



ASX Announcement: **13 October 2022**

ASX Code: **TOP**

NOTICE OF 2022 ANNUAL GENERAL MEETING/ PROXY FORM

In accordance with ASX Listing Rule 3.17 please find following a copy of documents which have been emailed or mailed to shareholders today:

Notice of 2022 Annual General Meeting
to be held as a virtual-only meeting on
Monday, 14 November 2022 at 9:30am Australian Eastern Daylight Savings Time

Copy of Proxy form

To access the Thorney Opportunities Ltd 2022 Annual Report click [here](#).

Please direct enquiries to:

Craig Smith, Company Secretary

Email: craig.smith@thorney.com.au

Telephone: + 61 3 9921 7116

Website: <https://thorney.com.au/thorney-opportunities/>



NOTICE OF 2022 ANNUAL GENERAL MEETING

TIME: 9:30am (Australian Eastern Daylight Savings Time (AEDT))
DATE: Monday, 14 November 2022
VENUE: The Annual General Meeting is to be held virtually. Shareholders will not be able to attend in person. You are invited to participate online.

THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY. PLEASE READ IT CAREFULLY

If you are unable to attend the Annual General Meeting, please complete the Proxy Form and return it in accordance with the instructions set out on that form. If you are in any doubt as to how to vote, you should contact your professional adviser as soon as possible. Should you wish to discuss a matter in the Notice of Meeting please do not hesitate to contact the Company Secretary, Craig Smith, at craig.smith@thorney.com.au.

HOW TO PARTICIPATE IN THE TOP AGM



The 2022 Annual General Meeting (AGM) of **Thorney Opportunities Ltd** ABN 66 096 782 188 (**TOP or Company**) will be held at 9:30am (Australian Eastern Daylight Savings Time (**AEDT**)) on Monday, 14 November 2022 as a virtual meeting only.

The *Corporations Amendment (Meetings and Documents) Bill 2021* (Cth) was passed on 10 February 2022. Schedule 2 of the Corporations Amendment (Meetings and Documents) Act 2022 (Cth) came into effect on 1 April 2022, which acts to permanently amend the operation of the Corporations Act to allow companies to hold virtual meetings where permitted by a company's constitution (provided that shareholders, as a whole, are given a reasonable opportunity to participate in the meeting, including to speak) and send notices of such meetings through electronic communications or by providing sufficient information to allow the recipient to access the notice electronically (among other matters).

In accordance with the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth), the Company will not be sending hard copies of the Notice of Meeting to Shareholders. Instead, Shareholders can access a copy of the Notice of Meeting at the following link: www.investorvote.com.au/TOP2022AGM.

If you would like to request a hard copy of the Notice of Meeting please contact the Company Secretary, Craig Smith, at craig.smith@thorney.com.au.

The ways that Shareholders and proxyholders can participate and vote at the AGM:

1. WATCH, LISTEN TO AND OR ASK QUESTIONS AT THE AGM WEBINAR

From 8:30am (AEDT) on Monday, 14 November 2022, the day of the AGM, the following link will be active:

<https://meetnow.global/MY2JS6Y>

Attending the meeting online enables shareholders to view the AGM live and to also ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

2. VOTE IN ADVANCE OF THE AGM WEBINAR

The ways you can vote in advance of the AGM include:

- online by visiting www.investorvote.com.au;
- by returning a completed Proxy Form by post to Computershare Investor Services, GPO Box 242, Melbourne Victoria 3001; or
- by faxing a completed Proxy Form to 1800 783 447 (within Australia) or +613 9473 2555 (outside Australia).

For your voting instructions to be valid and counted towards this AGM, please ensure that your Proxy Form is received no later than 9:30am (AEDT) on Saturday, 12 November 2022.

3. VOTE AT THE AGM WEBINAR

If you choose to participate in the AGM online, you will need a computer or mobile/tablet device with internet access.

To participate in the meeting, you can log in by entering the following URL <https://meetnow.global/MY2JS6Y> on your computer, tablet or smartphone.

