

# FINDI LIMITED

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## NOTICE OF GENERAL MEETING

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|------------------|--------------------------------------------------------------------------------------------------------|
| Date of Meeting: | Thursday 8 December 2022                                                                               |
| Time of Meeting: | 11am (Melbourne time) - registration from 10.30am                                                      |
| Type of Meeting: | held as a fully virtual general meeting                                                                |
|                  | Shareholders have the ability to listen and vote online at:                                            |
|                  | <a href="http://www.advancedshare.com.au/virtual-meeting">www.advancedshare.com.au/virtual-meeting</a> |

This is an important document. It should be read in its entirety.

If you are in doubt as to the course you should follow, consult your financial or other professional advisor.

## How to Vote

You may vote by attending the Meeting electronically on the AGM online platform, by proxy or authorised representative.

### Voting Electronically

To vote electronically, click the online platform at [www.advancedshare.com.au/virtual-meeting](http://www.advancedshare.com.au/virtual-meeting) to join the Meeting on the date and via set out above. The Meeting will commence at 11am (AEDT).

### Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice as soon as possible and either deliver the proxy form by post, in person, by facsimile or by email in accordance with instructions on the proxy form. You may also submit your proxy vote online in accordance with instructions on the proxy form.

Your proxy form must be received not later than 48 hours before the commencement of the Meeting.

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## VOTING AND PROXIES

1. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by the person who is entitled to vote in accordance with the directions on the proxy form or 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.
3. The Chair of the Meeting will vote undirected proxies in favour of all Resolutions.
4. In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have set a date and time to determine the identity of those Shareholders entitled to attend and vote at the Meeting. The date is 6 December 2022 at 7pm (AEDT).
5. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions on that form.

## ONLINE ATTENDANCE AND VOTING

Shareholders and their proxies or corporate representatives will be able to participate in the Meeting through an online platform at [www.advancedshare.com.au/virtual-meeting](http://www.advancedshare.com.au/virtual-meeting).

This online platform allows Shareholders to attend the Meeting in real time and allow them to vote and ask questions in respect to the resolutions.

It is recommended that Shareholders log onto the online platform at least 10 minutes prior to the scheduled start time for the Meeting. Shareholders who wish to participate virtually may do so in accordance with the following instructions:

1. Go to [www.advancedshare.com.au/virtual-meeting](http://www.advancedshare.com.au/virtual-meeting)
2. Login using the Meeting ID and your personalised Shareholder ID which can be found on your personalised Proxy Form, where you can join the meeting, directly lodge questions, and enter poll instructions on the resolutions
3. There will be a live webcast where you can listen to the Meeting

## **NOTICE OF GENERAL MEETING**

Notice is hereby given that the general meeting of Shareholders of the Company will be held as a fully virtual meeting on Thursday 8 December 2022 at 11am (AEDT) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice.

## **AGENDA**

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### **Resolution 1: Ratification of a prior issue of shares pursuant to placement**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:  
*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 5,625,000 Shares at \$0.40 per Share on the terms and conditions set out in the Explanatory Memorandum."*

Further details in respect of Resolution 1 are set out in the Explanatory Memorandum accompanying this Notice.

### **Resolution 2: Approval of issue of shares to Nicholas Smedley pursuant to placement**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of section 195(4), ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,000,000 Shares at \$0.40 per Share to Nicholas Smedley (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."*

Further details in respect of Resolution 2 are set out in the Explanatory Memorandum accompanying this Notice.

### **Resolution 3: Approval of issue of shares to Jason Titman pursuant to placement**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of section 195(4), ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 250,000 Shares at \$0.40 per Share to Jason Titman (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."*

Further details in respect of Resolution 3 are set out in the Explanatory Memorandum accompanying this Notice.

### **Resolution 4: Approval of issue of shares to Simon Vertullo pursuant to placement**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of section 195(4), ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 125,000 Shares at \$0.40 per Share to Simon Vertullo (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."*

Further details in respect of Resolution 4 are set out in the Explanatory Memorandum accompanying this Notice.

