



CLIME CAPITAL LTD ABN 99 106 282 777

# NOTICE OF VIRTUAL ANNUAL GENERAL MEETING

## EXPLANATORY STATEMENT AND PROXY FORM

Date of Meeting  
Thursday, 26 November 2020

Time of Meeting  
11:00 AM (AEDT)

**Clime Capital Limited  
(ACN 106 282 777)**

### **Notice of Virtual Annual General Meeting**

Clime Capital Ltd (**Clime** or the **Company**) gives notice that its 2020 virtual Annual General Meeting of Shareholders will be held online as a virtual meeting accessible at <http://web.lumiagm.com/368500717> at:

**11:00 am (AEDT) on Thursday, 26 November 2020**

In light of the restrictions on public gatherings and in line with temporary amendments to the *Corporations Act 2001* (Cth) (**Corporations Act**) in response to the coronavirus pandemic, Shareholders of the Company will be able to attend this year's Annual General Meeting virtually and will be able to participate in the Annual General Meeting online accessible at <http://web.lumiagm.com/368500717> and via the Lumi AGM app as per the details below. To do this you will need a desktop or mobile / tablet device with internet access. When you log onto the online platform on the day of the Annual General Meeting.

Terms used but not defined in this document have the meaning given to them in the Glossary on page 13.

The Company is pleased to provide Shareholders with the opportunity to participate in the Annual General Meeting electronically through an online platform. Further information on how to participate in the Annual General Meeting electronically is set out in this Notice of Annual General Meeting (**Notice**). The directors of the Company encourage Shareholders to participate in the Annual General Meeting via the online platform. While Shareholders will be able to vote online during the Annual General Meeting, Shareholders are encouraged to lodge a Proxy Form ahead of the Annual General Meeting, even if they intend to participate in the Annual General Meeting online. If you are unable to attend the Annual General Meeting, you may wish to appoint a proxy by completing and returning the Proxy Form enclosed with this Notice.

Shareholders and proxyholders will have the ability to ask questions during the Annual General Meeting via the online platform, and to hear all of the discussion, subject to connectivity of their device. Shareholder / proxyholder participation (as relevant) in the Annual General Meeting is possible by:

- online voting;
- appointment of a proxy; and
- submission of questions to the Company's share registry provider in advance of the Annual General Meeting.

As noted above, due to current circumstances relating to COVID-19 and associated government-imposed restrictions and recommendations on physical gatherings, there will be no physical meeting where Shareholders and proxies can attend in person.

Copies of the presentations given at the Annual General Meeting and the results of the Annual General Meeting will be announced to the ASX and placed on the Company's website at <https://clime.com.au/invest-with-us/clime-capital-limited/>. The presentations to delivered at the Annual General Meeting will be available immediately prior to the Annual General Meeting with the results of the Annual General Meeting being available following the Annual General Meeting.

## ACCESSING NOTICE OF ANNUAL GENERAL MEETING MATERIALS

In accordance with section 5(1)(f) of the *Corporations (Coronavirus Economic Response) Determination (No. 3) 2020* made by the Commonwealth Treasurer on 21 September 2020, this Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://clime.com.au/invest-with-us/clime-capital-limited/>.

## HOW CAN SHAREHOLDERS ACCESS THE ANNUAL GENERAL MEETING?

The Company understands and respects the importance of the AGM to Shareholders, however, the health and safety of Shareholders, employees and the broader community is of overriding importance. Accordingly, Shareholders and proxy holders will be able to participate in the AGM online:

- (a) From their computer, by entering the URL into their browser:  
<http://web.lumiagm.com/368500717>
- (b) From their mobile device by either entering the URL in their browser:  
<http://web.lumiagm.com/368500717> or by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store.

If you choose to participate in the AGM online or through the app, you can log in to the meeting by entering:

- (a) Your username, which is your Voting Access Code (VAC), which can be located on the first page of your proxy form or Notice of Meeting email.
- (b) Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details.
- (c) If you have been nominated as a third party proxy, please contact Boardroom on 1300 737 760.

Attending the meeting online enables shareholders to view the AGM live and to also ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

More information regarding participating in the AGM online can be found by visiting the Company's ASX Market Announcement page or at the end of this Notice of Meeting.

Online registration will open at 10:00 am (AEDT time) on Thursday, 26 November 2020 (one hour before the AGM).

The meeting ID is **368-500-717**.

**Listen-only telephone facility**

For those who choose to dial into the AGM, the numbers are provided below (conference ID 835 8781 5627).

