



18 October 2019

Dear Shareholder,

On behalf of the Board of Directors of ReadyTech Holdings Limited (**ReadyTech**), I am pleased to invite you to ReadyTech's inaugural Annual General Meeting (**2019 AGM**).

ReadyTech's 2019 AGM will be held on **Wednesday, 20 November 2019** commencing at **11.00am** (Sydney time) at ReadyTech's offices, located Level 1, 35 Saunders Street, Pyrmont NSW, 2009.

Enclosed is the Notice of Meeting setting out the business of the 2019 AGM. I encourage you to read the enclosed Notice of Meeting (including the Explanatory Memorandum) and the Proxy Form.

The Directors of ReadyTech unanimously recommend that shareholders vote in favour of Resolutions 1, 2, 4 and 5. The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to Resolution 3 – Remuneration Report.

If you are unable to attend the 2019 AGM, I encourage you to complete and return the enclosed Proxy Form no later than 11.00am (Sydney time) on Monday, 18 November 2019 in one of the ways specified in the Notice of Meeting and Proxy Form.

Shareholders may submit questions and comments ahead of the 2019 AGM using the Question Form provided and where appropriate and practicable, those questions will be answered at the meeting.

Thank you for your support of ReadyTech.

Yours sincerely,

Tony Faure
Chair

READYTECH HOLDINGS LIMITED
ACN 632 137 216

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2019 Annual General Meeting of the shareholders of ReadyTech Holdings Limited ACN 632 137 216 (**ReadyTech** or the **Company**) will be held on **Wednesday, 20 November 2019** at 11.00am (Sydney time) at ReadyTech's offices, located Level 1, 35 Saunders Street, Pyrmont NSW, 2009.

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on the matters to be considered at the 2019 AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Proxy Form are part of this Notice of Meeting.

CONSIDERATION OF REPORTS

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the financial year ended 30 June 2019.

All shareholders can view the Annual Report which contains the Financial Report, the Directors' Report, and the Independent Auditor's Report of the Company for the year ended 30 June 2019 on the Company's website at www.readytech.com.au.

QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chair will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chair will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the Independent Auditor's Report;
- c. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d. the independence of the Auditor in relation to the conduct of the audit.

The Chair will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit.

ITEMS FOR APPROVAL

Resolution 1. Re-election of Mr Tony Faure

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

"That Mr Tony Faure, who retires in accordance with clause 60.1 of the Company's Constitution and being eligible, is re-elected as a Director of the Company."

Resolution 2. Re-election of Ms Elizabeth Crouch

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

"That Ms Elizabeth Crouch, who retires in accordance with clause 60.1 of the Company's Constitution and being eligible, is re-elected as a Director of the Company."

Resolution 3. Remuneration Report

To consider and, if thought fit, pass the following as a non-binding ordinary resolution of the Company:

"That the Company's Remuneration Report for the financial year ended 30 June 2019, as set out in the Directors' Report, is adopted."

The Remuneration Report is contained in the Company's 2019 Annual Report (available at www.readytech.com.au).

Please note that, in accordance with section 250R(3) of the Corporations Act 2001 (Cth) (the **Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

A vote on Resolution 3 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of ReadyTech's key management personnel (**KMP**) whose remuneration details are included in the 2019 Remuneration Report; or
- b. a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 3 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for or against) on the resolution; or
- b. the vote is cast by the chair of the Meeting and the appointment of the chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

In accordance with section 250BD of the Corporations Act 2001 (Cth), a vote must not be cast on Resolution 3 as a proxy by a member of the KMP at the date of the AGM, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting where the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

"Key management personnel" and "closely related party" have the same meaning as set out in the Corporations Act 2001 (Cth).

Resolution 4. Appointment of Auditor

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

"That, in accordance with section 327B(1)(a) of the Corporations Act 2001 (Cth) and for all other purposes, Deloitte Touche Tohmatsu having been nominated by a shareholder and consented in writing to act in the capacity of Auditor, be appointed as the Auditor of ReadyTech Holdings Limited."