Online registration will open one hour before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact the Share Registry prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact the Share Registry on +61 3 9415 4024 one hour prior to the meeting to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and 'Click Continue'.

Participation in the meeting online enables Shareholders to view the AGM live, ask questions and cast votes during the meeting. All Shareholders will have an equal opportunity to participate in the online meeting regardless of their physical location. Shareholders, once verified, will be taken to be present at the AGM for all purposes, until either the meeting ends or the Shareholder exits the online platform. It is important that you are connected to the internet at all times during the AGM in order to vote. Please refer to the Online Meeting Guide at www.computershare.com.au/virtualmeetingguide for more information.

Voting options

Voting on all resolutions at the AGM will be conducted by a poll in accordance with the Corporations Amendment (Meetings and Documents) Act 2022 (Cth).

Shareholders have three options to cast votes at the AGM:

1. Complete and return the Proxy Form to Computershare no later than **9:30am AEDT on Saturday, 12 November 2022**;
2. Appoint a proxy to vote on your behalf; or
3. Vote online during the AGM. When the poll is open, the vote icon will be accessible by selecting the voting icon at the top of your screen. Select your voting option (For/Against/Abstain) for each resolution. A message will appear at the top of the screen indicating the number of resolutions that you have voted on.



NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the *2022 Annual General Meeting* of Thorney Opportunities Ltd (**TOP or Company**) will be held as a virtual meeting:

VENUE:	Meeting to be conducted virtually and accessible via a live webcast at:
VOTING LINK:	https://meetnow.global/MY2JS6Y
DATE:	Monday, 14 November 2022
TIME:	9:30am (Australian Eastern Daylight Savings Time (AEDT))

AGENDA

ORDINARY BUSINESS

Item 1. Financial Statements and other reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the Company and its controlled entities for the year ended 30 June 2022.

Item 2. Resolution 1 – Remuneration Report

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

“That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the 2022 Remuneration Report for the year ended 30 June 2022 be adopted.”

Note: The 2022 Remuneration Report is set out in the Company's 2022 Annual Report. The vote on this resolution is advisory only and does not bind the Directors of the Company. A voting exclusion statement applies to this resolution.

Item 3. Resolution 2 – Re-election of Mr Ashok Jacob as director

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

“That, Mr Ashok Jacob, having been previously appointed to the Board, who retires by rotation in accordance with rule 7.1(g)(1) of the Company's Constitution and ASX Listing Rule 14.4, having consented to act and being eligible, be re-elected as a Director of the Company.”

Item 4. Resolution 3 – Re-election of Dr Gary Weiss as director

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

“That, Dr Gary Weiss, having been previously appointed to the Board, who retires by rotation in accordance with rule 7.1(g)(1) of the Company's Constitution and ASX Listing Rule 14.4, having consented to act and being eligible, be re-elected as a Director of the Company.”

By Order of the Board



Craig Smith ACIS, CPA
Company Secretary
13 October 2022

EXPLANATORY NOTES VOTING, PROXIES AND QUESTIONS



1. HOW TO VOTE

Shareholders can vote:

Ahead of the meeting:	Online by completing the online voting form at www.investorvote.com.au By any of the following means: By mail Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, Australia 3001 By facsimile 1800 783 447 (within Australia) or +613 9473 2555 (outside Australia)
On the day of the meeting:	By attending the meeting virtually and voting at: https://meetnow.global/MY2JS6Y ; or Appointing a proxy or attorney to attend the voting virtually and voting on the Shareholder's behalf (see note 3 below) or In the case of a corporate Shareholder, by appointing a corporate representative to attend virtually and voting (see note 6 below). <u>Appointed Proxies</u> To receive your login details, please contact Computershare Investor Services on +61 3 9415 4024 within the hour prior to the beginning of the AGM.

For further information on how to participate in and vote at, the AGM, please refer to the detailed online Voting User Guide at www.computershare.com.au/virtualmeetingguide.

