

# Notice of Annual General Meeting

to be held at 3:30pm (Sydney time) on 22 November 2017  
at History House Auditorium, 133 Macquarie Street, Sydney NSW 2000

## Ask Funding Limited

ACN 094 503 385

# Notice of Annual General Meeting

## Ask Funding Limited

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Notice is hereby given that the Annual General Meeting of Ask Funding Limited (**Company**) will be held on Wednesday, 22 November 2017 at 3:30pm (Sydney time) at History House Auditorium, 133 Macquarie Street, Sydney NSW 2000.

Terms used in this Notice of Meeting, including in the resolutions set out below, have the same meaning as set out in the Glossary of the Explanatory Memorandum which accompanies this Notice of Meeting.

## Ordinary Business

### 1. Financial statements and reports

To receive and consider the financial statements and reports of the Directors and the Auditors for the year ended 30 June 2017.

### 2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, pass the following resolution in accordance with section 250R(2) Corporations Act:

*'That the Remuneration Report be adopted'.*

**Note:** This resolution shall be determined under section 250R(2) of the Corporations Act. Votes must not be cast on this resolution by Key Management Personnel and Closely Related Parties in contravention of section 250R or 250BD of the Corporations Act. Restrictions apply to votes cast as proxy unless exceptions apply. A voting exclusion statement in relation to this resolution is set out in the 'Voting Exclusion Statement' section on page 4 of this Notice of Meeting.

### 3. Resolution 2 – Re-election of Director – Mr Gabriel Radzynski

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

*'That, in accordance with rule 10.3(c) of the Constitution and Listing Rule 14.4, Mr Gabriel Radzynski, being eligible, be re-elected as a Director of the Company'.*

**Note:** Information about the candidate is set out in the Explanatory Memorandum which accompanies this Notice of Meeting.

## Notes for Shareholders

Shareholders entitled to vote at the Annual General Meeting can vote by:

- (a) attending the Annual General Meeting and voting in person;
- (b) appointing an attorney to attend the Annual General Meeting and vote on their behalf, or, in the case of corporate shareholders, a corporate representative to attend the Annual General Meeting and vote on its behalf; or
- (c) appointing a proxy to attend and vote on their behalf in their place, using the proxy form accompanying this Notice of Meeting.

The Company has determined in accordance with regulation 7.11.37 Corporations Regulations 2001 (Cth) and ASTC Settlement Rule 5.6 that for the purpose of voting at the Annual General Meeting, Shares will be taken to be held by those persons recorded on the Company's share register as at 7.00pm (Sydney time) on 20 November 2017. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

The proxy need not be a member of the Company. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the appointment does not specify the proportion or the number of the Shareholder's votes each proxy may exercise, each proxy may exercise one half of the votes.

Where a Shareholder appoints more than one proxy neither proxy is entitled to vote on a show of hands.

Subject to any voting exclusions set out below, if a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting as he or she thinks fit.

A proxy given by a Shareholder which is a company must be signed:

- (a) in accordance with their constitutions; and
- (b) under seal of the corporation; or
- (c) by its duly authorised attorney; or
- (d) by two directors of the corporation (or where the corporation has only one director, signed by that director); or
- (e) a director and secretary of the company.

To be effective, the Company must receive the completed Proxy Form and, if the form is signed by the Shareholder's attorney, the authority under which the Proxy Form is signed (or a certified copy of the authority) by no later than 48 hours before the commencement of the Annual General Meeting.

If you wish to appoint a proxy and are entitled to do so, then complete and return the enclosed proxy form. To be effective the proxy must be received by the Company no later than 3:30pm (Sydney time) on 20 November 2017.

An additional proxy form is available on request from the Company's share registry.

A corporation may elect to appoint a corporate representative in accordance with section 250D of the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the Annual General Meeting.

A body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at a meeting of Shareholders. The appointment may be a standing one. Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body corporate could exercise at a meeting or in voting on a resolution.

If voting by attorney, a proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 3:30pm (Sydney time) on 20 November 2017.

If more than one joint holder of Shares is present at the Annual General Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

A proxy form accompanies this Notice of Meeting and to be effective must be received at the Company's corporate registry, Link Market Services Limited, by:

- (a) hand delivery to 1A Homebush Bay Drive, Rhodes, NSW, 2138 or Level 12, 680 George Street, Sydney, NSW, 2000;
- (b) mail to C/- Link Market Services Limited, Locked Bag A14, Sydney South, NSW, 1235, Australia; or
- (c) facsimile on +61 2 9287 0309

at least 48 hours before the appointed time of the Annual General Meeting.

The Company reserves the right to declare invalid any proxy not received in this manner.

## Voting exclusion statement

### **Resolution 1 (Adoption of Remuneration Report)**

The Company will disregard votes cast (in any capacity) on Resolution 1 by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member, in contravention of section 250R or 250BD of the Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

However, the Company need not disregard a vote if:

- (a) it is cast by such a person as proxy for a person who is entitled to vote on Resolution 1, in accordance with a direction on the proxy form; or
- (b) it is cast as proxy by the Chairman where the Chairman has been expressly authorised to exercise the proxy (even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel).

**By order of the Board**

**Mark Licciardo**



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**Company Secretary**

**13 October 2017**

# Explanatory Memorandum

## Ask Funding Limited

ACN 094 503 385

This Explanatory Memorandum accompanies and forms part of the Notice of Annual General Meeting of the Company and is intended to provide shareholders of the Company with information to assess the merits of the Resolutions contained in the business to be conducted at the Annual General Meeting to be held on 22 November 2017.