Resolution 5. Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

To consider and, if thought fit, pass the following as a special resolution of the Company:

"That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, the shareholders of the Company approve the issue of equity securities up to 10% of the issued capital of ReadyTech Holdings Limited (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Memorandum which forms part of the Notice of Meeting."

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely reason of being a holder of ordinary securities in the Company), if this resolution is passed or any associates of those persons. At this point in time, there are no potential allottees to whom shares may be issued under this resolution.

However, the Company need not disregard a vote cast on Resolution 5 if:

- a. 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
- b. 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.

By Order of the Board

A handwritten signature in black ink, appearing to read 'Nimesh', with a stylized, sweeping flourish above the name.

Nimesh Shah
Company Secretary
18 October 2019

ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of ReadyTech as at 7:00pm (Sydney time) on **Monday, 18 November 2019** will be entitled to attend and vote at the 2019 AGM as a shareholder.

If more than one joint holder of shares is present at the 2019 AGM (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.

How to Vote

The ways in which you can vote are outlined below.

Appointment of Proxy

If you are a Shareholder entitled to attend and vote, you may appoint a proxy to attend and act on your behalf at the 2019 AGM. A proxy need not be a shareholder of the Company and can be an individual or a body corporate.

If a Shareholder is entitled to cast two or more votes at the 2019 AGM, the Shareholder may appoint one or two proxies. If two proxies are appointed, the appointing Shareholder may specify the proportion or number of their votes each proxy is appointed to exercise. In accordance with Rule 49.4 of the Company's Constitution, if no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the 2019 AGM

To be effective, the proxy must be received at the Share Registry of the Company no later than 11.00am (Sydney time) on **Monday, 18 November 2019**. Proxies must be received before that time by one of the following methods:

ONLINE

www.linkmarketservices.com.au

BY MAIL

ReadyTech Holdings 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
Australia

ALL ENQUIRIES TO

Telephone: 1300 554 474 Overseas: +61 1300 554 474

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Undirected proxies

If the Chair of the meeting is appointed or taken to be appointed as a proxy and you do not specify in the Proxy Form the manner in which you wish the Chair to vote on the resolution to be considered at the meeting, then by submitting your Proxy Form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution. The Chair intends to exercise all available votes in favour of the resolution.

Power of Attorney

If you are a Shareholder entitled to attend and vote, you may appoint an attorney to act on your behalf at the 2019 AGM. Your appointment must be made by a duly executed power of attorney. The power of attorney (or a certified copy of it) must be received by ReadyTech no later than 11.00am (Sydney time) on **Monday, 18 November 2019**, being 48 hours before the 2019 AGM.

Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the 2019 AGM. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act 2001 (Cth). The representative should bring to the 2019 AGM a properly executed letter or other document confirming its authority to act as the company's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at www.linkmarketservices.com.au

Voting at the Meeting

It is intended that voting on each of the proposed resolutions at this Meeting will be conducted by a poll, rather than on a show of hands.

IMPORTANT: If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on Resolution 3 then by submitting the proxy form you will be expressly authorising the Chair to exercise your proxy on the resolution, even though the resolution is connected, directly or indirectly, with the remuneration of the KMP.

SHAREHOLDER QUESTIONS

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please log onto www.linkmarketservices.com.au, select Voting then click 'Ask a Question', or alternatively submit the enclosed AGM Question Form.

