



## **ASX ANNOUNCEMENT**

### **NOTICE OF ANNUAL GENERAL MEETING AND PROXY FORM**

**Monday 21 October 2019**

A Notice of Annual General Meeting and Proxy Form of **Xplore Wealth Limited** (ASX: XPL) are attached.

The Annual General Meeting will be held at 11:00am (Sydney time) on Thursday 21 November 2019 at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales.

**Contact:**

Jillian McGregor  
Company Secretary  
(02) 8006 5900

## **NOTICE OF 2019 ANNUAL GENERAL MEETING**

**XPLORE WEALTH LIMITED**

**ACN 128 316 441**

11:00am (Sydney time)

Thursday 21 November 2019

To be held at the offices of Grant Thornton Australia  
at Level 17, 383 Kent Street, Sydney, NSW 2000

**This Notice of Annual General Meeting should be read in its entirety. If you are in doubt as to how you should vote, you should seek advice from your professional adviser.**

**Should you wish to discuss the matters in this Notice of Annual General Meeting, please contact the Company Secretary on (02) 8006 5900.**

## **CONTENTS**

General Information	1
Letter from the Chairman	2
Notice of Annual General Meeting	3
Explanatory Statement	6

## **GENERAL INFORMATION**

### **VENUE**

The Annual General Meeting of the shareholders of Xplore Wealth Limited ACN 128 316 441 (**Company**) to which this Notice of Annual General Meeting relates will be held at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales 2000 at 11:00am (Sydney time) on Thursday 21 November 2019 (**Annual General Meeting**).

### **OPPORTUNITY TO ASK QUESTIONS**

The Annual General Meeting is an opportunity to ask questions of the board of the Company (**Board**) and management on the items of business before the Annual General Meeting and the management of the Company or questions of the auditor on the conduct of the audit and the auditor's report.

### **YOUR VOTE IS IMPORTANT**

The business of the Annual General Meeting affects your shareholding and your vote is important.

### **VOTING IN PERSON AND BY PROXY**

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

You have the right to appoint a proxy of your choice. The proxy need not be a shareholder of the Company. If you are entitled to vote two or more votes you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you appoint two proxies and the appointment does not specify the proportion or number of your votes, then each proxy may exercise half of the votes.

You may make your proxy appointment on-line at [www.registrydirect.com.au/investor](http://www.registrydirect.com.au/investor). If you have any problems accessing the on-line service, please contact the Company's share registry, Registry Direct on 1300 55 66 35 (within Australia) or +61 3 9909 9909 (outside Australia).

Alternatively, you may complete and sign a proxy form and return by:

- (a) post to Registry Direct, PO Box 18366 Collins Street East Melbourne Victoria 8003 Australia;
- (b) facsimile on facsimile number +61 3 9111 5652;
- (c) email to [registry@registrydirect.com.au](mailto:registry@registrydirect.com.au); or
- (d) hand or courier delivery to Registry Direct, Level 6, 2 Russell Street, Melbourne VIC 3000.

Your proxy must be received by 11:00am (Sydney time) on Tuesday 19 November 2019.

**Proxy forms and appointments received later than the above time will be invalid.**

**LETTER FROM THE CHAIRMAN**

Dear shareholder

I am pleased to invite you to the Annual General Meeting of the Company which will be held at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales 2000 on Thursday 21 November 2019, commencing at 11:00am (Sydney time).

The following pages contain details of the items of business that you have the opportunity to vote on at the Annual General Meeting.

A copy of the Company's Annual Report is available on the Company's website ([www.xplorewealth.com.au](http://www.xplorewealth.com.au)).

I look forward to seeing you at the Annual General Meeting on Thursday 21 November 2019. If you are unable to attend please ensure that you lodge a proxy by the required date and time.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Peter Brook', with a stylized flourish at the end.

**Peter Brook**  
**Chairman**

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting of shareholders of the Company will be held at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales 2000 at 11:00am (Sydney time) on Thursday 21 November 2019.