Topic: AGM - Clime Capital

Time: Nov 26, 2020 10:00 AM Canberra, Melbourne, Sydney

One tap mobile

+61280156011,,83587815627# Australia

+61370182005,,83587815627# Australia

Dial by your location

+61 2 8015 6011 Australia

+61 3 7018 2005 Australia

+61 7 3185 3730 Australia

+61 8 6119 3900 Australia

+61 8 7150 1149 Australia

Find your local number: <https://us02web.zoom.us/j/krKD4iqYB>

**HOW CAN SHAREHOLDERS ASK QUESTIONS AT THE ANNUAL GENERAL MEETING?**

In accordance with the Corporations Act and the Company's policy, reasonable opportunity will be provided to Shareholders during the AGM to:

- (a) ask questions about or make comments on the management or performance of the Company, and on its 2020 Remuneration Report; and
- (b) ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

A Shareholder may also submit a written question to the Company's auditor, Pitcher Partners, in relation to the content of the auditor's report or the conduct of the audit in relation to the annual financial report for the year ended 30 June 2020. Questions must be submitted to the Company no later than 5:00pm (AEDT) on Thursday, 19 November 2020 in accordance with section 250PA(1) of the Corporations Act and can be submitted to the Company at [investorrelationscam@clime.com.au](mailto:investorrelationscam@clime.com.au) or sent to:

Clime Capital Limited  
C/- Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001

The questions submitted will be immediately forwarded to Pitcher Partners who will answer these questions at the AGM.

Shareholders who prefer to register questions in advance of the AGM are invited to do so. The Company will attempt to address the more frequently asked questions in the Chairman's address to the AGM.

Written questions must be received by the Company or Boardroom Pty Limited by 5.00pm (AEDT) on Thursday, 19 November 2020, and can be submitted by email or mail as outlined above.

**Submitting votes prior to the AGM**

If Shareholders or proxy holders do not wish to vote online during the AGM, they may submit their votes by proxy before the AGM at <https://www.votingonline.com.au/camagm2020> (see page 7 for further information).

The deadline for submitting votes by this method and for appointing proxies for the AGM is 11:00 am (AEDT time) on Tuesday, 24 November 2020.

If a Shareholder has voted prior to the AGM, but wishes to view the live webcast, they can visit <http://web.lumiagm.com/368500717>, or use the Lumi app, as described earlier.

## **BUSINESS TO BE CONSIDERED AT THE ANNUAL GENERAL MEETING**

The business to be considered at the AGM is set out below. The Explanatory Memorandum and Proxy Form which accompany, and form part of this Notice describe in more detail the matters to be considered at the AGM. Please consider this Notice, the Explanatory Memorandum and the Proxy Form in their entirety.

### **Business**

#### **A. Consideration of Financial Statements and Reports**

To receive and consider the Company's Financial Report, the Directors' Report and Auditor's Report of the Company (and its controlled entities) as set out in the Company's 2020 Annual Report for the year ended 30 June 2020.

**Note:** *There is no requirement for Shareholders to approve these reports or vote on this item of business.*

#### **B. Items for Shareholder approval**

##### **Resolution 1: To adopt the Remuneration Report**

To consider, and if thought fit, to pass the following resolution as a non-binding advisory **ordinary resolution**:

*"That the Remuneration Report of the Company for the year ended 30 June 2020 be adopted in accordance with Section 250R(2) of the Corporations Act 2001 (Cth)."*

**Note:** *In accordance with section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the AGM when reviewing the Company's remuneration policies.*

Notwithstanding that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders vote in favour of this Resolution.

##### **Resolution 2: Re-election of Mr. Ronni Chalmers as a Director**

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



*“That **Mr. Ronni Chalmers**, who was appointed since the last general meeting and who retires in accordance with rule 6.2 of the Company’s Constitution and ASX Listing Rule 14.4, being eligible for re-election, be re-elected as a Director of the Company.”*

The Board (excluding Mr. Ronni Chalmers, who abstains from making a recommendation due to his personal interest in this Resolution) recommends that Shareholders vote in **favour** of this resolution.

### **Resolution 3: Re-election of Mr. Marc Schwartz as a Director**

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

*“That **Mr. Marc Schwartz**, who was appointed since the last general meeting and who retires in accordance with rule 6.2 of the Company’s Constitution and ASX Listing Rule 14.4, being eligible for re-election, be re-elected as a Director of the Company.”*

The Board (excluding Mr. Marc Schwartz, who abstains from making a recommendation due to his personal interest in this Resolution) recommends that Shareholders vote in **favour** of this resolution.

### **Voting exclusion statement for Resolution 1**

The Company will disregard any votes cast on Resolution 1:

- (a) in any capacity by, or on behalf of, a member of the Company's KMP, details of whose remuneration are included in the Company's Remuneration Report for the year ended 30 June 2020, or by any of that KMP's Closely Related Parties (such as certain family members, dependents and companies they control), regardless of the capacity in which the vote is cast; and
- (b) as a proxy by a person who is a member of the KMP on the date of the AGM or by of their Closely Related Parties, unless it is cast as proxy for a person entitled to vote on Resolution 1:
  - (i) in accordance with the directions on the Proxy Form; or
  - (ii) by the Chairman of the AGM, in accordance with an express authorisation in the Proxy Form to exercise the proxy even though the resolution is connected with the remuneration of the KMP.

### **Other business**

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders at the Meeting to ask questions about, or to make comment on, the reports, business, operations and 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**

An Explanatory Memorandum accompanies and forms part of this Notice of Annual General Meeting. 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 Meeting should consult their financial or legal adviser for assistance.