To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (Sydney time) on Wednesday, 13 November 2019. Questions will be collated and, during the AGM, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

ENCLOSURES

Enclosed are the following documents:

- Proxy Form to be completed if you would like to be represented at the AGM by a proxy. Shareholders are encouraged to use the online voting facility that can be accessed on ReadyTech's share registry's website at www.linkmarketservices.com.au to ensure the timely and cost effective receipt of your Proxy Form;
- an AGM Question Form to be completed if you would like a specific question to be addressed by the Chair or Deloitte Touche Tohmatsu (our external auditor) at the AGM; and

- a reply paid envelope for you to return the Proxy Form, the AGM Question Form and the Go Online and Go Green to Help the Environment' form.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared in relation to the business to be conducted at ReadyTech's 2019 AGM to be held at 11.00am on **Wednesday, 20 November 2019**.

The purpose of this Explanatory Memorandum is to provide shareholders of ReadyTech (**Shareholders**) with information that is reasonably required by Shareholders to decide how to vote upon the resolutions being put forward at the 2019 AGM.

The Chair of the 2019 AGM intends to vote all available undirected proxies in favour of each resolution.

Resolutions 1, 2, and 4 are ordinary resolutions, which require a simple majority of votes cast by Shareholders entitled to vote on the resolution.

Resolution 3, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

Resolution 5 is to be voted on as a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution.

Re-election of Directors

Under Rule 60.1 of the Company's Constitution, one third of the Directors or, if their number is not a multiple of three, then the number nearest to but not more than one third of the Directors, must retire at each annual general meeting.

The Directors to retire by rotation at an annual general meeting are those Directors who have been longest in office since their last election. The Company's Constitution stipulates that where Directors were elected on the same day, they may agree among themselves or determine by lot which of them must retire.

In addition, Rule 60.4 of the Company's Constitution requires a Director (other than the Managing Director) to retire from office at the conclusion of the third annual general meeting after the Director was last elected.

Resolution 1. Re-election of Mr Tony Faure

Mr Tony Faure retires in accordance with Rule 60.1 of the Constitution and seeks re-election in accordance with Rule 60.5.

Mr Faure was appointed to the Board on 8 March 2019 as an Independent Non-Executive Director and is the Chair. Mr Faure is also a member of the Audit and Risk Committee and Remuneration and Nomination Committee.

Mr Faure has deep experience in traditional and digital media and marketing, having run both small and large companies.

Mr Faure is passionate about ideas that use technology to push limits and create new experiences for consumers. Mr Faure has held the positions of Chief Executive Officer of ninemsn, Chief Executive Officer and Founder of HomeScreen Entertainment, and positions at Yahoo! including Regional Vice President, South Asia and Managing Director of Yahoo! Australia and New Zealand.

Mr Faure was also an advisor to the Board of seek.com.

Mr Faure is currently the Chair of oOh!media Limited. Mr Faure is also a member of the Remuneration and Nomination Committee of oOh!media Limited.

Mr Faure's extensive experience and knowledge of media, technology and advertising matters has been of great benefit to the Company, particularly in his role as Chair of Board.

Prior to submitting himself for re-election, Mr Faure has confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

The Board supports Mr Faure's re-election as a Non-Executive Director as Mr Faure provides a valuable contribution to the Board and Company, specifically in technology matters, and therefore is recommended to shareholders for re-election.

The Directors, with Mr Tony Faure abstaining, unanimously recommend that Shareholders vote in favour of Resolution 1.

Resolution 2. Re-election of Ms Elizabeth Crouch

Ms Elizabeth Crouch AM retires in accordance with Rule 60.1 of the Constitution and seeks re-election in accordance with Rule 60.5.

Ms Crouch was appointed to the Board on 8 March 2019 as an Independent Non-Executive Director.

Ms Crouch is also the Chair of the Audit and Risk Committee and a member of the Remuneration and Nomination Committee.

Ms Crouch is an experienced non-executive director having previously held roles with Chandler, Macleod Group Limited, McGrath Limited and Macquarie University Hospital.

Ms Crouch is a Non-Executive Director of Bingo Industries and chairs the Boards of the Customer Owned Banking Association and SGS Economics and Planning Pty Ltd. Ms Crouch is also Emeritus Deputy Chancellor of Macquarie University.

