



JUSTKAPITAL LIMITED

ACN 088 749 008

**NOTICE OF
ANNUAL GENERAL MEETING 2017
AND EXPLANATORY MEMORANDUM**

TIME: 10:30am

DATE: Wednesday 29 November 2017

PLACE: Bligh Room

DEXUS Place

Level 15, Governor Macquarie Tower

1 Farrer Place

Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact Diane Jones, the Company Secretary, on (+61 2) 9696 0222.

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at **10:30am** (AEDT) on **Wednesday, 29 November 2017** at:

Bligh Room
DEXUS Place
Level 15, Governor Macquarie Tower
1 Farrer Place
Sydney NSW 2000

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and either:

1. deliver the Proxy Form:
 - (a) by hand to: Link Market Services Ltd, 1A Homebush Bay Drive, Rhodes NSW 2138;
 - (b) by post to: JustKapital Limited, C/- Link Market Services Ltd, Locked Bag A14, Sydney South NSW 1235; or
 - (c) by facsimile to (+61 2) 9287 0309; or
2. lodge online at: www.linkmarketservices.com.au, instructions as follows:

Select 'Investor Login' and enter JustKapital Limited or the ASX code (ASX:JKL) in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website;

so that the Proxy Form is received not later than 48 hours before the commencement of the Annual General Meeting.

Proxy Forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting of shareholders of JustKapital Limited (ACN 088 749 008) will be held at **10:30am** (AEDT) on **Wednesday, 29 November 2017** at **Bligh Room, DEXUS Place, Level 15, Governor Macquarie Tower, 1 Farrer Place, Sydney NSW 2000**.

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum forms part of this Notice of Meeting.

The Board has determined pursuant to Regulation 7.11.37 of the Corporations Regulations that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at **7:00 pm** (AEDT) on **Monday, 27 November 2017**. Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary to this Notice of Meeting.

ORDINARY BUSINESS

ORDINARY BUSINESS – FINANCIAL STATEMENTS AND REPORTS

“To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2017 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”

Note: This item of ordinary business is for discussion only and is not a Resolution.

However, pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the reports during consideration of these items.

ORDINARY BUSINESS – RESOLUTIONS

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in JustKapital’s Annual Financial Report for the financial year ended 30 June 2017.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, JustKapital will disregard any votes cast on Resolution 1 by or on behalf of a member of the KMP, or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (each a **Restricted Voter**). However, JustKapital need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting and you are not a Restricted Voter, by submitting the Proxy Form you authorise the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly

with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the Chair to vote “against”, or to abstain from voting on, this Resolution.

RESOLUTION 2 – RE-ELECTION OF MR MICHAEL HILL AS DIRECTOR

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

“That Mr Michael Hill, a Director who retires by rotation in accordance with JustKapital’s Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election, is re-elected as a Director of JustKapital.”

RESOLUTION 3 – APPROVAL FOR ADDITIONAL PLACEMENT CAPACITY

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms set out in the Explanatory Memorandum.”

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 3 by:

- (a) a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed; and
- (b) an Associate of those persons.

However, the Company will not disregard a vote if:

- (c) 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
- (d) it is cast by the Chair 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.

At the date of this Notice of Meeting, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in a proposed issue of equity securities under the proposed additional placement capacity. No existing Shareholder’s votes will therefore be excluded under the voting exclusion in the Notice of Meeting.

Dated: 30 October 2017

BY ORDER OF THE BOARD

Diane Jones

Company Secretary

EXPLANATORY MEMORANDUM

FINANCIAL STATEMENTS AND REPORTS

FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, 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 2017 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

The Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company's Annual Financial Report on its website at www.justkapital.com.au.

No resolution is required for this item. Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

RESOLUTIONS

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 Background

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at www.justkapital.com.au.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any Share-based compensation.

1.2 Voting

The Chair intends to exercise all available proxies in favour of Resolution 1. A voting exclusion applies to Resolution 1. In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the KMP, or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (each a **Restricted Voter**). However, the Company need not disregard a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- it is not cast on behalf of a Restricted Voter.

