your voting intentions.

8. KEY MANAGEMENT PERSONNEL AS PROXY

Key Management Personnel, which includes each of the Directors of the Company and other people identified as such in the Remuneration Report contained in the 2020 Annual Report and their closely related parties (such as family members), will not be able to vote your proxy on Item 2 unless you direct them how to vote. Accordingly, if you appoint a KMP as your proxy, please specify on the proxy form how you want them to vote.

If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, but you do not direct the Chairman how to vote on Item 2, the Chairman will vote in favour of Item 2.

9. QUESTIONS AND COMMENTS

Shareholders will be given a reasonable opportunity at the Meeting to ask questions about and make comments on the management, business and operations of the Company.

Similarly, shareholders will be given a reasonable opportunity at the Meeting to ask questions of the Company's auditor, Pitcher Partners, which are relevant to the audit, accounting policies adopted by the Company in relation to the preparation of the financial statements and the auditor's independence in conducting the audit.

EXPLANATORY STATEMENT

This statement accompanies and forms part of the Notice of Meeting for the 2020 AGM. The purpose of this statement is to inform shareholders about the business of the Meeting and each of the resolutions proposed in the Notice of Meeting.

Item 1 – Adoption of Financial Report

This item of business calls for shareholders to formally receive the Financial Report for the year ended 30 June 2020, the Directors' Report and the Auditor's Report.

These reports are contained in the Annual Report provided with the Notice of Meeting or are available at www.arb.com.au/about/annual-reports/.

While shareholders are not required to vote on the Financial Report, the Directors' Report and the Auditor's Report, shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the business, operations and management of the Company.

EXPLANATORY STATEMENT (cont.)

Item 2 – Adoption of Remuneration Report

The Board of the Company is submitting its Remuneration Report to shareholders for consideration and adoption by way of a non-binding resolution.

The Remuneration Report forms part of the Directors' Report contained on pages 11-12 of the Company's 2020 Annual Report.

The Remuneration Report:

- explains the Board's policies in relation to the nature and level of remuneration paid to Directors and specified executives within the ARB group; and
- sets out the remuneration details for each Director and each specified executive in the ARB group.

Recommendation

The Directors unanimously recommend that shareholders vote in favour of item 2 in the Notice of Meeting. The Board believes that the remuneration policies adopted by ARB represent appropriate remuneration arrangements given the Company's size, the industry in which it operates and the performance of the Company.

Item 3 – Election of Directors

3.1 – Re-Election of Andrew Brown

In accordance with clause 58 of the constitution Mr Andrew Brown, Managing Director, is required to retire at this Annual General Meeting. He is, however, eligible for re-election and pursuant to item 3.1 in the Notice of Meeting is seeking re-election as a Director of the Company.

Mr Brown was initially appointed as a Director of the Company in 1987. Mr Brown has extensive management experience in ARB as an Executive Director of the Company from 1987 to 2012 and as Managing Director of the Company from 2012 to present during which time his leadership has contributed greatly to ARB's growth and success. He is also a member of the Risk Committee.

3.2 – Re-Election of Andrew Stott

In accordance with clause 58 of the constitution Mr Andrew Stott, Director, is required to retire at this Annual General Meeting. He is, however, eligible for re-election and pursuant to item 3.2 in the Notice of Meeting is seeking re-election as a Director of the Company.

Mr Stott was initially appointed as a Director of the Company in 2006. He is a member of the Audit Committee and the Remuneration and Nomination Committee. Mr Stott has extensive experience in the 4 Wheel Drive industry, particularly in sales, marketing and promotional activities.

Board Structure

If shareholders approve the re-election of the above Directors, the continuing Directors will be:

Director	Special Responsibilities
Roger Brown	Chairman and Non-executive Director
Andrew Brown	Managing Director
Adrian Fitzpatrick	Independent Non-executive Director*
John Forsyth	Non-executive Director and Chairman of the Risk Management Committee
Robert Fraser	Independent Non-executive Director* and Chairman of the Audit and the Remuneration and Nomination Committees
Karen Phin	Independent Non-executive Director*
Andrew Stott	Independent Non-executive Director*

* The independent non-executive Directors (Messrs Adrian Fitzpatrick, Robert Fraser and Andrew Stott and Ms Karen Phin) are the members of the Audit Committee and the Remuneration and Nomination Committee, both chaired by Mr Robert Fraser.

Further information regarding the qualifications and experience of the Directors is included on page 9 of the Company's 2020 Annual Report.

Recommendation

The Directors (with Mr Andrew Brown abstaining) support the re-election of Mr Brown as a Director of the Company and recommend that you vote in favour of item 3.1 in the Notice of Meeting.

The Directors (with Mr Andrew Stott abstaining) support the re-election of Mr Stott as a Director of the Company and recommend that you vote in favour of item 3.2 in the Notice of Meeting.



ARB Corporation Limited
ABN 31 006 708 756



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

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Tuesday 13 October 2020.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of ARB Corporation Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of ARB Corporation Limited to be held as a virtual meeting on Thursday, 15 October 2020 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

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

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3.1	Re-election of Director - Mr Andrew Brown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3.2	Re-election of Director - Mr Andrew Stott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