Ms Crouch is on the Board of the NSW Government's Institute of Sport, Health Infrastructure and the Western Sydney Local Health District and chairs the NSW Government's Non-Government Schools Advisory Council.

Ms Crouch chairs audit committees for the City of Sydney and RailCorp and works with Optimize International, LLC, a strategic consultancy firm as well providing executive coaching services for The Orijen Group. Ms Crouch spent 16 years with the Federal government before moving into the private sector, where she held various positions including as NSW Chief Executive of the Housing Industry Association Limited. She is a member of Women on Boards, a Fellow of the Australian Institute of Company Directors and was awarded an Order of Australia for her services to higher education and the rail transport industry.

Ms Crouch holds a Bachelor of Economics and is currently completing a Master of Cyber Security.

Ms Crouch's extensive experience has been of great benefit to the Company, particularly in her role as Chair of Audit and Risk Committee,

Prior to submitting herself for re-election, Ms Crouch has confirmed that she would continue to have sufficient time to properly fulfil her duties and responsibilities to the Company.

The Board supports Ms Crouch's re-election as a Non-Executive Director as Ms Crouch provides a valuable contribution to the Board and Company, specifically in risk and governance matters, and therefore is recommended to shareholders for re-election.

The Directors, with Ms Elizabeth Crouch abstaining, unanimously recommend that Shareholders vote in favour of Resolution 2.

Resolution 3. Remuneration Report

Section 250R(2) of the Corporations Act 2001 (Cth) (the **Act**) requires that the section of ReadyTech's Directors' Report dealing with the remuneration of the key management personnel (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote.

Key management personnel (**KMP**) are those persons having authority and responsibility for planning, directing and controlling the activities of ReadyTech including any executive or non-executive director.

Broadly, the Remuneration Report:

- discusses ReadyTech's policy in relation to remuneration of the KMP;
- discusses the relationship between the Board's remuneration policy and Company performance;
- details any performance conditions attached to KMP remuneration; and
- sets out remuneration details for each KMP.

Shareholders can view the full Remuneration Report on ReadyTech's website at www.readytech.com.au.

Following consideration of the Remuneration Report, the Chair of the Meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote. The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration in setting remuneration policy for future years.

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to this Resolution.

Resolution 4. Appointment of Auditor

Deloitte Touche Tohmatsu has held the office of auditor of ReadyTech since 8 March 2019, which is the date of incorporation of ReadyTech.

Section 327A of the Corporations Act sets out that Deloitte Touche Tohmatsu will hold office until the Company's first annual general meeting and requires ReadyTech to appoint an auditor at its 2019 AGM. Deloitte Touche Tohmatsu has given, and has not withdrawn, its consent to act as external auditor of ReadyTech.

In accordance with section 328B(1) of the Act, notice in writing nominating Deloitte Touche Tohmatsu as auditor has been given to the Company by a shareholder. A copy of this notice is Attachment A to this Notice.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

Resolution 5. Approval of additional share issue capacity under ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables certain companies to seek Shareholder approval by special resolution to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue over a 12 month period (**10% Placement Facility**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

A company is eligible to seek shareholder approval for this additional placement capacity if it satisfies both of the following criteria at the date of its annual general meeting:

- a. it has a market capitalisation of \$300 million or less; and
- b. it is not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will satisfy both these criteria at the date of the AGM.

For illustrative purposes, the Company's market capitalisation was \$149 million based on a closing price of \$1.87 on 10 October 2019.

Accordingly, Resolution 5 is seeking approval of ordinary Shareholders by special resolution for the issue of such number of equity securities as calculated under the formula in ASX Listing Rule 7.1A.2, at an issue price as permitted by ASX Listing Rule 7.1A.3 to such persons as the Board may determine, on the terms as described in this Explanatory Memorandum.

