

**CLIME INVESTMENT MANAGEMENT LIMITED**

ABN 37 067 185 899

**NOTICE OF ANNUAL GENERAL MEETING**

Clime Investment Management Limited (“Clime” or the “Company”) gives notice that the Annual General Meeting of Shareholders will be held at:

**2:00 pm (AEDT) on Thursday 11 October 2018 at  
Green Room, Wesley Conference Centre, 220 Pitt Street, Sydney**

The Explanatory Memorandum and proxy form which accompany and form part of this Notice of Meeting describe in more detail the matters to be considered. Please consider this Notice of Meeting, the Explanatory Memorandum and the proxy form in their entirety.

**BUSINESS****Financial Statements and Reports**

To receive and consider the financial statements of Clime for the year ended 30 June 2018, together with the Directors’ Report and the Auditor’s Report as set out in the Annual Report.

*Note: There is no requirement for Shareholders to approve these reports.*

**Resolution 1: Remuneration Report**

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

*“That the Company adopt the Remuneration Report for the year ended 30 June 2018 in accordance with Section 250R(2) of the Corporations Act 2001.”*

Note:

1. The vote on this resolution is advisory only and does not bind the Directors or the Company.
2. Clime’s key management personnel and their closely related parties must not cast a vote on the remuneration report unless they are appointed in writing as a proxy for a member eligible to vote on the resolution and that proxy specifies how to vote on the resolution.
3. The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote “against” or “abstain” you should mark the relevant box in the attached proxy form.

**Resolution 2: Re-election of Donald McLay as Director**

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

*“That **Donald McLay**, who retires by rotation in accordance with the Company’s Constitution and, being eligible for re-election, be re-elected as a Director.”*

**Resolution 3: Approval of additional placement capacity under Listing Rule 7.1A**

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

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

**Voting Exclusion Statement**

The Company will disregard any votes cast in favor of this Resolution by:

- any person who is expected to participate in the 10% Placement Facility;
- a person who might obtain a material benefit if this Resolution is passed, except a benefit solely in the capacity of a holder of Shares; and
- any Associate of the above person or persons.

However, the Company will not disregard a vote if:

- it is cast by a person as a proxy for a 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.

**OTHER BUSINESS**

In accordance with the *Corporations Act 2001*, a reasonable opportunity will be given to Shareholders at the meeting to ask questions about, or to make comment on, the management of the Company. Shareholders will have reasonable opportunity to ask the auditor, or their representative, questions relevant to the Company audit and preparation and content of the Independent Auditor’s Report.

**OTHER INFORMATION**

The Explanatory Memorandum accompanies and forms part of this Notice. All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Annual General Meeting should consult their financial or legal adviser for assistance.

**VOTING BY PROXY**

Any Shareholder of the Company entitled to attend and vote at this Annual General Meeting is entitled to appoint a Proxy to attend and vote instead of that Shareholder.

The Proxy does not need to be a Shareholder of the Company. A Shareholder that 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 no proportion or number is specified, each Proxy may exercise half of the Shareholder's votes.

Proxies must be:

- (a) lodged at the Company's share registry, Boardroom Pty Limited, or
- (b) faxed to the fax number specified below,

not later than 2.00 pm (AEDT) on Tuesday 9 October 2018.

Hand deliveries	Boardroom Pty Limited Level 12, Grosvenor Place 225 George Street, Sydney NSW 2000
-----------------	---

Postal deliveries	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001
-------------------	---

Fax number for lodgment	(02) 9290 9655
-------------------------	----------------

**PROXY FORM**

The proxy form has been enclosed with this Notice. Please read all instructions carefully prior to completing the proxy form.