2. SHAREHOLDERS ELIGIBLE TO VOTE

In accordance with regulation 7.11.37 of the *Regulations*, the Directors have determined that a Shareholder is eligible to vote at the AGM if they are registered as a holder of Shares as it appears in the Company's share register at **9.30 am AEDT on Saturday, 12 November 2022**.

3. APPOINTING PROXIES AND POWERS OF ATTORNEY

If you are entitled to vote at the AGM, you can appoint a proxy or attorney to attend and to vote on your behalf. A proxy or attorney does not need to be a Shareholder and may be an individual or a body corporate.

If you are entitled to cast two or more votes, you may appoint two proxies and you may specify the proportion or number of votes each proxy or attorney is appointed to exercise. If no proportion or number is specified, each proxy or attorney may exercise half of your votes. Fractions of votes will be disregarded. If you wish to appoint two proxies, please contact the Share Registry on 1300 850 505 (within Australia) or + 61 (03) 9415 5000 (outside Australia) between 9.00am and 5.00pm AEDT to request a second proxy form. Both forms should be returned together in the same envelope if being sent by mail.

4. VOTING BY PROXIES

Votes may be cast as 'For', 'Against' or you may 'Abstain' from voting on a resolution.

To indicate how you want the proxyholder to vote on a resolution, indicate your voting instruction by selecting 'For', 'Against' or 'Abstain' or insert the number of shares or percentage of shares that you wish to vote in the appropriate box. A valid voting direction must not exceed the total number of shares held or 100 percent. If you 'Abstain' from voting your votes will not be counted in calculating the required majority on a poll.

In accordance with the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth), all votes taken at the virtual meeting must be taken on a poll and not a show of hands. If the proxy form directs the proxy how to vote on a particular resolution, they may do so by joining the meeting at <https://meetnow.global/MY2JS6Y> and following the voting instructions contained in this notice of meeting and available through the voting platform.

Default to the Chairman

If:

- a Shareholder has appointed a proxy other than the Chairman;
- the appointment of the proxy directs the proxy how to vote on the resolution; and
- the Shareholder's proxy either:
 - does not attend the AGM; or
 - attends the AGM but does not vote on the resolution,

then the Chairman will, before voting on the resolution closes, be taken to have been appointed as the proxy for that Shareholder for the purposes of voting on that resolution.

In these circumstances, the Chairman must vote in accordance with the written direction of that Shareholder.

5. LODGING YOUR PROXY FORM

Your completed proxy form must be received by the Share Registry no later than **9:30am AEDT on Saturday, 12 November 2022**. You can lodge your completed proxy form with the Share Registry in person, by post, by fax or online:

In person:

Computershare Investor Services Pty Limited,
452 Johnston Street
Abbotsford Vic 3067

By fax:

Computershare Investor Services Pty Limited,
1800 783 447 (within Australia) or
+613 9473 2555 (outside Australia)

By post:

Thorney Opportunities Ltd
c/- Computershare Investor Services Pty Limited,
GPO Box 242, Melbourne, Victoria, Australia
3001

Online:

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

Powers of attorney

If you have appointed an attorney to attend and vote at the AGM, or if your proxy form is signed by an attorney, you must provide the power of attorney (or a certified copy of the power of attorney) to the Share Registry by no later than **9:30am AEDT on Saturday, 12 November**, unless this document has previously been lodged with the Share Registry.

You may deliver the power of attorney to the Share Registry by mail to Thorney Opportunities Ltd c/- Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, Australia 3001 or (in person to) 452 Johnston Street Abbotsford Vic 3067.

6. CORPORATE REPRESENTATIVES

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment. The appropriate "Certificate of Appointment of Corporate Representative" can be obtained from the Share Registry or online at www.investorcentre.com/au and select "Printable Forms" and must be lodged with the Share Registry prior to admission of the AGM. The Company will retain the certificate of appointment of corporate representative.

7. CONDUCT OF THE MEETING

The Chairman intends to exercise his discretion to ensure that the AGM is conducted in an orderly manner and that people feel respected at all times. To assist with this, the Board requests that all Shareholders be courteous and respectful to the AGM attendees, and ask questions which are concise and relevant to the business of the AGM.