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Dated: 4 November 2022

**BY ORDER OF THE BOARD**



**Mr Andrew Metcalfe**  
Company Secretary

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# **FINDI LIMITED**

## **A B N 9 8 0 5 7 3 3 5 6 7 2**

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### **EXPLANATORY MEMORANDUM**

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#### **Introduction**

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the General Meeting to be held at xxx and electronically on an online platform on xx December 2022 at 11am (AEDT).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

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#### **Resolution 1 - Ratify Prior issue of Securities**

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of ordinary shares.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

#### **Technical information required by ASX Listing Rule 7.4**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the placement of ordinary shares using the capacity allowed under Listing Rule 7.1:

- (a) 5,625,000 Shares were issued on 24 October 2022;
- (b) the issue price was \$0.40 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to sophisticated, professional and other exempt investors under section 708 of the Corporations Act. None of the subscribers are related parties of the Company or members of the Company's key management personnel, or an adviser to or associate of related parties or key management personnel of the company. Two of the six subscribers are substantial shareholders in the Company who have lodged substantial shareholder notices following their investment in Findi Limited. The investors are all existing shareholders of the Company who had expressed their support to the Board to assist in future equity placements; and
- (e) the funds raised from this issue were used to meet necessary licensing requirements and support the Company's expansion in India.

If Resolution 1 is approved, the Company will refresh its ability to issue securities under Listing Rule 7.1 and 7.1A without seeking shareholder approval.

If Resolution 1 is not approved, the ability of the Company to issue securities under Listing Rule 7.1 and 7.1A without seeking shareholder approval will be limited to the remaining securities allowed following the issue of the above-mentioned shares.

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#### **Resolutions 2, 3 and 4: Approval of issue of shares to related parties pursuant to placement**

Resolutions 2, 3 and 4 seek Shareholder approval to approve the issue of Shares to related parties of the Company as follows:

- (a) 1,000,000 ordinary shares at \$0.40 per share to Mr Nicholas Smedley (or his nominee).
- (b) 250,000 ordinary shares at \$0.40 per share to Jason Titman (or his nominee); and
- (c) 125,000 ordinary shares at \$0.40 per share to Simon Vertullo (or his nominee)

(the **Relevant Directors**) under a placement of shares by way of a cash subscription.

#### Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The participation by the Relevant Directors in the Placement will result in the issue of Shares which constitutes giving a financial benefit and each of Nicholas Smedley, Jason Titman and Simon Vertullo are a related party of the Company by virtue of being a Director.

The Directors, other than Nicholas Smedley in relation to Resolution 2, Jason Titman in relation to Resolution 3, and Simon Vertullo in relation to Resolution 4, given their material personal interests in these respective Resolutions, consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the participation because the Shares will be issued on the same terms as Shares issued to non-related party participants in the placement referred to under Resolution 1 above and as such the giving of the financial benefit is on arm's length terms.

#### Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a Director of a public company may not vote or be present during meetings of Directors when matters in which that Director holds a "material personal interest" are being considered, except in certain limited circumstances. Section 195(4) relevantly provides that if there are not enough Directors to form a quorum for a Directors meeting because of this restriction, one or more of the Directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) that the three Directors comprising the Board (the Relevant Directors) have a material personal interest in the outcome of Resolutions 2, 3 and 4. If each does have such an interest, then a quorum could not be formed to consider the matters contemplated by Resolutions 2, 3 and 4 at Board level.

For the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for Resolutions 2, 3 and 4 for the purposes of section 195(4) of the Corporations Act.

#### ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the participation of the Relevant Directors in the Placement involves the issue of Shares to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

#### Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Participation:

- (a) the Shares will be issued to Nicholas Smedley, Jason Titman and Simon Vertullo (or their respective nominees);
- (b) the maximum number of Shares to be issued is;
  - I pursuant to Resolution 2: 1,000,000 Shares to Nicholas Smedley.
  - II pursuant to Resolution 3: 250,000 Shares to Jason Titman; and
  - III pursuant to Resolution : 125,000 Shares to Simon Vertullo
- (c) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the issue price will be \$0.40 per Share, being the same as all other Shares issued under the Placement;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the funds raised will be used for the same purposes as all other funds raised under the Placement of Shares as set out in Resolution 1 of this Explanatory Memorandum being to meet necessary licensing requirements and support the Company's expansion in India.

Directors' total remuneration and shares currently held by directors are as follows:

| Director         | Director Remuneration currently received | Securities currently held (before share issue approval) |
|------------------|------------------------------------------|---------------------------------------------------------|
| Nicholas Smedley | \$132,000                                | 694,315                                                 |
| Jason Titman     | \$116,000                                | 621,696                                                 |
| Simon Vertullo   | \$116,000                                | 295,147                                                 |

As approval for the participation of the Relevant Directors in the Placement is being obtained under ASX Listing Rule 10.11, the issue of Shares to the Relevant Directors (or their nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1 or 7.1A.