At the date of this Notice, the Company has on issue 80,005,367 fully paid ordinary shares. There were no shares issued during the year as part of the 15% capacity under ASX Listing Rule 7.1. There were also no shares issued during the year as part of the 10% additional capacity under ASX Listing Rule 7.1A.

Based on the above, and as an example only, the Company would (as at the date this notice of meeting is finalised) have capacity to issue:

- a. 12,000,805 (15% x 80,005,367) equity securities under ASX Listing Rule 7.1; and
- b. 8,000,536 (10% x 80,005,367) equity securities under ASX Listing Rule 7.1A (subject to approval of Resolution 5).

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A (and ASX Listing Rule 7.1 as applicable) will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (and ASX Listing Rule 7.1 as applicable).

That formula is:

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

- A is the number of Shares on issue 12 months before the date of issue or agreement:
 - (a) plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
 - (b) plus the number of partly paid Shares that became fully paid in the 12 months;
 - (c) plus the number of fully paid Shares issued in the 12 months with approval of holders of Shares under Listing Rules 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;
 - (d) less the number of fully paid Shares cancelled in the 12 months.
- Note that 'A' is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.
- 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 effect of Resolution 5 will be to allow the Company to issue equity securities under ASX Listing Rule 7.1A up to 10% of the Company's fully paid ordinary securities on issue during the period up to 12 months after the AGM, in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

Information required by ASX Listing Rule 7.3A

For the purposes of ASX Listing Rule 7.3A, the following information is provided:

- **Minimum price at which the equity securities may be issued** – The minimum price at which the equity securities will be issued will be no less than 75% of the volume weighted average market price for ordinary shares calculated over the 15 trading days on which trades are recorded immediately before:
 - a. the date on which the price at which the shares are to be issued is agreed; or

- b. if the shares are not issued within 5 trading days of the date in paragraph a., the date on which the shares are issued.
- **Risk of economic and voting dilution** – If Resolution 5 is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing ordinary Shareholders face the risk of economic and voting dilution as a result of the issue of equity securities which are the subject of this Resolution, to the extent that such equity securities are issued, including:
 - a. the market price of equity securities may be significantly lower on the issue date than on the date on which this approval is being sought; and
 - b. the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date,

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

- The following table gives examples of the potential dilution of existing ordinary Shareholders on the basis of the market price of shares and the number of ordinary securities for variable “A”, calculated in accordance with the formula in ASX Listing Rule 7.1A.2. The table demonstrates various examples as to the number of equity securities that may be issued under the additional 10% Placement Facility.

The table also shows:

- a. two examples where variable “A” has increased by 50% and 100%. The number of ordinary securities on issue may increase as a result of issues of ordinary securities 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 ASX Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- b. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

No. of Shares on Issue ¹	Dilution			
	Issue price (per Share)	\$0.935 50% decrease in Issue Price	\$1.87 Issue Price	\$3.74 100% increase in Issue Price
80,005,367 (Current)	Shares issued	8,000,536	8,000,536	8,000,536
	Funds raised	\$7,480,501.16	\$14,961,002.32	\$29,922,004.64
120,008,050 (50% increase)	Shares issued	12,000,805	12,000,805	12,000,805
	Funds raised	\$11,220,752.68	\$22,441,505.35	\$44,883,010.70
160,010,734 (100% increase)	Shares issued	16,001,073	16,001,073	16,001,073
	Funds raised	\$14,961,003.26	\$29,922,006.51	\$59,844,013.02

¹ Variable “A” in Listing Rule 7.1A.2.

- The table has been prepared on the following assumptions:
 - a. the Company issues the maximum number of equity securities available under the 10% Placement Facility in ASX Listing Rule 7.1A;
 - b. 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%;
 - c. 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 the AGM;
 - d. the table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
 - e. the issue of equity securities under the 10% Placement Facility consists only of shares; and
 - f. the issue price is \$1.87 per share², being the closing price of the shares on ASX on 10 October 2019.