The Explanatory Statement to this Notice of Annual General Meeting provides information on matters to be considered at the Annual General Meeting. The Explanatory Statement, General Information section and the proxy form are part of this Notice of Annual General Meeting.

The directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company at 7pm (Sydney time) on Tuesday 19 November 2019.

## **AGENDA**

### **ORDINARY BUSINESS**

#### **FINANCIAL STATEMENTS AND REPORTS**

To consider the financial statements of the Company for the financial year ended 30 June 2019 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

#### **RESOLUTION 1 – REMUNERATION REPORT**

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

“That the remuneration report as contained in the directors' report of the Company for the financial year ended 30 June 2019 be adopted.”

#### **RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DONALD SHARP**

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

“That Donald Sharp, who retires in accordance with clause 12.11(a) of the Company's constitution and being eligible, offers himself for re-election, be re-elected a director.”

#### **RESOLUTION 3 – RE-ELECTION OF DIRECTOR – ALEXANDER HUTCHISON**

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

“That Alexander Hutchison, who retires in accordance with ASX Listing Rule 14.4 and clause 12.7(b) of the Company's constitution and being eligible, offers himself for re-election, be re-elected a director.”

### **SPECIAL BUSINESS**

#### **RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF ORDINARY SHARES**

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

“That for the purposes of ASX Listing Rule 7.4 and all other purposes, approval is given to the issue of 750,000 fully paid ordinary shares, as detailed in the Explanatory Statement.”

## **RESOLUTION 5 – RENEWAL OF PROPORTIONAL TAKEOVER APPROVAL PROVISIONS**

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

“That the proportional takeover provisions contained in clause 31 of the Company’s constitution be renewed for a further 3 years with effect from the date of the meeting.”

## **VOTING EXCLUSION STATEMENT**

### **RESOLUTION 1 – REMUNERATION REPORT**

As required by the Corporations Act 2001 (Cth) (**Corporations Act**), the Company will in accordance with section 250R, disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel for the Company details of whose remuneration are included in the Remuneration Report, or a closely related party of any such a member. However, the Company need not disregard such a vote if the vote is not cast on behalf of such a person and is cast:

- (a) as a proxy by writing that specifies how the person is to vote on the resolution; or
- (b) by the chair of the meeting as a proxy, and the appointment does not specify the way the proxy is to vote and 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 for the Company.

The term “closely related party” in relation to a member of the key management personnel includes a spouse, child, dependent and certain other close family members as well as any companies controlled by the member.

### **RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF ORDINARY SHARES**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of a person who participated in the issue (being a nominee of Michael Wright, our Chief Executive Officer), or an associate of that person. However, the Company need not disregard a vote in favour of Resolution 4 if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Also as required by the Corporations Act, no member of the Company’s key management personnel or closely related party of any such member may vote as proxy on Resolution 4 unless:

- (a) the person votes as proxy appointed by writing that specifies how the person is to vote on Resolution 4; or
- (b) the person is the chair of the meeting and votes as a proxy appointed by writing that expressly authorises the chair to exercise the proxy even though that resolution is connected with the remuneration of a member of the Company’s key management personnel.

## **GENERAL INFORMATION ON PROXY VOTING**

It is the intention of the Chairman to vote undirected proxies in favour of all Resolutions.

In respect of Resolutions 1 and 4, the proxy form contains an express authorisation for the Chairman to exercise undirected proxies even though this resolution is connected directly or indirectly with the remuneration of a member of key management personnel.

Those shareholders appointing a proxy who do not want the Chairman to cast their vote in favour of a Resolution should:

- (a) appoint the Chairman as proxy with a direction to cast votes in the manner directed; or
- (b) appoint a person other than the Chairman as proxy with or without a direction to cast votes 'for', 'against' or to 'abstain' from voting on these Resolutions (as the shareholder considers appropriate).

**DATED:** Monday 21 October 2019

**BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to read 'Peter Brook', written in a cursive style.

**Peter Brook**  
**CHAIRMAN**

## **EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared for the information of the shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at the offices of Grant Thornton Australia at Level 17, 383 Kent Street, Sydney, New South Wales 2000 on Thursday 21 November 2019 at 11:00am (Sydney time).

