



29 November 2019

Company Announcements Office  
Australian Securities Exchange

### **Xref Limited Annual General Meeting**

We advise that the Resolutions, as set out below and put to the above Meeting on 29 November 2019, which commenced at 11:00am, were as follows:

#### Business

##### **Resolution 1 – To Approve the Remuneration Report**

That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2019.

##### **Resolution 2 – To Re-Elect a Director – Mr Nigel Heap**

That Mr Nigel Heap, a Director, retires by rotation, and being eligible, is re-elected as a Director.

##### **Resolution 3 – To Re-Elect a Director – Mr Brad Rosser**

That Mr Brad Rosser, a Director, retires by rotation, and being eligible, is re-elected as a Director.

##### **Resolution 4 – To Approve a 10% Placement Facility**

That, pursuant to, and in accordance with, ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities 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 ASX Listing Rule 7.1A.2, and on the terms and conditions set out in the Explanatory Notes.

##### **Resolution 5 – To Re-Insert Proportional Takeover Provisions in the Constitution**

That the proportional takeover provisions in clause 22 of the Company's Constitution, as included in the Notice of Meeting as Annexure A, be re-inserted into the Constitution for a period of three years commencing on the day this Resolution is passed.

Note: Resolutions 4 and 5 were Special Resolutions, and therefore required approval of at least 75% of the votes cast by Shareholders entitled to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) on the Resolutions.

In respect of each Resolution on the Notice of Meeting, the total number of proxy votes exercisable by all proxies validly appointed was:

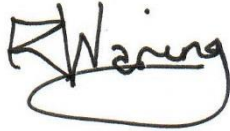
<b>Resolution</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Excluded</b>	<b>Discretion</b>
<b>1</b>	41,722,166	81,906	6,650	* 61,938,110	186,644
<b>2</b>	103,666,921	76,340	5,571	-	186,644
<b>3</b>	102,366,921	1,376,340	5,571	-	186,644
<b>4</b>	98,292,739	5,451,443	4,650	-	186,644
<b>5</b>	98,384,048	5,346,430	18,354	-	186,644

The Fourth Edition of the ASX Corporate Governance Principles and Recommendations (which was released in April 2019) recommends that a poll on all shareholder resolutions be carried out and this will be mandatory from December 2019 on ASX-related resolutions, when new ASX Listing Rules apply. The Directors decided to conduct a poll in respect of all the Resolutions and the results of the voting on the Resolutions in the poll were as follows:

Resolution	For	Against	Excluded
1	41,908,810	81,906	* 61,938,110
2	103,853,565	76,340	-
3	102,553,565	1,376,340	-
4	98,479,383	5,451,443	-
5	98,570,692	5,346,430	-

All Resolutions were carried in the poll.

**Xref Limited**



**Robert J Waring**  
Company Secretary

\* Includes votes cast by or on behalf of members of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, and Closely Related Parties of such members.