**ENTITLEMENT TO VOTE**

In accordance with Section 1074E(2)(g)(i) of the *Corporations Act 2001* and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all shares will be taken to be held by the persons who held them as registered Shareholders at 7.00 pm (AEDT) on Tuesday 9 October 2018. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

By Order of the Board



**Biju Vikraman**  
Company Secretary

10 September 2018

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum accompanies the notice of an Annual General Meeting of the Company to be held at 2:00 pm (AEDT) on Thursday 11 October 2018 at Green Room, Wesley Conference Centre, 220 Pitt Street, Sydney.

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the Resolutions set out in the Notice of Meeting and should be read in conjunction with the Notice of Meeting.

### Financial Statements and Reports

Under Section 317 of the *Corporations Act 2001* the Company is required to lay the Company's Financial Report, Directors' Report and Auditor's Report (together comprising the Annual Report) before its Shareholders at its Annual General Meeting.

The Annual Financial Report is submitted for Shareholders' consideration and discussion at the Annual General Meeting as required.

Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the Annual Report they wish to discuss. Representatives of the Company's auditor, Pitcher Partners, will be present for discussion purposes on matters of relevance to the audit.

There is no requirement for Shareholders to approve any of these reports.

### RESOLUTION 1: Remuneration Report

Resolution 1 provides Shareholders the opportunity to vote on the Company's Remuneration Report. Under Section 250R(2) of the *Corporations Act 2001*, the Company must put the adoption of its Remuneration Report to the vote at the Annual General Meeting. The Remuneration Report is contained in the Directors' Report (within the Company's Annual Report). This vote is advisory only and does not bind 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 Clime's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the remuneration report at two consecutive annual general meetings Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of Clime's Directors other than the managing director must stand for election.

Key management personnel (including Directors) and their closely related parties must not cast a vote on the remuneration report, unless as holders of directed proxies for Shareholders eligible to vote on Resolution 1.

Clime encourages all Shareholders to cast their votes on this resolution. The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

## **RESOLUTION 2: Re-election of Donald McLay as a Director**

Under rule 6.7 of Clime’s Constitution, a Director must not hold office after the later of:

- (i) the third Annual General Meeting held after the Director was last appointed or elected; and
- (ii) 3 years after the date on which the Director was last appointed or elected, whichever is the longer.

This is the third Annual General Meeting held since Donald McLay was last elected as a Director of Clime.

Accordingly, Resolution 2 provides for the re-election of Donald McLay as a Director of Clime in accordance with rule 6.7 of Clime’s constitution.

Being eligible, Donald McLay offers himself for election.

The Directors (excluding Donald McLay) unanimously recommend that Shareholders vote in favour of Resolution 2.

The Chairman will vote all undirected proxies **in favour** of this resolution. If you wish to vote “against” or “abstain” you should mark the relevant box in the attached proxy form.

## **RESOLUTION 3: Approval of additional placement capacity under Listing Rule 7.1A**

### **3.1 Background**

Listing Rule 7.1A enables an eligible entity to issue up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting (AGM) (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company’s 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is currently an eligible entity.

The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue Shares under the 10% Placement Facility. The exact number of Shares that may be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 3.2(c) on page 6).

### **3.2 Description of Listing Rule 7.1A**

#### **(a) Shareholder approval**

The ability to issue Shares under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an AGM, requiring 75% of the votes cast by eligible Shareholders present and voting at the Annual General Meeting in order to be passed.

#### **(b) Shares**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this Notice, the Company has only one class of quoted Equity Securities on issue, being quoted Shares (ASX Code: CIW).

Any Equity Securities issued under the 10% Placement Facility will be Shares.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an AGM may issue or agree to issue, during the 12 month period after the date of the AGM, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- I. plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
  - II. plus the number of partly paid shares that became fully paid in the 12 months;
  - III. plus the number of fully paid Shares issued in the 12 months with shareholder approval under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid Shares under the entity's 15% placement capacity without Shareholder approval;
  - IV. less the number of fully paid Shares 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 Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Shares under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has 56,848,363 Shares on issue. The Company also has 1,000,000 unlisted options on issue. These options were issued to Amigo Consulting Pty Limited following Shareholder approval at the last 2016 AGM.

