

Company Announcement – 31 October 2019

Additional Annual General Meeting Resolution

The Board of Prophecy International Holdings Limited (**Company**) wishes to advise that an additional resolution will be considered at the upcoming annual general meeting (AGM) to be held at Peppers Waymouth Hotel, 55 Waymouth Street, Adelaide, South Australia at 11.00 am (Adelaide time) on 22 November 2019.

Background

The additional resolution relates to the re-election of Ms Leanne Challans, who is required to seek re-election at the AGM in accordance with the Constitution of the Company. Due to an oversight, we failed to include the relevant resolution in the Notice of AGM.

Section 250R(1)(b) of the *Corporations Act 2001* (Cth) provides that the business of an AGM may include the election of a director even if not referred to in the notice of meeting. Therefore an additional resolution, relating to the re-election of Ms Challans, will be put to shareholders at the AGM as an item of general business.

Ms Challans joined Prophecy in 1990, with a strong background in software design and development. Her initial role was Product Development Manager for the flagship Prophecy Classic product. The growing partner network for Classic opened up new opportunities, so Ms Challans took on responsibility for Partner Support and Marketing through the mid-1990s.

Ms Challans returned to her strengths in software development in 2000, heading up the successful Emergency Services Levy project, and then managing the development and support of the e-Foundation product suite.

She then moved into the role of General Manager, Software & Services, with responsibility for the ongoing development, support and consulting services relating to all of Prophecy International's product lines. Ms Challans joined the Board of Directors in December 2006, and was appointed Managing Director in July 2007. She retired as Managing Director in July 2017, while remaining as a Non-Executive Director of the Company.

The acquisition of Intersect Alliance International in August 2011 saw Ms Challans take on responsibility for the inclusion of this new company into the Prophecy culture, with a focus on growth in this important new part of the group.

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For more details visit

prophecyinternational.com
intersectalliance.com
eMite.com

Contact: info@prophecyinternational.com
or call +61 (08) 8213 1200

Additional Resolution

The additional item of general business will be to consider and, if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

‘That Ms Leanne Challans, being a Director of the Company, retires at the Annual General Meeting of the Company and being eligible, and offering herself, for re-election, is re-elected as a Director.’

The additional resolution is an ordinary resolution.

The Directors (other than Ms Challans) recommend that shareholders vote in favour of the additional resolution.

The chair intends to vote undirected proxies in favour of the additional resolution.

How to Vote on the Additional Resolution – Resolution 5

Shareholders may vote on the additional resolution by attending the AGM in person or by appointing a proxy to attend and vote for the shareholder at the AGM. A replacement proxy form accompanies this announcement.

Shareholders who wish to submit a proxy vote in relation to the additional resolution may do so by completing and lodging the proxy form which accompanies this announcement at the share registry of the Company, Computershare Investor Services Pty Ltd, by post or facsimile, or electronically by following the instructions below:

- visit www.investorvote.com.au and enter Control Code 183209, your postcode and your SRN/HIN.

For Intermediary Online subscribers only (custodians), votes can be lodged by visiting - www.intermediaryonline.com.

All proxy votes must be received no later than 11.00 am (Adelaide time) on 20 November 2019 as set out in the Notice of AGM.

For more details visit

prophecyinternational.com
intersectalliance.com
eMite.com

Contact: info@prophecyinternational.com
or call +61 (08) 8213 1200



Prophecy International Holdings Limited

ABN 16 079 971 618

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Adelaide time) Wednesday 20 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 under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

Use your computer or smartphone to appoint your proxy and vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is

Control Number:
SRN/HIN:

For Intermediary Online subscribers (custodians) go to 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.

☐ **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.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Prophecy International Holdings 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 Prophecy International Holdings Limited to be held at Peppers Waymouth Hotel, 55 Waymouth Street, Adelaide SA 5000 on Friday, 22 November 2019 at 11:00am (Adelaide time) 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 2 & 4** (except where I/we have indicated a different voting intention in step 2) even though **Items 2 & 4** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

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 2 & 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.

Ordinary Business

	For	Against	Abstain
1. Re-election of Edwin Reynolds as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-election of Leanne Challans as Director	<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. 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

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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

