



**Ignite Limited**  
ABN 43 002 724 334

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Sydney NSW 2000  
t. 02 9250 8000  
[www.igniteco.com](http://www.igniteco.com)

28 October 2019

IGN

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

Dear Shareholder

## Addendum to Notice of annual general meeting 2019

**Ignite Limited (ASX: IGN) (Company)** hereby gives notice to shareholders of the Company that this letter is to be read as an addendum to the Notice of annual general meeting dated 23 September 2019 (**Notice of Meeting**), as it provides further information with respect to the resolution for the adoption of the Remuneration Report. This addendum forms part of the Notice of Meeting.

The Company advises that at the 2018 Annual General Meeting (**AGM**), 29.54% of votes cast on the resolution to adopt the Remuneration Report were against the adoption of the report, resulting in a “first strike” under the provisions of the Corporations Act.

If at the 2019 AGM more than 25% of the votes cast on the adoption of the Remuneration Report are against the adoption of the Remuneration Report, the Corporations Act provisions require that a “spill meeting” ordinary resolution is put to the meeting (**spill resolution**). If the spill resolution is passed by ordinary resolution, the Company would be obliged to hold an extraordinary general meeting of shareholders within 90 days of the AGM. At that meeting, all Directors must step down and could, with other nominees, if any, stand for re-election.

This possibility is referred to in the Notice of AGM although the detailed resolution, as prescribed by the Corporations Act, is not included in the notice.

It should be noted that in recent years the Company has not received any written concerns regarding the contents of the Remuneration Report or the level of remuneration paid to Directors and other Key Management Personnel.

Below is the proposed resolution to be put to shareholders if a spill resolution is required at the AGM.

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#### **Resolution 4 - Spill Resolution (conditional item)**

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

*That, subject to and conditional on at least 25% of the votes validly cast on resolution 1 to adopt the remuneration report for the year ended 30 June 2019 being cast against the adoption of the report:*

- (a) an extraordinary general meeting of the Company (**Spill Meeting**) be held within 90 days of the passing of this resolution;*
- (b) Mr Garry Sladden, Ms Jennifer Elliott, Mr Craig Saphin and Mr Fred van der Tang, being the Directors when the resolution to make the directors' report for the year ended 30 June 2019 considered at the 2019 AGM was passed, cease to hold office immediately before the end of the spill meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the spill meeting be put to the vote at the spill meeting.*

#### **VOTING EXCLUSION**

In accordance with the Corporations Act 2001, the Company makes the following statement:

The Company will disregard any votes (cast in any capacity) on Resolution 4 by or on behalf of :

- a) A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) A closely related party of such a member.

However, the Company need not disregard a vote if:

- The person does so as a proxy for a person who is permitted to vote, in accordance with a direction on the Proxy Form; or
- The vote is cast by the Chairman, as the nominated proxy for a person who is permitted to vote, with express authorisation given to the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel of the Company.

The Board considers the following matters to be relevant to shareholders' decision on how to vote on this Resolution:

- (a) Holding a Spill Meeting will result in further expenses for the Company;
- (b) The Spill Meeting is likely to cause significant disruption to the Company, resulting in the Company and the Board's focus being diverted from operational matters due to the time and expense required in organising the Spill Meeting;
- (c) The uncertainty in the composition of the Board may have a negative effect on the Company's share price; and
- (d) It is possible that, even if a Spill Meeting is held, all or most of the Directors who will cease to hold office will be re-elected at the Spill Meeting.

**Attached is an amended proxy form which includes the Contingent Business – An Ordinary Resolution to hold a General Meeting of shareholders at which all Directors would step down and would have the right to stand for election. This Proxy Form should be used if you are not voting online.**

It is the Chairman's intention to vote undirected proxies as follows:

- (a) Resolutions 1, 2 and 3 – FOR the resolutions.
- (b) Resolution 4, if put to the AGM - AGAINST the resolution.

## Recommendation – Resolutions 1, and 4 (if put)

The Directors recommend that:

- (a) Shareholders vote **FOR** the Resolution to adopt the Remuneration Report, and
- (b) If the “spill resolution” is put, the shareholders vote **AGAINST** the resolution.

## Shareholder and Analyst Enquiries

Mr Garry Sladden  
Executive Chairman  
t. (02) 9250 8000

## About Ignite

Ignite Limited (ASX: IGN) is a company limited by shares, incorporated and domiciled in Australia and listed on the Australian Securities Exchange.

For more than 30 years Ignite has been using its deep industry expertise and extensive relationships to unite permanent, contract and temporary workers with government, non-government entities and private clients of all sizes throughout the Asia Pacific region. In Australia, these segments are Specialist Recruitment, On Demand and People Services whilst in China Ignite focuses solely on Specialist Recruitment.

Ignite operates in 10 cities across Australia and China and employs more than 200 people.





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## Need assistance?



**Phone:**

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



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by 10:00am (AEDT) Sunday 17 November 2019.

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## ATTENDING THE MEETING

**If you are attending in person, please bring this form with you to assist registration.**

### Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Use your computer or smartphone to appoint your proxy and vote at [www.investorvote.com.au](http://www.investorvote.com.au) or scan your personalised QR code below using your smartphone.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

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**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Ignite Limited hereby appoint



the Chairman  
of the Meeting

OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Ignite Limited to be held at Computershare, Level 3, 60 Carrington Street, Sydney, NSW 2000 on Tuesday, 19 November 2019 at 10:00am and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 3 and 4 (except where I/we have indicated a different voting intention in step 2) even though Items 1, 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Item 4 where the Chairman of the Meeting intends to vote against.**

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1, 3 and 4 by marking the appropriate box in step 2.

### Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

**Please Note:** to fully inform shareholders in exercising their right to vote, please be aware that if the Chairman of the Meeting is appointed as your proxy (or becomes your proxy as default), the Chairman of the Meeting intends to vote available proxies in the manner set out beside each resolution, in accordance with a recommendation of the Board.

	Board Recommendation	For	Against	Abstain
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1. Adoption of Remuneration Report	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Mr Fred van der Tang as a Director	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval to Exempt from Listing Rule 7.1 Options Issued Under the Equity Incentive Plan in Accordance with Exception 9 of Listing Rule 7.2	FOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>CONTINGENT BUSINESS</b> Note: Item 4 will only be considered at the meeting if the condition described in the Notice of Meeting is satisfied.				
4. Spill Resolution	AGAINST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Item 4 where the Chairman of the Meeting intends to vote against. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

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Computershare