If the Chair is appointed as your proxy, and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form you are considered to have provided the Chair with express authorisation for the Chair to vote the proxy in accordance with the Chair's

intention, even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP.

RESOLUTION 2 – RE-ELECTION OF MR MICHAEL HILL AS DIRECTOR

2.1 Why is the Company seeking Shareholder approval?

The Company's Constitution requires that if the Company has three or more Directors, a third (or the number of Directors nearest to one third) of those Directors must retire at each Annual General Meeting, provided always that no Director (except a Managing Director) may hold office for a period in excess of three years or until the third Annual General Meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election. A Director who retires by rotation under clause 13.2 of the Company's Constitution is eligible for re-election.

Mr Kapp and Mr Storey were both re-elected as Directors at last year's Annual General Meeting.

Accordingly, Mr Hill, who was appointed as a Director on 30 March 2015, is retiring by rotation and is submitting himself for re-election at this year's Annual General Meeting.

2.2 Background

Mr Hill is a former partner of Ernst & Young M&A Sydney and has more than 10 years' experience as a Partner of a large domestic private equity fund in Sydney.

Mr Hill has experience across numerous industries where he has served on boards including retail (Barbeques Galore), healthcare (Healthbridge and Repromed, together now Monash IVF Ltd (ASX:MVF)), media (Radioworks Ltd and TVWorks Ltd), waste services (Envirowaste NZ Ltd), tourism and hospitality (Recreational Tourism Group trading as Base Backpackers).

He is a member of Chartered Accountants Australia and New Zealand.

Directorships held in other listed entities during the three years prior to the current year include AHAlife Holdings Limited (Non-Executive Chairman), HJB Corporation Limited (Executive Chairman), Rhipe Limited (Non-Executive Chairman), Noble Minerals Resources Limited (Executive Chairman), LiveTiles Limited (Non-Executive Director) – (resigned on 5 September 2017) and Prime Media Group Limited (Non-Executive Director) – (resigned on 22 August 2016).

2.3 Directors' recommendation

The Directors of the Company (excluding Michael Hill) believe that Resolution 2 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

The Chair intends to exercise all available proxies in favour of Resolution 2.

RESOLUTION 3 – APPROVAL FOR ADDITIONAL PLACEMENT CAPACITY

3.1 Background

Under Listing Rule 7.1A, certain companies may seek shareholder approval by special resolution passed at an annual general meeting to have the additional capacity to issue equity securities which do not exceed 10% of the existing ordinary securities on issue without further shareholder approval. The equity securities must be in the same class as an existing quoted class of equity securities of the company. The ability of a company to make an issue under Listing Rule 7.1A is in addition to its 15% placement capacity under Listing Rule 7.1.

At the date of the Explanatory Memorandum, the Company is an 'eligible entity' because it is not included in the S&P/ASX300 and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million). It is therefore able to seek approval under Listing Rule 7.1A for additional placement capacity. If at the time of the Annual General Meeting the Company is no longer an 'eligible entity' Resolution 3 will be withdrawn.

3.2 Why is the Company seeking Shareholder approval?

Approval under this Resolution 3 is sought for the Company to issue equity securities under Listing Rule 7.1A.

The maximum number of equity securities which may be issued in the capital of the Company under the approval sought by this Resolution will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

$(A \times D) - E$

where:

- A** is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement to issue:
- (i) plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2;
 - (ii) plus the number of partly paid ordinary securities that became fully paid in the 12 months;
 - (iii) plus the number of fully paid ordinary securities issued in the 12 months with approval of the holders of ordinary securities under Listing Rules 7.1 or 7.4 (this does not include an issue of fully paid ordinary securities under the entity's 15% placement capacity without Shareholder approval);
 - (iv) less the number of fully paid ordinary securities cancelled in the 12 months.
- D** is 10%.
- E** is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rules 7.1 or 7.4.

The ability of the Company to make an issue under Listing Rule 7.1A is in addition to its 15% placement capacity under Listing Rule 7.1. The effect of Resolution 3 will be to allow the Company to issue equity securities under Listing Rule 7.1A without using the Company's 15% placement capacity under Listing Rule 7.1.