The purpose of this Explanatory Statement is to provide information to assist shareholders in deciding whether or not to pass the Resolutions in this Notice of Annual General Meeting.

## **FINANCIAL STATEMENTS AND REPORTS**

The business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

## **RESOLUTION 1 – REMUNERATION REPORT**

The remuneration report as set out in the directors' report in the Company's 2019 Annual Report must be put to the vote for its adoption in accordance with section 250R(2) of the Corporations Act. The vote on this resolution is advisory only and does not bind the directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the directors and senior management of the Company. The remuneration report is part of the directors' report for the financial year ended 30 June 2019. The 2019 Annual Report of the Company (containing the remuneration report) is available on the Company's website at [www.xplorewealth.com.au](http://www.xplorewealth.com.au).

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions about, or make comments on, the remuneration report.

If at least 25% of the votes cast are against the adoption of the remuneration report at this Annual General Meeting, and then again at the following annual general meeting, the Company will be required to put a resolution to the later annual general meeting to approve calling a further general meeting (**spill resolution**). If 50% or more of eligible votes cast are in favour of the spill resolution, the Company must convene a general meeting (**spill meeting**) within 90 days of the later annual general meeting. All of the directors who were in office when the directors' report considered at the later annual general meeting was approved, will need to stand for re-election at the spill meeting.

## **RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DONALD SHARP**

In general terms, clause 12.11(a) of the Company's constitution requires one-third of the directors to retire from office at the Company's Annual General Meeting.

The retiring director, Donald Sharp, is eligible for re-election and accordingly submits himself for re-election as a director of the Company.

Mr Sharp was appointed to the Board in June 2013.

Mr Sharp (BBus, CPA, FAICD) is a qualified accountant and a highly experienced, innovative and respected business builder and leader in the financial services sector.

He co-founded Bridges Financial Services Pty Ltd, an industry leader in financial services well known for establishing one of the first platform solutions for portfolio management in Australia, The Portfolio Service (TPS).

Mr Sharp is currently the Executive Chairman of ASX listed Integrated Payment Technologies Limited.



He is also a former Chairman of Investors Mutual, Global Value Investors, and previously ASX listed Premium Investors Limited and a former director of Registry Direct Limited, ASX listed Countplus Limited and Treasury Group Ltd.

The Board does not consider Mr Sharp to be an independent director as he is an executive of the Company and a substantial shareholder of the Company.

As notified previously to the ASX, Mr Sharp has advised that he will step down from his executive role with the Company on 31 October 2019 and then will act in the role of non-executive director of the Company from that date.

### **Recommendation**

The directors support the re-election of Mr Sharp. They (other than Mr Sharp) recommend that shareholders vote in favour of Resolution 2 due to Mr Sharp's extensive relevant experience and deep understanding of the operations of the Company.

### **RESOLUTION 3 – RE-ELECTION OF DIRECTOR – ALEXANDER HUTCHISON**

ASX Listing Rule 14.4 and clause 12.7(b) of the Company's constitution require that any director appointed as an addition to the Board or to fill a casual vacancy holds office only until the next annual general meeting of the Company and is eligible for re-election at that meeting.

The Board appointed Alexander Hutchison as a director to fill a casual vacancy on 27 June 2019. Accordingly, Mr Hutchison retires pursuant to ASX Listing Rule 14.4 and clause 12.7(b) of the Company's constitution and, being eligible, offers himself for re-election as a director.

Mr Hutchison has over 20 years' experience in the financial services sector holding senior leadership roles in both ASX-listed and not-for-profit organisations.

He has active participation in industry associations including the Financial Planning Association (FPA), Australian Institute of Superannuation Trustee (AIST) and Association of Building Societies and Credit Unions (ABACUS).

Mr Hutchison has a law degree from the University of Technology (Sydney), a Graduate Diploma in Financial Services and has completed the Stanford University SEP.