The Directors of the Company recommend that shareholders read this Explanatory Memorandum before making any decisions in relation to the Resolutions.

### Key dates for Shareholders

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Event	Date
Date and time for deciding eligibility to vote at Annual General Meeting	<b>7.00pm (Sydney time) 20 November 2017</b>
Last date and time to lodge proxies for Annual General Meeting	<b>3:30pm (Sydney time) 20 November 2017</b>
Annual General Meeting	<b>3:30pm (Sydney time) 22 November 2017</b>

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### Ordinary Business

#### Financial Statements and Reports

The Corporations Act requires that the report of the Directors, the Auditor's report and the financial report be laid before the Annual General Meeting. In addition, the Constitution provides for such reports and statements to be received and considered at the meeting. Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on such reports or statements, however Shareholders will be given ample opportunity to raise questions with respect to these reports and statements at the meeting.

In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company, or to the Company's Auditor which are relevant to the:

- (a) content of the Auditor's Report to be considered at the meeting; or
- (b) conduct of the audit of the annual financial report to be considered at the meeting.

Pursuant to section 250PA of the Corporations Act, any written questions must be submitted to the Company Secretary on or before 5.00pm (Sydney time) on 15 November 2017 to:

By post:

The Company Secretary  
Level 7, 330 Collins Street  
Melbourne VIC 3000

By fax:

The Company Secretary  
(03) 9602 4709

## **Resolution 1 – Adoption of Remuneration Report**

The Corporations Act requires that members be asked to vote on the Remuneration Report contained in the 2017 Annual Report.

This report sets out the remuneration policy of the Company and reports on the remuneration arrangements in place for Non-Executive Directors, Executive Directors and other Key Management Personnel.

Note that under section 250R(3) of the Corporations Act, the vote by members is advisory only and is not binding on the Directors or the Company. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this meeting when reviewing the Company's remuneration policies.

The voting exclusion statement for this resolution is set out in the Notice of Meeting. Please refer to the Notes for Shareholders in relation to important information relating to voting on this item.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Shareholders Meeting.

### **Directors' Recommendation**

As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of good corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, makes no recommendation regarding this resolution. The Chairman of the meeting intends to vote all undirected proxies in favour of this resolution.

## **Resolution 2 – Re-election of Director – Mr Gabriel Radzynski**

In accordance with rule 10.3(c) of the Constitution, Mr Gabriel Radzynski, who was appointed as a Non-Executive Director on 15<sup>th</sup> September 2015, retires from office under rule 10.3(c) of the Constitution and stands for election.

### **Mr Gabriel Radzynski (Non-Executive Director)**

Mr Gabriel Radzynski is the Founder and Managing Director of Sandon Capital Pty Ltd, a boutique investment management and advisory firm. He is the portfolio manager of the Sandon Capital Activist Fund, a fund targeting underperforming companies. Sandon Capital also provides advisory services to shareholders seeking to implement activist strategies. He is Chairman of Sandon Capital Investments Limited and is a Non-Executive Director of Future Generation Investment Company Limited. Mr Radzynski also holds directorships in Sandon Capital Opportunities Limited and Mercantile Investment Company Limited.

Gabriel Radzynski has a BA(Hons) and MCom from the University of New South Wales.

### **Directors' Recommendation**

The Directors (with Mr Radzynski abstaining), recommend the appointment of Mr Radzynski to the Board. The Chairman of the meeting intends to vote all undirected proxies in favour of this resolution.

## Glossary

<b>Annual General Meeting or AGM</b>	means the meeting of Shareholders to be held at 3:30pm on 22 November 2017 at History House Auditorium, 133 Macquarie Street, Sydney NSW 2000.
<b>Board</b>	means the board of directors of the Company.
<b>Closely Related Parties</b>	has the meaning given to it in section 9 of the Corporations Act.
<b>Company</b>	means Ask Funding Limited ACN 094 503 385.
<b>Constitution</b>	means the constitution of the Company.
<b>Corporations Act</b>	the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company (from time to time).
<b>Explanatory Memorandum</b>	means this explanatory memorandum.
<b>Key Management Personnel</b>	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
<b>Notice of Meeting</b>	means the notice of meeting for the Annual General Meeting.
<b>Remuneration Report</b>	means the section of the Directors' report for the 2017 financial year that is included under section 300A(1) Corporations Act.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a person who is the registered holder of one of more Shares.

## LODGE YOUR VOTE

 **ONLINE**  
www.linkmarketservices.com.au

 **BY MAIL**  
Ask Funding Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474



X99999999999

## PROXY FORM

I/We being a member(s) of Ask Funding Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

the Chairman of the Meeting (mark box)

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act 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 the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **3.30pm (Sydney time) on Wednesday, 22 November 2017 at History House Auditorium, 133 Macquarie Street, Sydney NSW 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolution 1:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

#### Resolutions

	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re- election of Director — Mr Gabriel Radzyninski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 \* If you mark the Abstain box for a particular Item, 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, either shareholder may 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).

AKF PRX1701C



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the 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. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item 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 item 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 the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### 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 the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second 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
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the 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 form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3.30pm (Sydney time) on Monday, 20 November 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MAIL

Ask Funding Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138  
or  
Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**