As at the date of this Notice of Meeting, the Company has on issue 125,813,124 Shares and assuming no further issues are made before the Meeting, at 29 November 2017, the Company will have capacity to issue:

- (a) 18,871,969 equity securities under Listing Rule 7.1; and
- (b) subject to Shareholder approval being obtained under this Resolution 3, 12,581,312 equity securities under Listing Rule 7.1A.

3.3 Technical information required by Listing Rule 7.3A

(a) Minimum price

The issue price of the equity securities issued under Listing Rule 7.1A will be determined at the time of issue.

As required by Listing Rule 7.1A.3, the minimum price at which the equity securities the subject of this Resolution will be issued is 75% of the volume weighted average market (closing) price (**VWAP**) of the Company's equity securities in that class calculated over the 15 ASX trading days on which trades in that class were recorded immediately before either:

- the date on which the price at which the equity securities are to be issued is agreed; or
- if the equity securities are not issued within five ASX trading days of the date in the paragraph above, the date on which the securities are issued.

The total amount that may be raised by the issue of equity securities under Listing Rule 7.1A will depend on the issue price of the equity securities which will be determined at the time of issue.

(b) Risk of economic and voting dilution

If Resolution 3 is approved and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted. There is a risk that:

- the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval of this Resolution; and
- the equity securities issued under Listing Rule 7.1A may be issued at a price that is at a discount (as described above) to market price for the Company's equity securities on the issue date.

The table below shows the dilution of existing Shareholders on the basis of:

- the current market price of the Company's ordinary shares and the current number of ordinary securities as at the date of this Explanatory Memorandum;
- two examples where the number of ordinary shares on issue ("A") has increased by 50% and 100%. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require Shareholder approval (for example, pro-rata entitlements issues) or as a result of future specific placements under Listing Rule 7.1 that are approved by Shareholders; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" ASX Listing Rule 7.1A.2		Dilution		
		\$0.09 50% decrease in issue price	\$0.18 Issue Price**	\$0.36 100% increase in issue price
"A" is the current number of shares on issue 125,813,124*** shares	10% voting dilution	12,581,312 Shares	12,581,312 Shares	12,581,312 Shares
	Funds raised	\$1,132,318.12	\$2,264,636.23	\$4,529,272.46
"A" is a 50% increase in current shares on issue 188,719,686*** shares	10% voting dilution	18,871,969 Shares	18,871,969 Shares	18,871,969 Shares
	Funds raised	\$1,698,477.17	\$3,396,954.35	\$6,793,908.70

“A” is a 100% increase in current shares on issue 251,626,248*** shares*	10% voting dilution	25,162,625 Shares	25,162,625 Shares	25,162,625 Shares
	Funds raised	\$2,264,636.23	\$4,529,272.46	\$9,058,544.93

Notes:

- (i) The table assumes that the Company issues the maximum number of equity securities available under Listing Rule 7.1A.
- (ii) The table assumes that no convertible securities are converted before the date of the issue of equity securities under Listing Rule 7.1A.
- (iii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Memorandum.
- (iv) The table shows the effect of an issue of equity securities under Listing Rule 7.1A, not under the Company's 15% placement capacity under Listing Rule 7.1.
- (v) The issue of equity securities under the Listing Rule 7.1A consists only of ordinary shares.

* Any issue of equity securities is required to be made in accordance with the Listing Rules. Any issue made other than under the Company's 15% capacity (Listing Rule 7.1) or the Company's additional 10% capacity (Listing Rule 7.1A) and not otherwise made under an exception in Listing Rule 7.2 (for example, a pro-rata rights issue) would require Shareholder approval.

** Based on the closing price of the Company's Shares on ASX on 20 October 2017.

*** Based on the Company's Share structure as at 20 October 2017.

If this Resolution is approved, the Company will have the ability to issue up to 10% of its issued capital without further Shareholder approval and therefore allow it to take advantage of opportunities to obtain further funds if required and available in the future.

(c) Issue date

As at the date of this Explanatory Memorandum, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A to any particular person or at any particular time.