Mr Hutchison is a non-executive director of G&C Mutual Bank and is the Chief Executive Officer of Energy Industries Superannuation Scheme Pty Limited.

The Company has conducted appropriate checks into Mr Hutchison's background and experience and these checks have not revealed any information of concern.

The Board considers Mr Hutchison to be an independent director.

### **Recommendation**

The directors support the re-election of Mr Hutchison. They (other than Mr Hutchison) recommend that shareholders vote in favour of Resolution 3 as Mr Hutchison has extensive experience in superannuation, platforms and financial planning which is expected to add value to the Board.

### **RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF ORDINARY SHARES**

On 9 August 2019, the Company used its capacity under ASX Listing Rule 7.1 to issue 750,000 fully paid ordinary shares to the nominee of the Company's new Chief Executive Officer (Michael Wright) at an issue price of \$0.10 per share.

Under ASX Listing Rule 7.4, shareholders may approve the issue of securities made within the limitation of ASX Listing Rule 7.1. Shareholder ratification of the issue of securities is now sought pursuant to ASX Listing Rule 7.4 to refresh the Company's capacity to issue securities under ASX Listing Rule 7.1, if required, in the next 12 months without shareholder approval.

ASX Listing Rule 7.5 requires the following information to be provided to shareholders:

- (a) the number of shares issued was 750,000;
- (b) the shares were issued to the nominee of the Company's new Chief Executive Officer (Michael Wright) at an issue price of \$0.10 per share;
- (c) the shares issued rank equally in all respects with other existing ordinary shares;
- (d) the Company received a total of \$75,000 from the issue of the shares. The Company intends to use those funds for general working capital purposes. The purpose of the share issue was to promote alignment of the interests of our new Chief Executive Officer with those of the Board and the Company's shareholders; and
- (e) Resolution 4 is subject to a voting exclusion statement (see the Notice of Annual General Meeting).

### **Recommendation**

The directors recommend that shareholders vote in favour of Resolution 4.

### **RESOLUTION 5 – RENEWAL OF PROPORTIONAL TAKEOVER APPROVAL PROVISIONS**

Clause 31 of the Company's constitution provides that the Company must refuse to register the transfer of shares acquired under a proportional takeover bid unless a resolution is passed by shareholders in general meeting approving the offer or is deemed to have been passed.

In accordance with the Corporations Act and the Company's constitution, clause 31 will cease to have effect on 24 November 2019 (being three years from when the clause was last renewed by shareholders) unless renewed by a special resolution of shareholders. Accordingly, the directors request that shareholders approve the renewal of the proportional takeover provisions as set out in clause 31 for a further 3 years with effect from the date of this meeting.

#### ***Proportional takeover bid***

A proportional takeover bid is a takeover offer sent to each shareholder, but only for a specified proportion of the shares (i.e. less than 100%) held by the shareholder. Therefore, shareholders who accept such a proportional takeover offer in full will only dispose of that specified proportion and will retain the balance of their shares.

This may allow control of the Company to pass without shareholders having the chance to sell all of their shares and assist a bidder to take control of the Company without paying an adequate control premium.

#### ***Effect of the proportional takeover provisions***

The effect of clause 31 is that in the event a proportional takeover bid is made, the directors must ensure that a general meeting is held before the 14th day before the last day of the bid period, at which shareholders will consider a resolution to approve the takeover bid.

A person (other than the bidder or an associate of the bidder), who as at the end of the day on which the first offer under the takeover bid is made, held bid class securities, is entitled to vote on the resolution. The vote is to be decided on a simple majority.

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn.

If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Company's constitution.

The proportional takeover provisions only apply for 3 years from the date of their adoption or last renewal (after that, the provisions may be renewed by a special resolution of shareholders). The provisions do not apply to full takeover bids.

#### ***Potential advantages and disadvantages for directors and shareholders***

The potential advantages of clause 31 for shareholders include the following:

- (i) the right for shareholders to meet and decide, by majority vote, whether to accept a proportional takeover bid;
- (ii) it may help shareholders to avoid being locked in holding residual shares as a minority and may prevent a bidder acquiring control of the Company without paying an adequate control premium (i.e. paying for all of their shares);
- (iii) it increases shareholders' bargaining power and may help ensure that any bid is adequately priced; and
- (iv) knowing the view of the majority of shareholders may help each individual shareholder to decide whether to accept or reject the offer.