**All resolutions at the Annual General Meeting will be conducted on a poll**

As Shareholders are asked to participate virtually in the AGM, each Resolution considered at the AGM will be conducted by a poll. Shareholders and proxy holders' votes may be given by online voting poll while the AGM is in progress (as described above) or Shareholders may vote by proxy prior to the AGM in accordance with the instructions provided on the Proxy Form, further details of which are set out below. The Board considers voting by poll to be in the interests of the Shareholders as a whole and ensures the views of as many Shareholders as possible are represented at the AGM.

**Voting by proxy**

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of the requirements under the Corporations Act, as they will apply to this AGM. Broadly:

- (a) if proxy holders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chairman of the AGM, who must vote the proxies as directed.

You should seek professional advice if you need any further information on this issue.

In accordance with section 249L of the Corporations Act, Shareholders are advised of the following:

- (a) a Shareholder entitled to attend and vote at the AGM has a right to appoint a proxy to attend and vote instead of the Shareholder. A proxy need not be a Shareholder and can be either an individual or a representative of a body corporate;
- (b) a Shareholder that is entitled to cast two or more votes may appoint two 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; and
- (c) if an appointed proxy is not also the Chairman of the AGM, the proxy need not vote on a poll, however if the proxy does vote on a poll the proxy must vote as directed by the Shareholder. Where a poll is conducted and the proxy holder does not vote, the proxy appointment defaults to the Chairman of the AGM to vote as directed. If the appointed proxy is the Chairman of the AGM, the proxy must vote on a poll in the manner directed by the Shareholder.

Proxies must be:

- (a) lodged online; or
- (b) delivered to the Company's share registry, Boardroom Pty Limited, (by hand, post or facsimile as specified below),

not later than 11.00am (AEDT) on Tuesday 24th November 2020.

Online <https://www.votingonline.com.au/camagm2020>

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 lodgement: (02) 9290 9655

Proxies participating in the virtual AGM will need to contact Boardroom at least 24 hours prior to the AGM on 1300 737 760 to obtain their login details and password. Proxies are asked to log in online 15 minutes prior to the time designated for the commencement of the AGM.

### **Proxy Form**

A proxy form has been enclosed with this Notice. Please read all instructions carefully before completing the proxy form.

### **Undirected Proxies**

The Chairman of the AGM intends to vote undirected proxies (where he has been appropriately authorised) in favour of the Resolutions to be considered at the AGM, to the extent permitted by law. If a Shareholder appoints the Chairman of the AGM as their proxy, expressly or by default, and they do not direct the Chairman how to vote on a Resolution, by completing and returning the Proxy Form they will be expressly authorising the Chairman of the Meeting to exercise the proxy and vote as the Chairman sees fit on a resolution, even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

Any undirected proxy given to a Director (other than the Chairman), any "Associate" of a Director, or other member of the Key Management Personnel of the Company or their related parties for resolutions connected directly or indirectly with the remuneration of Key Management Personnel will not be cast, unless Shareholders specify how the proxy should vote on the Shareholder proxy form.

### **Voting by Attorney**

A Shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the AGM, the instrument effecting the appointment (or a certified copy of it) must be received by the Company no later than 11:00 am (AEDT time) on Tuesday, 24 November 2020.

### **Corporate Representatives**

A body corporate that is a Shareholder, or that has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements of section 250D of the Corporations Act. Written notice of the appointment, including any authority under which it is signed, must be provided to the Company no later than 11:00 am (AEDT time) on Tuesday, 24 November 2020, unless it has previously been given to the Company.



**Entitlement to vote**

In accordance with Section 1074E(2)(g)(i) of the *Corporations Act* 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 7.00pm (AEDT) on Tuesday 24 November 2020. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote (by virtual means) at the AGM.

**Scrutineer**

The Company's registrar, Boardroom Pty Limited will act as scrutineer for the poll conducted at the AGM.

**Virtual participating in the Annual General Meeting**

Consistent with the temporary modifications to the Corporations Act introduced by the Corporations (Coronavirus Economic Response) Determination (No. 3) 2020, the Board has determined to conduct the AGM as a virtual meeting and that Shareholders will have the opportunity to participate in the AGM by electronic means through an online platform available at <http://web.lumiagm.com/368500717>. There will be no physical meeting where shareholders or proxies can attend the AGM in person.

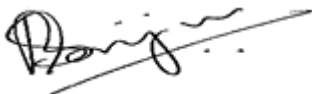
To participate in the AGM virtually you will need a desktop or mobile/tablet device with internet access. When you log onto the AGM platform on the morning of the AGM, you will need to provide your Voting Access Code (VAC) and your post code to be verified as a Shareholder or proxyholder.

Proxyholders participating in the virtual AGM will need to contact Boardroom at least 24 hours prior to the AGM on 1300 737 760 to obtain their login details and password.

If you intend to use the online AGM platform, we recommend that you test to see that it works on your device before the AGM commencement at 11.00am.

If you choose to participate in the AGM, you will be able to view the AGM live, lodge a direct vote in real time and ask questions online. Shareholders participating in the AGM using the online platform will be able to cast votes and ask questions 30 minutes prior to commencement of the AGM (11.00am AEDT on Thursday, 26 November 2020) and the closure of voting as announced by the Chairman during the AGM.

