



Saracen merges with NST to become a globally significant gold producer

Company	Saracen Mineral Holdings
Code	SAR
Meeting	AGM
Date	Tuesday, October 6 th , 2020 at 10.00am AWST
Venue	Virtual meeting on https://web.lumiagm.com/387740777
Monitor	David F Brooke

Number attendees at meeting	Unknown – virtual meeting
Number of holdings represented by ASA	60
Value of proxies	A\$2.18million
Number of shares represented by ASA	380,662
Market capitalisation	A\$6.3 billion.
Were proxies voted?	Yes, on a poll
Pre AGM Meeting?	Pre-meeting discussion with Chairman & CFO

Summary of ASA Position

The news of the day was the synchronized announcement by both Saracen and Northern Star (NST) of a ‘*merger of equals*’ immediately prior to the meeting. Despite the headline SAR are to be the junior partner representing ~37% of the merged entity. The chairman’s address focussed on the past year and the benefits of a merger with NST as shown [HERE](#). The merged entity would have the unique attraction (for a top 10 global gold miner) in that all its operations would be in Australia and North America. Many synergies were claimed which could lead to improved shareholder returns; a maiden dividend of A\$3.8c/share fully franked to be paid prior to the merger. An upcoming EGM will seek shareholder approval for the proposed merger and an independent expert report will be presented to shareholders.

The formal business of the meeting was set out in the NoM. Only two questions were tabled, both by the ASA. The questions were:

Resolution	Question	Answer
Approval of the Company’s Long-Term Incentive Plan	The company has decided to double the potential award to KMP in the company’s FY21 short term incentive plan (STIP) with a ‘stretch’ component which is double the current award. Please could the board provide the reasons for this substantial increase and what authority was received from shareholders for its implementation?	The company employed a remuneration consultant who had advised that to be competitive the company needed to have a stretch incentive of this magnitude for KMP
Issue of Share Right to Ms Sally Langer	Ms Langer has the opportunity to salary sacrifice some of her remuneration for shares in the company. Does Ms Langer intend to exercise this option up to its maximum and if so for what period are those shares held in escrow from vesting?	Yes Ms Langer will be taking the salary sacrifice option at the maximum of \$40,000 which will be held in escrow for 18 month after vesting

Voting outcomes were:

Resolution	For	Against
1 Election of Director – Ms Sally Langer	99.57%	0.43%
2 Re-Election of Director – Dr Roric Smith	99.98%	0.02%
3 Re-Election of Director – Ms Samantha Tough	99.75%	0.25%
4 Adoption of the Remuneration Report	99.29%	0.71%
5 Approval of the Company’s Long-Term Incentive Plan	98.30%	1.70%
6 Issue of Performance Rights to Mr Raleigh Finlayson	98.49%	1.51%
7 Issue of Share Right to Ms Sally Langer	99.83%	0.17%
8 Approval of Termination Benefits	99.86%	0.14%

The ASA voted proxies “for” on all the resolutions except resolution 5 where we voted against.

The formal part of the meeting was followed by a presentation by the CEO (Raleigh Finlayson) which can be viewed [HERE](#).

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