The directors consider that the opportunity for shareholders to vote is an advantage for the directors because it enables the directors to formally obtain the views of shareholders in respect of a proportional takeover bid. It does not otherwise offer any advantage or disadvantage to the directors (other than in their capacity as shareholders) who remain free to make their own recommendation as to whether the bid should be accepted.

The directors recognise that clause 31 may potentially discourage proportional takeover bids being made for shares in the Company or reduce the likelihood of a proportional takeover succeeding, which may result in shareholders losing an opportunity to sell some of their shares at a premium. The inclusion of the provisions may also be considered to constitute an unwarranted additional restriction on the ability of members to freely deal with their shares. However, the directors consider that the potential advantages for shareholders of the proportional takeover provisions operating for a further three years outweigh the potential disadvantages.

While the existing proportional takeover provisions have been in effect, there have been no proportional takeover bids for the Company against which the advantages or disadvantages of the provisions may be assessed.

#### ***Knowledge of Takeover Bids***

As at the date of this Notice of Annual General Meeting, no director is aware of any proposal to acquire or to increase the extent of a substantial interest in the Company.

#### ***Reasons for renewing the provision***

The directors consider it in the interests of shareholders to continue to have the proportional takeover provisions in the Company's constitution, thereby giving shareholders the opportunity to vote on any proposed proportional takeover bid. The renewal of clause 31 gives shareholders the collective opportunity to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

If this resolution is approved, clause 31 will be renewed for a further 3 years with effect from the date of the meeting.

**Recommendation**

The directors recommend that shareholders vote in favour of the renewal of the proportional takeover provisions.

To find out your options on how to lodge this form, see the voting instructions at the end of this form.

Xplore Wealth Limited  
ABN 34 128 316 441

SRN/HIN: <\*\*\*\*HIN>

Investor Name(s) <designation>  
C/O Example Ltd  
PO BOX 0000  
MELBOURNE VIC 3000

## Vote/Proxy form

A meeting of the members of Xplore Wealth Limited will take place at:

**Level 17 383 Kent Street Sydney NSW 2000**

**at 11:00 a.m. AEDT on Thursday, 21 November 2019 (Registration commences at 10:30 a.m.)**

Please complete this form in order to direct your proxy (Proxy) how to vote. While it is not compulsory to vote, if you do not complete this form (directly or online) or vote in person at the meeting, then your vote will not be counted. By default, by executing this form you appoint the chairman of the meeting (Chairman) to be your Proxy. If you wish to appoint a party other than the Chairman to act as your Proxy, please provide their details below. Please indicate overleaf how you would like your votes directed.

**Proxy appointments will be valid and accepted only if they are signed and received no later than 11:00 a.m. AEDT on Tuesday, 19 November 2019.**

### APPOINT ALTERNATE PROXY (OPTIONAL)

**Proxy name:**

Full Name/Body Corporate Name

**Mobile/telephone number:**

**ABN/ACN (If proxy is a body corporate):**

**Email address:**

If your Proxy is a body corporate, please arrange for the body corporate to bring an executed Appointment of Corporate Representative Form to the meeting. To download form: [www.registrydirect.com.au/wp-content/uploads/2016/05/appointment\\_of\\_corporate\\_representative.pdf](http://www.registrydirect.com.au/wp-content/uploads/2016/05/appointment_of_corporate_representative.pdf)

### APPOINT MULTIPLE PROXIES OR SPLIT VOTING DIRECTION (OPTIONAL)

To appoint more than one Proxy or split the voting directions, please print and complete an additional copy of this form. Please indicate in the space provided below the number of securities in which the Proxy is authorised to vote. No Proxy may be authorised to exercise votes which any other Proxy has been authorised to exercise. Multiple Proxy appointments and split voting directions should be returned together in the same envelope/email to the Registrar.