By order of the Board

A handwritten signature in black ink, appearing to read "Biju", followed by a horizontal line.

**Biju Vikraman**  
**Company Secretary**

26 October 2020

**Clime Capital Limited  
(ACN 106 282 777)**

**Explanatory Memorandum**

This Explanatory Memorandum accompanies the Notice of virtual Annual General Meeting of the Company to be held at 11.00 am (AEDT) on Thursday 26th November 2020.

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 Annual General Meeting.

**A. Consideration of Financial statements and reports**

The Company's 2020 Annual Report, which includes the Financial Report and the Report of the Directors and of the Company's auditor for the year ended 30 June 2020, is available at <https://clime.com.au/invest-with-us/clime-capital-limited/>.

Printed copies of the 2020 Annual Report have only been mailed to those Shareholders who have elected to receive a printed copy. We encourage all Shareholders to reconsider the use of printed materials, and encourage you to change your election to receive these electronically. Please update your preferences regarding election communications at <https://www.investorserve.com.au/>.

In accordance with section 317 of the Corporations Act, 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. There is no requirement under the Corporations Act or the Constitution for a formal resolution on this item of business and, as such, there will be no formal resolution put to the AGM. However, Shareholders will be given a reasonable opportunity to ask questions about or make comments on the Company's Financial Report, the Directors' Report and Auditor's Report, and the Management of the Company.

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.

**B. Ordinary Business**

**Resolution 1 – To adopt the Remuneration Report**

Resolution 1 provides Shareholders the opportunity to vote on the Company's Remuneration Report.

Pursuant to section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to the vote at its Annual General Meeting. The Remuneration Report is contained in the Directors' Report (within the Company's Annual Report).

The vote on this Resolution 1 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 the Company'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 of the Company, 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 the Company's Directors (other than a managing director) must stand for election.

At the Company's 2019 annual general meeting, the votes cast by members against the adoption of the Company's Remuneration Report were less than 25%.

A reasonable opportunity for discussion of, and comment on, the Remuneration Report will be provided by the Chairman at the AGM.

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.

The Company encourages all Shareholders to cast their votes on Resolution 1. The Chairman of the AGM will vote all undirected proxies **in favour** of Resolution 1, to the extent permitted by law. If you wish to vote "against" Resolution 1 or "abstain" from voting on Resolution 1 you should mark the relevant box in the attached Proxy Form.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders vote in favour of Resolution 1 to adopt the Remuneration Report.

#### **Resolution 2 - Re-election of Mr. Ronni Chalmers as a Director**

Under rule 6.2(b) of the Company's Constitution, the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number determined in accordance with the Constitution (being ten Directors). Any Director so appointed holds office only until the end of the next following annual general meeting and is eligible for re-election at that meeting.

Mr. Chalmers was appointed as an addition to the existing Directors on 17 December 2019, following the last annual general meeting held on 14 November 2019 and as such holds office only until the end of this AGM and is eligible for re-election at this AGM.

Accordingly, Resolution 2 seeks Shareholder approval for the re-election of Mr. Chalmers as a Director of the Company in accordance with rule 6.2 of the Company's Constitution and ASX Listing Rule 14.4. The re-election of Mr. Chalmers will be by way of ordinary resolution. Information on Mr. Chalmers' qualifications and experience is set out below.

Mr. Chalmers has over 40 years of Australian equities investment management experience. Mr. Chalmers held senior Portfolio Manager / Investment Manager roles with several funds management and insurance companies before founding CBG Asset Management Limited in 2001. Mr. Chalmers has a Bachelor of Commerce degree from the University of New South Wales and is a fellow of the Financial Services Institute of Australasia.

Being eligible, Mr. Chalmers offers himself for re-election as a Director at the AGM.

The Directors (excluding Mr. Ronni Chalmers who abstains from making a recommendation on this Resolution 2) recommend supporting the re-election of Mr. Chalmers and unanimously recommend that Shareholders vote in favour of resolution 2.

The Chairman will vote all undirected proxies **in favour** of resolution 2. If you wish to vote “against” Resolution 2 or “abstain” from voting on Resolution 2 you should mark the relevant box in the attached Proxy Form.

### **Resolution 3 - Re-election of Mr. Marc Schwartz as a Director**

Under rule 6.2(b) of the Company's Constitution, the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number determined in accordance with the Constitution (being ten Directors). Any Director so appointed holds office only until the end of the next following annual general meeting and is eligible for re-election at that meeting.

Mr. Schwartz was appointed as an addition to the existing Directors on 21 October 2020, following the last annual general meeting held on 14 November 2019 and as such holds office only until the end of this AGM and is eligible for re-election at this AGM.

Accordingly, Resolution 3 seeks Shareholder approval for the re-election of Mr. Schwartz as a Director of the Company in accordance with rule 6.2 of the Company's Constitution and ASX Listing Rule 14.4. The re-election of Mr. Schwartz will be by way of ordinary resolution. Information on Mr. Schwartz' qualifications and experience is set out below.