If each of resolutions 2, 3 and 4 are approved, the Company will raise \$550,000 from the issue of 1,375,000 shares in addition to funds raised from the issue of shares the subject of resolution 1, with funds raised being used to meet necessary licensing requirements and support the Company's expansion in India.

If each of resolutions 2, 3 and 4 are not approved, the Company will utilise existing funds raised from the issue of shares the subject of resolution 4C to meet necessary licensing requirements and support the Company's expansion in India.

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#### **Voting Exclusion Statements**

Resolution 1 – Ratification of prior issue of Shares pursuant to placement

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of a person who participated in the issue or any associates of those persons.

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

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

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

Resolutions 2, 3 and 4 – Issue of securities to related party pursuant to placement

The Company will disregard any votes cast in favour of, by or on behalf of:

- a) Nicholas Smedley (in the case of Resolution 2), Jason Titman (in the case of Resolution 3), and Simon Vertullo (in the case of Resolution 4);
- b) any other person who will obtain a material benefit as a result of the issue of the securities contemplated by those Resolutions; and
- c) any associates of those persons.

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

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

**NB:** As at the date of this notice, the Company is not aware of any other person who will obtain a material benefit as a result of the issue of the securities contemplated by Resolutions 2, 3 and 4, other than Nicholas Smedley, Jason Titman and Simon Vertullo.

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## Enquiries

Shareholders may contact the Company Secretary, Andrew Metcalfe on + 61 (0) 412 125 090 if they have any queries in respect of the matters set out in these documents.

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## Definitions

In this Explanatory Memorandum and Notice:

**AEDT** means Australian Eastern Daylight Time.

**General Meeting or Meeting** means the general meeting convened by this Notice.

**ASIC** means Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

**ASX Listing Rules** means the listing rules of the ASX.

**Board** means the board of Directors.

**Business Day** has the same meaning as in the ASX Listing Rules.

**Chair** means the chairperson of the Company.

**Closely Related Party** means, in relation to a member of the Key Management Personnel:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;

- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means FINDI Limited ABN 98 057 335 672.

**Constitution** means the Constitution of the Company.

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

**Director** means a director of the Company.

**Explanatory Memorandum** means the explanatory memorandum attached to the Notice.

**Notice** means this notice of meeting.

**Proxy Form** means the proxy form attached to the Notice.

**Resolution** means a resolution contained in this Notice.

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

**Shareholder** means a shareholder of the Company.

**\$** means Australian dollars unless otherwise stated.

In this Notice, words importing the singular include the plural and vice versa.



## LODGE YOUR PROXY APPOINTMENT ONLINE



### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



### MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

**Important Note:** The Company has determined that Shareholders will only be able to attend and participate in the meeting through an online platform provided by Advanced Share Registry.

## GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Findi Limited and entitled to attend and vote hereby:

### APPOINT A PROXY

The Chair of  
the Meeting

OR



**PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting 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 law, as the proxy sees fit), at the General Meeting of the Company to be held **virtually on 8 December 2022 at 11am (Melbourne time)** and at any adjournment or postponement of that Meeting.

**Chair's voting intentions in relation to undirected proxies:** The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

### VOTING DIRECTIONS

| Resolutions                                                             | For                      | Against                  | Abstain*                 |
|-------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 1 Ratification of a prior issue of shares pursuant to placement         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Approval of issue of shares to Nicholas Smedley pursuant to placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Approval of issue of shares to Jason Titman pursuant to placement     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Approval of issue of shares to Simon Vertullo pursuant to placement   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |



\* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your 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, all the shareholders should 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).

Email Address

☐ Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

## FINDI LIMITED - GENERAL MEETING

The Company has determined that Shareholders will only be able to attend and participate in the Meeting through an online platform provided by Advanced Share Registry.

To facilitate such participation, voting on each Resolution will occur by a poll rather than a show of hands.

A live webcast and electronic voting via [www.advancedshare.com.au/virtual-meeting](http://www.advancedshare.com.au/virtual-meeting) will be offered to allow Shareholders to attend the Meeting and vote online.

Please refer to the Meeting ID and Shareholder ID on the proxy form to login to the website.

Shareholders may submit questions ahead of the Meeting via the portal.

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### CHANGE OF ADDRESS

This form shows your address as it appears on 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.

### APPOINTMENT OF A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

**PLEASE NOTE:** If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

- on each 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
- return both forms together.

### COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

### CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

Where the holding is in one name, the security holder must sign.

#### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

#### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 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.

### LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11am (Melbourne time) on 6 December 2022, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



#### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



#### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



#### BY FAX

+61 8 6370 4203



#### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033