The actual number of Shares that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Shares in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 3.2(c) page 6).

(e) Minimum Issue Price

The issue price of Shares issued under Listing Rule 7.1A must be not less than 75% of the Volume Weighted Average Price (VWAP) of Shares over the 15 Trading Days (on which trades in that class were recorded) immediately before:

- I. the date on which the price at which the Shares are to be issued is agreed; or
- II. if the Shares are not issued within five Trading Days of the date in paragraph (e)(i) above, the date on which the Shares are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires on the earlier to occur of the following:

- I. the date that is 12 months after the date of the AGM at which the approval is obtained; or
- II. the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

### 3.3 Listing Rule 7.1A

The effect of Resolution 3 will be to allow the Directors to issue Shares under Listing Rule 7.1A during the 10% Placement Period in addition to the Company's 15% placement capacity under Listing Rule 7.1.

### 3.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

(a) The Shares will be issued at an issue price of not less than 75% of the VWAP for the Company's Shares over the 15 Trading Days (on which trades in that class were recorded) immediately before:

- I. the date on which the price at which the Shares are to be issued is agreed; or
- II. if the Shares are not issued within five Trading Days of the date in paragraph (i) above, the date on which the Shares are issued.

(b) If Resolution 3 is approved by Shareholders and the Company issues Shares under the 10% Placement Facility, the existing Shareholders face the risk of economic and voting dilution as a result of the issue of Shares which are the subject of this Resolution, to the extent that such Shares are issued, including the risk that:

- I. the market price for the Company's Shares may be significantly lower on the date of the issue of the Shares than on the date of this meeting; and
- II. the Shares may be issued at a price that is at a discount to the market price for the Company's Shares on the issue date or the Shares are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Shares.

The table below shows the dilution of existing Shareholders on the basis of the current market price of the Shares and the current number of Shares for variable “A” calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- I. two examples where variable “A” has increased by 50% and 100%. Variable “A” is based on the number of Shares the Company has on issue as at the date of this Notice. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer), or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- II. two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Variable “A” in Listing Rule 7.1A.2		Dilution		
		\$0.2475	\$0.495	\$0.990
		50% decrease in Current Market Price	Current Market Price	100% increase in Current Market Price
Current Variable A 56,848,363 Shares	10% voting dilution	5,684,836 shares		
	Funds raised	\$1,406,997	\$2,813,994	\$5,627,988
50% increase in current Variable A 85,272,544 Shares	10% voting dilution	8,527,254 shares		
	Funds raised	\$2,110,495	\$4,220,991	\$8,441,981
100% increase in current Variable A 113,696,726 Shares	10% voting dilution	11,369,672 shares		
	Funds raised	\$2,813,994	\$5,627,988	\$11,255,975

**The table has been prepared based on the following assumptions:**

- I. The Company issues the maximum number of Shares available under the 10% Placement Facility.
  - II. No convertible securities are converted into Shares before the date of the issue of the Shares.
  - III. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
  - IV. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of this Meeting.
  - V. The table shows only the effect of issues of Shares under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
  - VI. The current market price is \$0.495 per Share, being the closing price of Shares on the ASX on 30<sup>th</sup> August 2018.
- (c) The Company will only issue and allot the Shares during the 10% Placement Period. The approval under Resolution 3 for the issue of the Shares will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Shares for the following purposes:
- I. for cash consideration, in which case the Company may use the funds raised towards making (or to securing the right to make) one or more acquisitions and/or to further its existing projects; and/or general working capital; so that the Company has the necessary working capital and flexibility to consider, and if thought fit, to put it in a stronger position to make (or to secure the right to make) one or more acquisitions and/or to further its existing projects; or
  - II. non-cash consideration for the acquisition of (or securing the right to make acquisitions of) companies, businesses, new projects and investments or to further its existing projects. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.
- (e) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Shares under the 10% Placement Facility.
- (f) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Shares will be determined on a case-by-case basis having regard to factors including but not limited to the following:
- I. the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;
  - II. the effect of the issue of Shares on the control of the Company;
  - III. the financial situation and solvency of the Company; and

IV. advice from corporate, financial and broking advisers (if applicable).

- (g) The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an Associate of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

**(h) Information required under Listing Rule 7.3A.6**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting held on 16 November 2017.