If Resolution 3 is approved the Company may make an issue of equity securities under Listing Rule 7.1A at any time (either on a single date or progressively) up until the earlier of:

- (a) the date which is 12 months after the date of the 2017 Annual General Meeting; or
- (b) the date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by the ASX. Accordingly, the approval given if this Resolution 3 is passed will cease to be valid on the earlier of 29 November 2018 or the date on which holders of the Company's ordinary securities approve a transaction under Listing Rules 11.1.2 or 11.2.

(d) Purposes of issue

In some circumstances the Company may issue equity securities under Listing Rule 7.1A for non-cash consideration (for example, in lieu of cash payments to consultants, suppliers or vendors).

While the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A, some of the purposes for which the Company may issue equity securities under Listing Rule 7.1A include (but are not limited to):

- (i) raising funds to further develop the Company's business;
- (ii) raising funds to be applied to the Company's working capital requirements;
- (iii) acquiring assets (in these circumstances the issue of the Shares may be made in substitution for the Company making a cash payment for the assets. If the Company elects to issue Shares for the purpose of acquiring assets then the Company will release to the market a valuation of the assets prior to issuing the Shares); and
- (iv) paying service providers or consultants of the Company.

Details regarding the purposes for which any particular issue under Listing Rule 7.1A is made will be more fully detailed in an announcement to the ASX made pursuant to Listing Rule 7.1A.4 and Listing Rule 3.10.5A at the time the issue is made.

(e) Allocation policy

The identity of the allottees of equity securities under Listing Rule 7.1A will be determined at the time the Company decides to make an issue having regard to a number of factors including:

- (i) the capital raising and acquisition opportunities available to the Company and any alternative methods for raising funds or acquiring assets that are available to the Company;
- (ii) the potential effect on the control of the Company;
- (iii) the Company's financial situation and the likely future capital requirements; and
- (iv) advice from the Company's corporate, legal or financial advisors.

Offers made under Listing Rule 7.1A may be made to parties that are not related to the Company, including professional and sophisticated investors, existing Shareholders, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

The allocation policy the Company may adopt for a particular issue of equity securities under Listing Rule 7.1A and the terms on which those equity securities may be offered will depend upon the circumstances existing at the time of the proposed capital raising under Listing Rule 7.1A. Subject to the requirements of the Listing Rules and the Corporations Act, the Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A the allocation policy that the Company will adopt for that issue.

(f) Previous issuances

The Company obtained Shareholder approval under ASX Listing Rule 7.1A at the 2016 Annual General Meeting. The total number of equity securities on issue 12 months before the date of this Annual General Meeting (that is, as at 29 November 2016) was 130,504,022 comprising 116,979,791 Shares, 13,474,231 options and 50,000 convertible notes.

The total number of equity securities issued in the 12 months from that date (that is, between 29 November 2016 and 29 November 2017) is 13,512,997 (being 8,833,333 Shares and 4,679,664 performance rights issued under the Company's Incentive Plan).

The total number of equity securities issued in the 12 months before the date of the Annual General Meeting is approximately 10.4% of the total number of equity securities on issue as at 29 November 2016. This was under the Company's placement capacity under Listing Rule 7.1 or an exception to Listing Rule 7.1 set out in Listing Rule 7.2 and the Company did not use its 7.1A capacity.

The details for each of the separate parcels of equity securities issued during the 12 months preceding the date of the Meeting are included in the table below.

Number of securities	1,500,000 Shares.
Date of issue	22 December 2016.
Summary of terms	The Shares are fully paid ordinary shares and rank equally with other Shares currently on issue.
Names of recipients	The Shares were issued to Twin Investors Pty Limited atf the Twin Trust, an entity associated with Mr Philip Kapp, as a bonus for Mr Kapp's services to the Company.
Price	The Shares were issued at a deemed issue price of \$0.20 per Share.
Discount to market price (at time of issue)	The Shares were issued at \$0.20 representing a 9% discount to the closing price of \$0.22 per Share on 22 December 2016.
Consideration received	Nil. The value of the non-cash consideration was \$300,000 on issue. Based on the Company's Share price as at 25 October 2017, the value of the non-cash consideration was \$240,000.
Amount of cash consideration spent	Not applicable.
Intended use for remaining amount of cash	Not applicable.
Number of securities	7,333,333 Shares.
Date of issue	22 December 2016.
Summary of terms	The Shares are fully paid ordinary shares and rank equally with other Shares currently on issue.
Names of recipients	The Shares were issued to Litman Holdings Pty Ltd ACN 133 560 068 as part of the consideration for the acquisition of Litman No 2 Pty Ltd ACN 612 224 521 as announced on 11 July 2016.
Price	The Shares were issued at a deemed issue price of \$0.30 per Share.
Discount to market price (at time of issue)	The Shares were issued at \$0.30 representing a 36% premium to the closing price of \$0.22 per Share on 22 December 2016.
Consideration received	Nil. The value of the non-cash consideration was \$2,200,000 on issue. Based on the Company's Share price as at 25 October 2017, the value of the non-cash consideration was \$1,173,333.
Amount of cash consideration spent	Not applicable.