This meeting is a virtual meeting and there is the possibility of technical issues arising. In the event of a technical disruption to AGMs proceedings, the meeting will adjourn and resume at 1pm on the same day of the meeting. The Chairman may issue any instructions or directions to resolve the issue. In the event the adjourned meeting cannot resume at 1pm, an ASX announcement will be issued with further information.

8. HOW TO ASK QUESTIONS

Shareholders can submit questions:

Ahead of the meeting:	By no later than 9:30am (AEDT) on Saturday, 12 November 2022 By any of the following means:	
	Electronically	Using the 'Questions to the Company' facility within the online voting site at www.investorvote.com.au ; or
	By mail	Mailing questions to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, Australia 3001 or (in person to) 452 Johnston Street, Abbotsford Vic 3067 or faxing to 1800 783 447 (within Australia) or +613 9473 2555 (outside Australia)
On the day of the meeting:	Shareholders will be able to ask questions once logged into the voting platform by selecting the questions icon.	
	To ask a question tap on the messaging icon, type your question in the chat box at the top of the screen and select the send icon. Confirmation that your message has been received will appear.	
	To ask a question verbally follow the instructions on the home page of the virtual meeting platform, if verbal questions are available for the meeting.	

The Chairman will allow Shareholders a reasonable opportunity to ask questions about, or make comments on, the management of the Company, audit matters, the remuneration report and other items of business before the AGM.

The Company's Auditor will be present at the AGM to answer questions regarding the conduct of the audit and the Auditor's Report.

9. VOTING RESTRICTIONS

Item 2: Resolution 1 (Remuneration Report)

In accordance with section 250R of the Corporations Act and the ASX Listing Rules, the Company will disregard any votes cast on **Resolution 1**:

- by or on behalf of a member of the key management personnel (“**KMP**”), details of whose remuneration are included in the Remuneration Report or their closely related parties, regardless of the capacity in which the vote is cast; or
- by a person who is a member of the Company’s KMP at the date of the meeting or their closely related parties as a proxy.

However, a vote may be cast on **Resolution 1** by such a person as proxy for a person entitled to vote on **Resolution 1** if:

- the proxy appointment is in writing and specifies how the proxy is to vote on **Resolution 1**; or
- the proxy is the Chairman; and
 - the appointment does not specify the way the proxy is to vote on **Resolution 1**; and
 - the appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the KMP.

If you appoint the Chairman as your proxy on **Resolution 1** or the Chairman is appointed your proxy by default, and you do not direct your proxy on how to vote on that resolution, you will be expressly authorising the Chairman to exercise your proxy even if that resolution is connected directly or indirectly with the remuneration of a KMP.

The Chairman intends to vote undirected proxies in favour of Resolution 1.

EXPLANATORY STATEMENT ITEMS OF BUSINESS



This Explanatory Statement have been prepared to assist Shareholders to consider the Resolutions set out in the Notice of Meeting.

This Explanatory Statement forms part of, and should be read in conjunction with, the Notice of Meeting. The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning given to them in the glossary as contained in this Explanatory Statement.

Subject to the voting exclusions for the resolutions (set out above), on a poll, every Shareholder has one vote for each Share held.

Voting on all proposed Resolutions at the meeting will be conducted by poll.

The Chairman intends to vote undirected proxies in favour of each of the Resolutions.

A personalised proxy form accompanies the Notice of Meeting which has been sent to Shareholders along with the Chairman's letter.

ORDINARY BUSINESS

ITEM 1 – FINANCIAL STATEMENTS AND OTHER REPORTS

The Corporations Act requires that the Financial Report, the Directors' Report and Auditor's Report be considered at the AGM. Shareholders are not required to vote on these reports.

The Chairman will give Shareholders a reasonable opportunity to ask questions and make comments on the reports. Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit and the content of the Auditor's Report.