Equity securities issued in 12 months prior to the Annual General Meeting on 11 October 2018	375,001
Percentage previous issues represent of total number of equity securities on issue at commencement of the 12-month period prior to the 11 October 2018 AGM	0.7%

For each issue of securities in the 12 months prior to the Annual General Meeting on 11 October 2018, the following information is provided:

Date of issue:	16 July 2018
Number issued:	375,001
Class/Type of Equity Security:	Ordinary
Summary of terms:	Fully paid ordinary shares listed on ASX and ranking equally with all other shares on issue.
Names of persons who received securities or basis on which those persons were determined:	Locope Pty Ltd – 325,368 Shares Savoir Superannuation Pty Ltd – 49,633 Shares
Issue Price:	Deemed issue price of \$0.50 per share
Discount to market price (if any):	Nil
Non-cash consideration received:	100% interest in CBG Asset Management Limited (CBG) (per 14 July 2017 ASX announcement).  Shares issued for the purpose of settling deferred consideration payable upon acquisition of CBG.
Current value of non-cash consideration:	\$185,625 based on the closing price of the Company's Shares on the ASX on 30 August 2018 (\$0.495).
Total cash consideration received:	N/a
Amount of cash consideration spent:	N/a

Use of cash consideration:	N/a
Intended use for remaining amount of cash (if any):	N/a

(i) A voting exclusion statement for Resolution 3 is included in the Notice of Meeting.

### 3.5 Directors' Recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 3.

The Chairman will vote all undirected proxies **in favour** of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

### Definitions

In this explanatory memorandum and notice of meeting:

**10% Placement Facility** means the ability under Listing Rule 7.1A for Clime (an eligible entity) to issue up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting.

**10% Placement Period** means the period in which the 10% Placement Capacity under Resolution 3 may be utilised as described in Resolution 3.

**Associate** has the meaning set out in Sections 11 – 17 of the Corporations Act.

**ASX** means ASX Limited.

**Clime** means Clime Investment Management Limited (ACN 067 185 899).

**Company** means Clime.

**Equity Security** means an equity security as defined in the Listing Rules.

**Explanatory Memorandum** means this explanatory memorandum which forms part of the Notice of Meeting.

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

**Meeting** means the Annual General Meeting of the Company the subject of this Notice of Meeting scheduled to occur on Thursday 11<sup>th</sup> October 2018.

**Notice** means this notice of annual general meeting dated 10 September 2018 and accompanying Explanatory Memorandum.

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

**Shareholder** means the holder of fully paid ordinary shares in the Company.

## Enquiries

Shareholders are invited to contact the Company Secretary, Biju Vikraman at [bvikraman@clime.com.au](mailto:bvikraman@clime.com.au) if they have any queries in respect of the matters set out in these documents.

DATED this 10 September 2018 at Sydney.

By order of the Board



**Biju Vikraman**  
Company Secretary



#### All Correspondence to:

 **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

 **By Fax:** +61 2 9290 9655

 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

 **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00 pm (AEDT) on Tuesday 9 October 2018.**

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2:00 pm (AEDT) on Tuesday, 9 October 2018.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

 **By Fax** + 61 2 9290 9655

 **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

# Clime Investment Management Limited

ABN 37 067 185 899

## Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **Clime Investment Management Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Green Room, Wesley Conference Centre, 220 Pitt Street, Sydney on Thursday, 11 October 2018 at 2:00pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

### STEP 2 VOTING DIRECTIONS

\* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Donald McLay as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of additional placement capacity under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2018