Mr. Schwartz has had a very successful business career as Managing Director of Pascoes Pty Ltd from 2008 to 2018, which employed 150 people across two manufacturing sites and manufactured or distributed over 400 items to retailers. Prior to that he was with Macquarie Bank in structured products. He is currently a director of Gelflex Laboratories which is the largest manufacturer of contact lenses in the Southern Hemisphere and a director of Intra Energy Corporation (ASX: IEC), an Australian-based diversified mining and exploration company with gold exploration and development in Mozambique and coal mining operations in Tanzania. Mr. Schwartz is also currently the Chairperson of the Young Presidents Organisation's (YPO) Sydney Pacific chapter – a leading network of CEOs globally.

Mr. Schwartz holds a Bachelor of Computer Science and Mathematics, majoring in Finance from the University of Western Australia and is a fellow of the Australian Institute of Company Directors. Being eligible, Mr. Schwartz offers himself for re-election as a Director at the AGM.

The Directors (excluding Mr. Marc Schwartz who abstains from making a recommendation on this Resolution 3) recommend supporting the re-election of Mr. Schwartz and unanimously recommend that Shareholders vote in favour of resolution 3.

The Chairman will vote all undirected proxies **in favour** of resolution 3. If you wish to vote “against” Resolution 3 or “abstain” from voting on Resolution 3 you should mark the relevant box in the attached Proxy Form.

## Glossary

In this Explanatory Memorandum, and the Notice of Meeting:

**AEDT** means Australian Eastern Daylight Time.

**Annual General Meeting** or **AGM** means the annual general meeting of the Company the subject of this Notice of Meeting scheduled to occur on Thursday, 26 November 2020.

**Annual Report** means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 30 June 2020.

**Associate** means an associate as set out in Sections 11 – 17 of the Corporations Act.

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

**Auditor's Report** means the annual auditor's report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Board** means the board of Directors of the Company.

**Chairman** means the chairman of the Annual General Meeting.

**Clime** or **Company** means Clime Capital Limited (ACN 106 282 777).

**Closely Related Party** has the meaning given in the Corporations Act and when used in relation to a member of the KMP will include a spouse, dependent and certain other close family members as well as any other companies controlled by the member of the KMP.

**Constitution** means the constitution of the Company as at the commencement of the Meeting.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Directors' Report** means the annual directors report prepared under Chapter 2M of the *Corporations Act 2001* for the Company and its controlled entities.

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

**Financial Report** means the annual financial report prepared under Chapter 2M of the *Corporations Act 2001* of the Company and its controlled entities.

**Key Management Personnel** or **KMP** means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

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

**Meeting** means the Annual General Meeting of the Company the subject of this Notice of Meeting scheduled to occur on Thursday 26<sup>th</sup> November 2020.

**Notice** means this notice of annual general meeting dated 26 October 2020 and accompanying Explanatory Memorandum.

**Proxy Form** means the proxy from accompanying this Notice and Explanatory Memorandum.

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

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

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

In this Notice, words importing the singular include the plural and vice versa.

#### **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 26 October 2020 at Sydney.

By order of the Board

**Biju Vikraman**  
Company Secretary



# Online Voting User Guide

## Getting Started

In order to participate in the meeting, you will need to download the App onto your smartphone device. This can be downloaded from the Google Play Store™ or the Apple® App Store by searching by app name “Lumi AGM”.

Alternatively, Lumi AGM can be accessed using any web browser on a PC, tablet or smartphone device. To use this method, please go to <https://web.lumiagm.com>.

To log in to the portal, you will need the following information:

**Meeting ID: 368-500-717**

### Australian Residents

**Username – Voting Access Code (VAC\*) and Password** (postcode of your registered address).  
\*Voting Access Code (VAC) can be located on the first page of your proxy form or on your notice of meeting email)