- **Date by which the Company may issue the securities** – If any of the shares being approved by this Resolution are issued, they will be issued during the placement period, that is, within 12 months of the date of the AGM (i.e. by 20 November 2020) and the approval being sought under Resolution 5 will cease to be valid if ordinary Shareholders approve a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) prior to 20 November 2020.

- **Purpose for which the equity securities may be issued** – The Company may seek to issue the equity securities for the following purposes:
 - a. cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued development of the Company's current assets and/or general working capital; or
 - b. non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

- The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities under Listing Rule 7.1A.

- **Details of the Company's allocation policy for issues under approval** – 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 allottees of any equity securities that may be issued (subject to Shareholder approval of Resolution 5) have not been determined as at the date of this Notice, but may include existing Shareholders and/or parties who are not currently Shareholders and are not related parties or associates of the Company. Any potential allottees will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
 - a. the methods of raising funds available to the Company (including but not limited to, rights issue or other issues in which existing security holders can participate), while balancing interest from potential allottees with the interests of existing Shareholders;
 - b. the effect of the issue of equity securities on the control of the Company and balancing the interests of existing Shareholders. Allocation will be subject to takeover thresholds;
 - c. the financial situation and solvency of the Company and its need for working capital at any given time; and
 - d. advice from corporate, financial and broking advisors (if applicable).

² Closing price on 10 October 2019 was \$1.87 per share.

- The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.
- A Voting Exclusion Statement is set out under the Resolution in the Notice of Meeting. Potential allottees under the 10% Placement Facility (should it be approved) have not been identified as at the date of this Notice, but may include existing Shareholders and/or parties who are not currently Shareholders and are not related parties or associates of the Company.

Resolution 5 is a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution.

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

Attachment A – Notice of Nomination of Auditor

11 October 2019

ReadyTech Holdings Limited
Level 1, 35 Saunders Street
Pyrmont NSW 2009
Australia

Dear Sir / Madam

NOTICE OF NOMINATION OF AUDITOR OF READYTECH HOLDINGS LIMITED

I, Nimesh Shah, being a shareholder of ReadyTech Holdings Limited, hereby nominate Deloitte Touche Tohmatsu of Level 9, Grosvenor Place, 225 George Street, Sydney New South Wales, for appointment as auditor of ReadyTech Holdings Limited at its 2019 Annual General Meeting.

I consent to the distribution of a copy of this notice of nomination as an Annexure to the Notice of Meeting and Explanatory Statement for the 2019 Annual General Meeting of ReadyTech Holdings Limited as required by section 328B(3) of the Corporations Act.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Nimesh', with a stylized flourish at the end.

Nimesh Shah

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

ReadyTech Holdings 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



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of ReadyTech Holdings Limited (Company) 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 **11:00am (AEDT) on Wednesday, 20 November 2019 at ReadyTech's offices, located Level 1, 35 Saunders Street, Pyrmont NSW, 2009** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 3: 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 3, 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

1 Re-election of Mr Tony Faure

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Re-election of Ms Elizabeth Crouch

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Appointment of Auditor

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* 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).

RDY PRX1901C

LODGE YOUR QUESTIONS



ONLINE

www.linkmarketservices.com.au



BY MAIL

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Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: 1300 554 474

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Please use this form to submit any questions about ReadyTech Holdings Limited ("the Company") that you would like us to respond to at the Company's 2019 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **5:00pm (AEDT) Wednesday, 13 November 2019**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to *(please mark the most appropriate box)*

☐
☐
☐

Performance or financial reports
Remuneration Report
My question is for the auditor

☐
☐
☐

A resolution being put to the AGM
Sustainability/Environment
Future direction

☐
☐

General suggestion
Other

☐
☐
☐

Performance or financial reports
Remuneration Report
My question is for the auditor

☐
☐
☐

A resolution being put to the AGM
Sustainability/Environment
Future direction

☐
☐

General suggestion
Other

QUESTIONS