

---

# ICSGLOBAL LIMITED

ACN 073 695 584

## NOTICE OF ANNUAL GENERAL MEETING

---

**TIME:** 10.00am (AEDT)  
**DATE:** Thursday, 16 December 2021  
**PLACE:** Hall Chadwick  
Level 40  
2 Park Street  
Sydney NSW 2000

*This Notice should be read carefully in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary, Greg Quirk, on 0419 263 514.*

---

## CONTENTS

---

Letter from Chairman	Page 4
Notice of Annual General Meeting	Page 5
Explanatory Memorandum	Page 7
Glossary	Page 11

---

## TIME AND PLACE OF ANNUAL GENERAL MEETING AND HOW TO VOTE

---

### VENUE

---

The Annual General Meeting of the Shareholders of the Company will be held at 10:00am (AEDT) on Thursday, 16 December 2021 at:

Hall Chadwick  
Level 40  
2 Park Street  
Sydney NSW 2000

The health and safety of our shareholders and the wider community is paramount, so the following COVID-safe processes will apply:

- Social distancing measures will be implemented in accordance with NSW Government guidelines.
- All attendees must complete the visitor declaration with contact details
- All attendees must provide documentation confirming that they are fully vaccinated against the Covid-19 virus.
- Face masks are mandatory for those attending
- Hand sanitiser will be available in the room
- The rooms will be cleaned prior to and after the meeting

If you would like to attend the Meeting in person, please register in advance by emailing [info@icsglobal.com.au](mailto:info@icsglobal.com.au) by no later than 24 hours prior to the Meeting (by 10:00 am AEDT on 15 December 2021) so that we are able to manage numbers appropriately and have a way of contacting you should Meeting processes need to change.

For Shareholders who are unable or do not wish to attend the Meeting physically, we encourage you to submit your vote by returning the proxy form enclosed. Instructions for completing and returning the proxy form are set out below and on the form itself. In addition, we will be streaming the meeting via an online facility for those who wish to observe the proceedings remotely. Shareholders may register to observe the Meeting by emailing [info@icsglobal.com.au](mailto:info@icsglobal.com.au) by no later than 24 hours prior to the Meeting (by 10:00 am AEDT on 15 December 2021). Instructions on how to observe the Meeting online will be provided to all Shareholders who register. Please note that Shareholders who observe the Meeting online will not be able to participate, ask questions or vote via that facility.

## **YOUR VOTE IS IMPORTANT**

---

The business of the Meeting affects your Shareholding and your vote is important.

## **VOTING IN PERSON**

---

To vote in person, attend the Meeting on the date and at the place set out above.

## **VOTING BY PROXY**

---

To vote by proxy, please either:

- (a) lodge your Proxy Form online by following the directions provided on the Proxy Form;
- (b) post the Proxy Form to: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001;
- (c) hand deliver the Proxy Form to: Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000; or
- (d) send the Proxy Form by facsimile to Boardroom Pty Limited on facsimile number (02) 9290 9655.

**Proxy Forms must be received no later than 10.00am (AEDT) Tuesday, 14 December 2021.**

**Proxy Forms received later than this time will be invalid.**

## **Chairman's Letter**

15<sup>th</sup> November 2021

Dear Shareholder,

Enclosed is your Notice of Meeting for the 2021 Annual General Meeting of ICSGlobal Limited (**ICS**). The Meeting will be held at 10.00am (AEDT) on Thursday, 16 December 2021 at Hall Chadwick, Level 40, 2 Park Street, Sydney NSW 2000.

### **Business to be conducted at the meeting**

The Meeting will cover the ordinary business transacted annually. The three items on the agenda which we are asking Shareholders to consider are as follows:

- the financial and statutory reports for 2021;
- the remuneration report for 2021; and
- the re-election of Mr Kevin Barry

The FY 2021 consolidated after tax profit was \$17,079,207.

The profit for the year included the gain on sale of Thelma-EU Limited (MBC business in the UK) of \$17,249,699.

As a result of the sale, ICS received \$21,223,921 in cash

At an Extraordinary General Meeting on 7 July 2021, Shareholders approved a return of capital of \$1.56 per share (\$16,542,270 in total). In addition, the company declared a special unfranked dividend of \$0.19 per share (\$2,014,764 in total) and an unfranked interim dividend of \$0.04 per share (\$424,161 total).

All of these payments, together totalling \$18,981,195 were paid to Shareholders on 20 July 2021.

As at 31<sup>st</sup> October 2021 ICS held cash of approximately \$3.7million.

As communicated to Shareholders, currently the Board is investigating a number of new opportunities for ICS and will put any compelling proposal that the Board considers to be in ICS Shareholders' best interests to Shareholders for their consideration at a future Extraordinary General Meeting.