**Number of securities Proxy is authorised to vote:**

If left blank then all securities held

If the person/body corporate named as your Proxy fails to attend the meeting, or if no person/body corporate is named, the Chairman, as my/our Proxy is permitted to vote for me/us on my/our behalf in accordance with the directions below or if no directions have been given, as the Proxy sees fit at the Meeting and at any adjournment or postponement of the Meeting or at any other meeting of the Company to consider the same or substantially similar resolutions to those proposed to be put at the Meeting.

**Please note, if the Chairman of the Meeting is appointed as your Proxy (or becomes your Proxy by default), the Chairman of the Meeting intends to vote undirected proxies in the manner set out with each resolution below.**

#### Resolution 1

REMUNERATION REPORT

Resolution type: **Non binding**

Board recommendation: **Not provided**

Chairman's voting intention: **For**

FOR

AGAINST

ABSTAIN

PROXY'S DISCRETION

**Note: If you appoint the Chairman of the Meeting as your proxy or he is appointed as your proxy by default, by not marking any of the "For", "Against" or "Abstain" boxes you will have expressly authorised the Chairman of the Meeting to exercise the proxy at his discretion for Resolution 1 even though this Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.**

#### Resolution 2

RE-ELECTION OF DIRECTOR –  
DONALD SHARP

Resolution type: **Ordinary**

Board recommendation: **For**

Chairman's voting intention: **For**

FOR

AGAINST

ABSTAIN

PROXY'S DISCRETION

#### Resolution 3

RE-ELECTION OF DIRECTOR –  
ALEXANDER HUTCHISON

Resolution type: **Ordinary**

Board recommendation: **For**

Chairman's voting intention: **For**

FOR

AGAINST

ABSTAIN

PROXY'S DISCRETION

#### Resolution 4

RATIFICATION OF PRIOR ISSUE OF  
ORDINARY SHARES

Resolution type: **Ordinary**

Board recommendation: **For**

Chairman's voting intention: **For**

FOR

AGAINST

ABSTAIN

PROXY'S DISCRETION

**Note: If you appoint the Chairman of the Meeting as your proxy or he is appointed as your proxy by default, by not marking any of the "For", "Against" or "Abstain" boxes you will have expressly authorised the Chairman of the Meeting to exercise the proxy at his discretion for Resolution 4 even though this Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.**

#### Resolution 5

RENEWAL OF PROPORTIONAL  
TAKEOVER APPROVAL PROVISIONS

Resolution type: **Special**

Board recommendation: **For**

Chairman's voting intention: **For**

FOR

AGAINST

ABSTAIN

PROXY'S DISCRETION

## SIGNATURE OF SHAREHOLDERS - MUST BE COMPLETED

### Shareholder 1 (individual)

Sole Director & Sole Company Secretary

### Joint Shareholder 2 (individual)

Director/Company Secretary(Delete one)

### Joint Shareholder 3 (individual)

Director

### Date

**SIGNING INSTRUCTIONS:** This form should be signed by the security holder. If a joint holding, all security holders should sign. If signed by the security holder's attorney, the power of attorney must have been previously noted by the registrar 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) (or for New Zealand companies, the Companies Act 1993).

## HOW TO LODGE THIS FORM

### ONLINE:


 [registrydirect.com.au/investor](http://registrydirect.com.au/investor)

Login to the Registry Direct website, click on the 'Votes' tab to find a meeting and follow the prompts to lodge your vote.

If you do not have an account, go to [registrydirect.com.au/registration-page](http://registrydirect.com.au/registration-page) and fill out the registration form.

To register, you will need a "Holder Number" (Securityholder Reference Number (SRN), a Holder Identification Number (HIN) or Share Certificate Number as shown on the front of the Proxy Form).


### POST:

 **PO Box 18366 Collins Street East  
Melbourne  
Victoria 8003**

### EMAIL:

 **[registry@registrydirect.com.au](mailto:registry@registrydirect.com.au)**

### FAX:

 **+61 3 9111 5652**