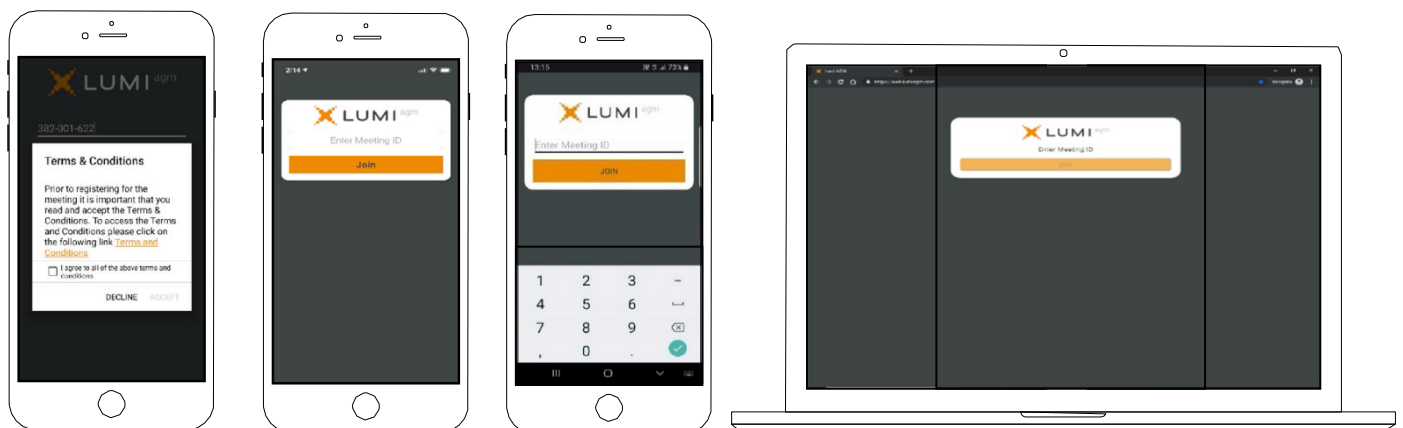
### Overseas Residents

**Username – Voting Access Code (VAC\*) and Password** (three-character country code e.g. New Zealand – NZL. A full list of country codes can be found at the end of this guide.)  
\*Voting Access Code (VAC) can be located on the first page of your proxy form or on your notice of meeting email)

### Appointed Proxy

To receive your Username and Password, please contact our share registry, Boardroom Pty Ltd on **1300 737 760** or **+61 2 9290 9600** between 8:30am to 5:30pm (Sydney time) Monday to Friday.

**To join the meeting**, you will be required to enter the above unique 9-digit meeting ID above and select ‘Join’. To proceed to registration, you will be asked to read and accept the terms and conditions.



If you are a **Shareholder**, select 'I have a login' and enter your Username VAC (Voting Access Code) and Password (postcode or country code). If you are a **Proxy holder** you will need to enter the unique Username and Password provided by Boardroom and select 'Login'.

If you are not a Shareholder, select 'I am a guest'. You will be asked to enter your name and email details, then select 'Enter'. Please note, guests are not able to ask questions at the meeting.



## Navigating

Once you have registered, you will be taken to the **homepage** which displays your name and meeting information.



To **activate the webcast**, please click on the **Broadcast bar** at the bottom of the screen. If prompted, you may have to click the play button in the window to initiate the broadcast.



Once you select to view the webcast from a smartphone it can take up to approximately 30 seconds for the live feed to appear on some devices. If you attempt to log into the app before the Meeting commences, a dialog box will appear.

NOTE: We recommend once you have logged in, you keep your browser open for the duration of the meeting. If you close your browser you will be asked to repeat the log in process.

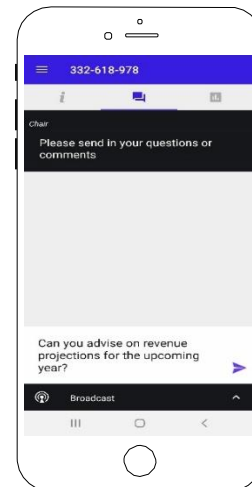


## To ask a Question

If you would like to ask a question:

1. Select the question icon 
2. Compose your question.
3. Select the send icon 
4. You will receive confirmation that your question has been received.

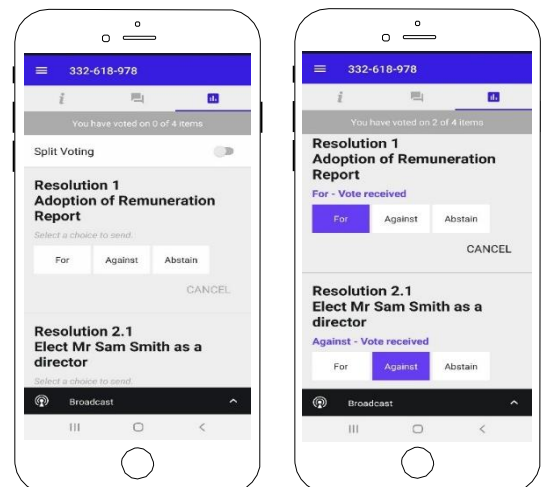
The Chair will give all Shareholders a reasonable opportunity to ask questions and will endeavor to answer all questions at the Meeting.



## To Vote

If you would like to cast a vote:

1. When the Chair declares the polls open, the resolutions and voting choices will appear.
2. Press the option corresponding with the way in which you wish to vote.
3. Once the option has been selected, the vote will appear in blue.
4. If you change your mind and wish to change your vote, you can simply press the new vote or cancel your vote at any time before the Chair closes the polls.
5. Upon conclusion of the meeting the home screen will be updated to state that the meeting is now closed.



**Need help?** If you require any help using this system prior to or during the Meeting, please call **1300 737 760** or **+61 2 9290 9600** so we can assist you.

# Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

<b>ABW</b>	Aruba
<b>AFG</b>	Afghanistan
<b>AGO</b>	Angola
<b>AIA</b>	Anguilla
<b>ALA</b>	Aland Islands
<b>ALB</b>	Albania
<b>AND</b>	Andorra
<b>ANT</b>	Netherlands Antilles
<b>ARE</b>	United Arab Emirates
<b>ARG</b>	Argentina
<b>ARM</b>	Armenia
<b>ASM</b>	American Samoa
<b>ATA</b>	Antarctica
<b>ATF</b>	French Southern
<b>ATG</b>	Antigua & Barbuda
<b>AUS</b>	Australia
<b>AUT</b>	Austria
<b>AZE</b>	Azerbaijan
<b>BDI</b>	Burundi
<b>BEL</b>	Belgium
<b>BEN</b>	Benin
<b>BFA</b>	Burkina Faso
<b>BGD</b>	Bangladesh
<b>BGR</b>	Bulgaria
<b>BHR</b>	Bahrain
<b>BHS</b>	Bahamas
<b>BIH</b>	Bosnia & Herzegovina
<b>BLM</b>	St Barthelemy
<b>BLR</b>	Belarus
<b>BLZ</b>	Belize
<b>BMU</b>	Bermuda
<b>BOL</b>	Bolivia
<b>BRA</b>	Brazil
<b>BRB</b>	Barbados
<b>BRN</b>	Brunei Darussalam
<b>BTN</b>	Bhutan
<b>BUR</b>	Burma
<b>BVT</b>	Bouvet Island
<b>BWA</b>	Botswana
<b>CAF</b>	Central African Republic
<b>CAN</b>	Canada
<b>CCK</b>	Cocos (Keeling) Islands
<b>CHE</b>	Switzerland
<b>CHL</b>	Chile
<b>CHN</b>	China
<b>CIV</b>	Cote D'ivoire
<b>CMR</b>	Cameroon
<b>COD</b>	Democratic Republic of Congo
<b>COK</b>	Cook Islands
<b>COL</b>	Colombia
<b>COM</b>	Comoros
<b>CPV</b>	Cape Verde
<b>CRI</b>	Costa Rica
<b>CUB</b>	Cuba
<b>CYM</b>	Cayman Islands
<b>CYP</b>	Cyprus
<b>CXR</b>	Christmas Island
<b>CZE</b>	Czech Republic
<b>DEU</b>	Germany
<b>DJI</b>	Djibouti
<b>DMA</b>	Dominica
<b>DNK</b>	Denmark
<b>DOM</b>	Dominican Republic

<b>DZA</b>	Algeria
<b>ECU</b>	Ecuador
<b>EGY</b>	Egypt
<b>ERI</b>	Eritrea
<b>ESH</b>	Western Sahara
<b>ESP</b>	Spain
<b>EST</b>	Estonia
<b>ETH</b>	Ethiopia
<b>FIN</b>	Finland
<b>FJI</b>	Fiji
<b>FLK</b>	Falkland Islands (Malvinas)
<b>FRA</b>	France
<b>FRO</b>	Faroe Islands
<b>FSM</b>	Micronesia
<b>GAB</b>	Gabon
<b>GBR</b>	United Kingdom
<b>GEO</b>	Georgia
<b>GGY</b>	Guernsey
<b>GHA</b>	Ghana
<b>GIB</b>	Gibraltar
<b>GIN</b>	Guinea
<b>GLP</b>	Guadeloupe
<b>GMB</b>	Gambia
<b>GNB</b>	Guinea-Bissau
<b>GNQ</b>	Equatorial Guinea
<b>GRC</b>	Greece
<b>GRD</b>	Grenada
<b>GRL</b>	Greenland
<b>GTM</b>	Guatemala
<b>GUF</b>	French Guiana
<b>GUM</b>	Guam
<b>GUY</b>	Guyana
<b>HKG</b>	Hong Kong
<b>HMD</b>	Heard & Mcdonald Islands
<b>HND</b>	Honduras
<b>HRV</b>	Croatia
<b>HTI</b>	Haiti
<b>HUN</b>	Hungary
<b>IDN</b>	Indonesia
<b>IMN</b>	Isle Of Man
<b>IND</b>	India
<b>IOT</b>	British Indian Ocean Territory
<b>IRL</b>	Ireland
<b>IRN</b>	Iran Islamic Republic of
<b>IRQ</b>	Iraq
<b>ISM</b>	Isle of Man
<b>ISL</b>	Iceland
<b>ISR</b>	Israel
<b>ITA</b>	Italy
<b>JAM</b>	Jamaica
<b>JEY</b>	Jersey
<b>JOR</b>	Jordan
<b>JPN</b>	Japan
<b>KAZ</b>	Kazakhstan
<b>KEN</b>	Kenya
<b>KGZ</b>	Kyrgyzstan
<b>KHM</b>	Cambodia
<b>KIR</b>	Kiribati
<b>KNA</b>	St Kitts And Nevis
<b>KOR</b>	Korea Republic of
<b>KWT</b>	Kuwait
<b>LAO</b>	Laos
<b>LBN</b>	Lebanon