ITEM 2 – REMUNERATION REPORT

The 2022 Remuneration Report outlines the key management personnel ("KMP") remuneration arrangements of the Company in accordance with the requirements of the Corporations Act and its Regulations for the financial year ended 30 June 2022.

The 2022 Remuneration Report is included on pages 8-11 of the Company's 2022 Annual Report and is available on the Company's website at <https://thorney.com.au/thorney-opportunities/news-announcements/>.

The Chairman will give Shareholders a reasonable opportunity to ask questions about or make comments on the 2022 Remuneration Report.

The vote on the 2022 Remuneration Report is advisory and will not bind the Company or its Directors. However, the Board will take the outcome of the vote into consideration when reviewing the future remuneration practices and policies of the Company. If at least 25% of the votes cast on the Resolution are against adoption of the 2022 Remuneration Report at the AGM, then:

- if comments are made on the 2022 Remuneration Report at the AGM, the Company's 2022 Remuneration Report in respect of the financial year ending on 30 June 2022 will be required to include an explanation of the Board's proposed action in response to those comments or, if no action is proposed, the reasons why; and
- if, at the Company's 2023 annual general meeting, at least 25% of the votes cast on the resolution for adoption of the 2023 Remuneration Report are against its adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting ("**Spill Meeting**") be held within 90 days to consider the election of Directors of the Company ("**Spill Resolution**"). The Spill Meeting must be held within 90 days of the date of the 2023 annual general meeting. If more than 50% of the votes cast on the Spill Resolution are in favour of the Spill Resolution, the Spill Resolution will be passed and all of the Directors in office at the 2023 annual general meeting (other than the managing director) will cease to hold office immediately before the end of the Spill Meeting, unless they are re-elected at the Spill Meeting.

It is noted that at the Company's last annual general meeting, the votes cast against the 2021 Remuneration Report represented less than twenty-five (25%) per cent of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for this AGM.

In accordance with Section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the 2022 Remuneration Report at the AGM.

This Resolution is an ordinary resolution. A voting restriction applies to this Resolution as detailed in section 9 of this Notice of Meeting. As this Resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with section 250R(2) of the Corporations Act, makes no recommendations regarding this Resolution.

Subject to the voting restrictions detailed in section 9 of this Notice of Meeting, the Chairman intends to vote undirected proxies in favour of this Resolution.

ITEM 3 – RE-ELECTION OF MR ASHOK JACOB AS A DIRECTOR

Ashok Jacob, B.Sc, MBA, retires by rotation in accordance with ASX Listing Rule 14.4 and rule 7.1(g)(1) of the Company's Constitution and, having consented to act and being eligible, offers himself for re-election.

Clause 7.1(g)(1) of the Company's Constitution and ASX Listing Rule 14.4 requires each Director who has held office past the third annual general meeting of the Company or three years since the director's last election (whichever is longer) to retire from office and offer themselves for re-election. Mr Jacob was last elected by Shareholders at the Company's 2019 annual general meeting.

Mr Jacob was appointed a Director of Thorney Opportunities Ltd on 21 November 2013 and is a member of the Company's Audit and Risk Committee.

Mr Jacob is the current Chairman and Chief Investment Officer of Ellerston Capital Limited. Mr Jacob is a current director of MRF Limited and has been the Chair of the Australia-India Council since April 2015. Mr Jacob's previous directorships include Consolidated Press Holdings Limited, Publishing and Broadcasting Ltd, Visy Australia Advisory Board, Challenger Financial Group Ltd, Fleetwood Holdings Ltd, Ecorp Ltd, CPH Investment Group Ltd, Folkestone Ltd and SnackFoods Ltd.

Mr Jacob holds a Master of Business Administration from the Wharton School, University of Pennsylvania and a Bachelor of Science from the University of Bangalore.

This Resolution is an ordinary resolution.

The Board (excluding Mr Jacob) recommends that Shareholders vote in favour of this resolution. The Chairman intends to vote undirected proxies in favour of this Resolution.