Intended use for remaining amount of cash	Not applicable.
Number of securities	4,679,664 rights to fully paid ordinary Shares (or cash payment in lieu of Shares) under the Company's Incentive Plan (Rights).
Date of issue	24 February 2017.
Summary of terms	Rights were issued under the Company's Incentive Plan. The Rights do not participate in dividends. Shares issued on vesting of the Rights will rank equally with shares on issue.
Names of recipients	Rights were issued under the Company's Incentive Plan: <ul style="list-style-type: none"> • 1,817,345 Rights issued to Philip Kapp; • 333,180 Rights issued to Tim Storey; • 333,180 Rights issued to Mike Hill; • 757,227 Rights issued to Anthony Hersch; and • 1,438,732 Rights issued to Diane Jones.
Price	The Rights had a deemed issue price of \$0.23 each.
Discount to market price (at time of issue)	The Rights had an issue price of \$0.23 each representing a 13% discount to the closing price of \$0.265 per Share on 24 February 2017.
Consideration received	Nil. The value of the non-cash consideration was \$1,076,323 on issue. Based on the Company's Share price as at 25 October 2017, the value of the non-cash consideration was \$748,746.
Amount of cash consideration spent	Not applicable.
Intended use for remaining amount of cash	Not applicable.

3.4 Special Resolution

Resolution 3 is a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on Resolution 3 by Shareholders (by number of ordinary Shares) must be in favour of Resolution 3.

3.5 Directors' recommendation

The Directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 3. The Chairman intends to exercise all available proxies in favour of Resolution 3.

Glossary

In this Notice of Meeting, these terms have the following meanings:

AEDT	Australian Eastern Daylight Time as observed in Sydney, New South Wales.
Annual General Meeting or Meeting	Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.
Associate	Has the meaning given to it by the ASX Listing Rules.
ASX	ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.
ASX Listing Rules or Listing Rules	The official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.
Board	The current board of Directors of the Company.
Chair	The person chairing the Annual General Meeting.
Closely Related Parties	Means: <ul style="list-style-type: none">(a) a spouse or child of a KMP;(b) a child of a KMP's spouse;(c) a dependant of the KMP or of a KMP's spouse;(d) anyone else who is one of a KMP's family and may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with the entity;(e) a company the KMP controls; or(f) a person prescribed by the Corporations Regulations.
Constitution	The constitution of the Company.
Corporations Act	The <i>Corporations Act 2001</i> (Cth) as amended or replaced from time to time.
Corporations Regulations	<i>Corporations Regulations 2001</i> (Cth) as amended or replaced from time to time.
Director	A current director of the Company.
Explanatory Memorandum	The explanatory memorandum accompanying this Notice of Meeting.
JustKapital or the Company	JustKapital Limited ACN 088 749 008.
KMP	A member of the Company's key management personnel (including the Directors), whose details are included in the Remuneration Report including Philip Kapp, Tim Storey, Mike Hill, Diane Jones and Anthony Hersch.
Notice of Meeting	This notice of Annual General Meeting including the Explanatory Memorandum and Proxy Form.
Proxy Form	The proxy form attached to this Notice of Meeting.
Resolution	The resolutions set out in this Notice of Meeting.
Share	A fully paid ordinary share in the capital of JustKapital.
Shareholder	A holder of a Share.