<b>LBR</b>	Liberia
<b>LBY</b>	Libyan Arab Jamahiriya
<b>LCA</b>	St Lucia
<b>LIE</b>	Liechtenstein
<b>LKA</b>	Sri Lanka
<b>LSO</b>	Lesotho
<b>LTU</b>	Lithuania
<b>LUX</b>	Luxembourg
<b>LVA</b>	Latvia
<b>MAC</b>	Macao
<b>MAF</b>	St Martin
<b>MAR</b>	Morocco
<b>MCO</b>	Monaco
<b>MDA</b>	Republic Of Moldova
<b>MDG</b>	Madagascar
<b>MDV</b>	Maldives
<b>MEX</b>	Mexico
<b>MHL</b>	Marshall Islands
<b>MKD</b>	Macedonia Former Yugoslav Rep
<b>MLI</b>	Mali
<b>MLT</b>	Mauritania
<b>MMR</b>	Myanmar
<b>MNE</b>	Montenegro
<b>MNG</b>	Mongolia
<b>MNP</b>	Northern Mariana Islands
<b>MOZ</b>	Mozambique
<b>MRT</b>	Mauritania
<b>MSR</b>	Montserrat
<b>MTQ</b>	Martinique
<b>MUS</b>	Mauritius
<b>MWI</b>	Malawi
<b>MYS</b>	Malaysia
<b>MYT</b>	Mayotte
<b>NAM</b>	Namibia
<b>NCL</b>	New Caledonia
<b>NER</b>	Niger
<b>NFK</b>	Norfolk Island
<b>NGA</b>	Nigeria
<b>NIC</b>	Nicaragua
<b>NIU</b>	Niue
<b>NLD</b>	Netherlands
<b>NOR</b>	Norway Montenegro
<b>NPL</b>	Nepal
<b>NRU</b>	Nauru
<b>NZL</b>	New Zealand
<b>OMN</b>	Oman
<b>PAK</b>	Pakistan
<b>PAN</b>	Panama
<b>PCN</b>	Pitcairn Islands
<b>PER</b>	Peru
<b>PHL</b>	Philippines
<b>PLW</b>	Palau
<b>PNG</b>	Papua New Guinea
<b>POL</b>	Poland
<b>PRI</b>	Puerto Rico
<b>PRK</b>	Korea Dem Peoples Republic of
<b>PRT</b>	Portugal
<b>PRY</b>	Paraguay
<b>PSE</b>	Palestinian Territory Occupied
<b>PYF</b>	French Polynesia
<b>QAT</b>	Qatar
<b>REU</b>	Reunion

<b>ROU</b>	Romania
<b>RUS</b>	Russian Federation
<b>RWA</b>	Rwanda
<b>SAU</b>	Saudi Arabia Kingdom Of
<b>SDN</b>	Sudan
<b>SEN</b>	Senegal
<b>SGP</b>	Singapore
<b>SGS</b>	Sth Georgia & Sth Sandwich Isl
<b>SHN</b>	St Helena
<b>SJM</b>	Svalbard & Jan Mayen
<b>SLB</b>	Solomon Islands
<b>SCG</b>	Serbia & Outlying
<b>SLE</b>	Sierra Leone
<b>SLV</b>	El Salvador
<b>SMR</b>	San Marino
<b>SOM</b>	Somalia
<b>SPM</b>	St Pierre And Miquelon
<b>SRB</b>	Serbia
<b>STP</b>	Sao Tome And Principe
<b>SUR</b>	Suriname
<b>SVK</b>	Slovakia
<b>SVN</b>	Slovenia
<b>SWE</b>	Sweden
<b>SWZ</b>	Swaziland
<b>SYC</b>	Seychelles
<b>SYR</b>	Syrian Arab Republic
<b>TCA</b>	Turks & Caicos Islands
<b>TCD</b>	Chad
<b>TGO</b>	Togo
<b>THA</b>	Thailand
<b>TJK</b>	Tajikistan
<b>TKL</b>	Tokelau
<b>TKM</b>	Turkmenistan
<b>TLS</b>	Timor-Leste
<b>TMP</b>	East Timor
<b>TON</b>	Tonga
<b>TTO</b>	Trinidad & Tobago
<b>TUN</b>	Tunisia
<b>TUR</b>	Turkey
<b>TUV</b>	Tuvalu
<b>TWN</b>	Taiwan
<b>TZA</b>	Tanzania United Republic of
<b>UGA</b>	Uganda
<b>UKR</b>	Ukraine
<b>UMI</b>	United States Minor
<b>URY</b>	Uruguay
<b>USA</b>	United States of America
<b>UZB</b>	Uzbekistan
<b>VNM</b>	Vietnam
<b>VUT</b>	Vanuatu
<b>WLF</b>	Wallis & Futuna
<b>WSM</b>	Samoa
<b>YEM</b>	Yemen
<b>YMD</b>	Yemen Democratic
<b>YUG</b>	Yugoslavia Socialist Fed Rep
<b>ZAF</b>	South Africa
<b>ZAR</b>	Zaire
<b>ZMB</b>	Zambia
<b>ZWE</b>	Zimbabwe



#### 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

To attend the AGM online, please visit:	<a href="https://web.lumiagm.com/368500717">https://web.lumiagm.com/368500717</a>
Voting Access Code (VAC):	

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Tuesday, 24 November 2020.**

### 🖥 TO VOTE ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/camagm2020>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### 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 **11:00am (AEDT) on Tuesday, 24 November 2020.** 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:

- 🖥 **Online** <https://www.votingonline.com.au/camagm2020>  
+ 61 2 9290 9655
- 📠 **By Fax** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- ✉ **By Mail** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia
- 👤 **In Person**

☐

**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 Capital 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 via **Virtual Meeting on Thursday, 26 November 2020 at 11:00am (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 Mr. Ronni Chalmers as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr. Marc Schwartz as a Director	<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 / / 2020