ITEM 4 – RE-ELECTION OF DR GARY WEISS AM AS A DIRECTOR

Dr Gary Weiss AM, LLB (Hons), LLM (with dist.) J.S.D., retires by rotation in accordance with ASX Listing Rule 14.4 and rule 7.1(g)(1) of the Company's Constitution and, having consented to act and being eligible, offers himself for re-election.

Clause 7.1(g)(1) of the Company's Constitution and ASX Listing Rule 14.4 requires each Director who has held office past the third annual general meeting of the Company or three years since the director's last election (whichever is longer) to retire from office and offer themselves for re-election. Dr Weiss was last elected by Shareholders at the Company's 2019 annual general meeting.

Dr Weiss was appointed a Director of Thorney Opportunities Ltd on 21 November 2013. He is a member of the Company's TOP Audit and Risk Committee and is the Lead Independent Director.

Dr Weiss has considerable expertise in financial services businesses and extensive international business experience.

Dr Weiss holds several directorships including as director of Ariadne Australia Limited (since November 1989) and as Chairman of Ardent Leisure Group Limited and Estia Health Limited.

Dr Weiss' other current directorships include Hearts & Minds Investments Limited and Cromwell Property Group. Dr Weiss is also a Commissioner of the Australian Rugby League Commission. In June 2019 Dr Weiss was appointed as a Member of the Order of Australia.

Dr Weiss' previous directorships include The Straits Trading Company Limited, Ridley Corporation Ltd, Guinness Peat Group plc, Premier Investments Limited, Pro-Pac Packaging Limited, Tag Pacific Limited, Westfield Group, Coats plc (Chairman), ClearView Wealth Limited (Chairman), Mercantile Investment Company Limited, Tower Australia Limited, Australian Wealth Management Limited, Tyndall Australia Limited (Deputy Chairman), Joe White Maltings Limited (Chairman), CIC Limited, Whitlam Turnbull & Co Limited and Industrial Equity Limited.

This Resolution is an ordinary resolution.

The Board (excluding Dr Weiss) recommends that Shareholders vote in favour of this resolution. The Chairman intends to vote undirected proxies in favour of this Resolution.

ANNEXURE

In this Explanatory Statement and the Notice of Meeting, the following terms have the following meanings unless the context otherwise requires:

"\$" means Australian dollars;

"**AGM**" means the annual general meeting of Shareholders to be held as a virtual meeting on 14 November 2022 at 9:30am (AEDT);

"**ASX**" means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

"**ASX Listing Rules**" means the official listing rules of ASX;

"**Board**" means the current board of Directors;

"**Chairman**" means the chairman of the AGM;

"**Company**" means Thorney Opportunities Ltd ACN 080 167 264;

"**Corporations Act**" means *Corporations Act 2001* (Cth);

"**Director**" means a director of the Company as at the date of this Notice of Meeting;

"**Explanatory Statement**" means the explanatory statement accompanying this Notice of Meeting;

"**Notice of Meeting**" means this notice of the AGM, including the Explanatory Statement and the Proxy Form;

"**Proxy Form**" means the proxy form attached to this Notice of Meeting;

"**Regulations**" means *Corporations Regulations 2001* (Cth).

"**Resolution**" means any or all of the resolutions set out in this Notice of Meeting, as the context requires;

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

"**Share Registry**" means Computershare Investor Services Pty Limited; and

"**Shareholder**" means a holder of a Share.



Thorney Opportunities Ltd
ABN 41 080 167 264

Need assistance?



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



Online:
www.investorcentre.com/contact

TOP

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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:30am (AEDT) on Saturday, 12 November 2022.**

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/au and select "Printable Forms".

Lodge your Proxy Form:

XX

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: I999999999
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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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 Thorney Opportunities Ltd 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 Thorney Opportunities Ltd to be held as a virtual meeting on Monday, 14 November 2022 at 9:30am (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 Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 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 Resolution 1 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
Resolution 1	Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Mr Ashok Jacob as director	☐	☐	☐
Resolution 3	Re-election of Dr Gary Weiss as director	☐	☐	☐

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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

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