Your Directors believe that the proposals set out in this Notice of Meeting, as described in more detail in the Explanatory Memorandum, are in the best interests of ICS and its Shareholders.

We look forward to having the opportunity to discuss the above with you further at the Meeting.

Yours sincerely,



Kevin Barry  
Chairman

## **Notice of Meeting**

### **ICSGlobal Annual General Meeting 2021**

Notice is given that the Annual General Meeting of shareholders of ICSGlobal Limited (**Company**) will be held at Hall Chadwick, Level 40, 2 Park Street, Sydney NSW 2000 on Thursday, 16 December 2021 at 10.00am AEDT (**Meeting**).

#### **Copies of the Company's 2021 Annual Report**

Copies of the Company's 2021 Annual Report are available in the investor relations section of the Company's website [www.icsglobal.com.au](http://www.icsglobal.com.au). If you did not receive a hard copy of the Annual Report and would like to receive one, please contact the Company Secretary, Gregory Quirk, on 0419 263 514.

#### **Business of the Meeting**

##### **Item 1: Financial, Directors' and Auditor's Reports**

To receive and consider the Financial Report and the Directors' Report for the year ended 30 June 2021 and the Auditor's Report on the Financial Report.

##### **Item 2: Remuneration Report**

Resolution 1: To consider, and if thought fit, to pass the following as a non-binding resolution:

*'To adopt the Company's annual Remuneration Report, presented in the Directors' Report for the year ended 30 June 2021'*

**Note to Shareholders:** The vote on this item is advisory only and does not bind the Directors of the Company.

##### **Item 3: Re-election of Mr Kevin Barry as Director**

Resolution 2: To consider, and if thought fit, to pass the following Resolution as an ordinary resolution:

*'That Mr Kevin Barry, a Director retiring from office in accordance with Article 58 of the Constitution, being eligible, is re-elected as a Director of the Company'*

#### **Voting Exclusion Statement**

##### **Resolution 1**

The Company will disregard any votes cast on Resolution 1 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. any closely related party of such a member.

However, the Company will count a vote cast by a member of the Key Management Personnel or a closely related party (**voter**), provided:

- a. the voter casts the vote as a proxy for another person who is entitled to vote if the vote is cast in accordance with the directions on the Proxy Form; or
- b. the voter is the chairman of the Meeting as a proxy for a person who is entitled to vote, and the vote is cast either:
  - i. in accordance with the directions on the Proxy Form; or
  - ii. in circumstances where the proxy form does not specify the way the proxy is to vote on the resolution and the proxy form 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 Key Management Personnel of the Company.

### **Other Business**

To transact any other business which may be legally brought forward.

---

**DATED: 15 November 2021**

**BY ORDER OF THE BOARD**



**Gregory Quirk**  
**COMPANY SECRETARY**

## **Explanatory Memorandum**

### **ICSGlobal Limited Annual General Meeting 2021**

#### **1. Financial, Directors' and Auditor's Reports**

In accordance with section 317 of the Corporations Act, the Financial Report, the Directors' Report and Auditor's Report for the most recent financial year, the year ending 30 June 2021, will be laid before the Meeting.

No resolution is required by either the Corporations Act or the Company's Constitution, however, Shareholders will be given a reasonable opportunity to ask questions and make comments on these reports at the Meeting.

#### **2. Resolution 1: Remuneration Report**

As required by section 250R(2) of the Corporations Act, a resolution that the remuneration report for the year ended 30 June 2021 be adopted must be put to a vote. The vote on the remuneration report is advisory only and will not bind the Directors or the Company.

A copy of the report is set out in the Company's 2021 Annual Report and Financial Report. This report can also be found on the Company's website.

The report:

- explains the Company's policy relating to the nature and amount of the remuneration of Directors, secretaries, senior managers and other group executives of the Company;
- discusses the relationship between the policy and the Company's performance; and
- sets out remuneration details for each Director and for each relevant executive of the Company.

A reasonable opportunity will be provided for discussion of the remuneration report at the Meeting.

**The Board considers that the Company's approach to remuneration policies are fair and reasonable given the position of the Company. On that basis, and with each Director acknowledging their personal interest, the Board unanimously recommends that Shareholders vote in favour of this Resolution.**

### **3. Resolution 2: Re-election of Kevin Barry as Director**

Mr Kevin Barry was appointed a Director of the Company by the Board on 23 July 2010 and was most recently re-elected at the Company's Annual General Meeting on 20 November 2018. Pursuant to Article 58 of the Constitution, Mr Barry retires and offers himself for re-election as a Director of the Company.

Mr Barry has 30 years experience in the legal, investment banking and IT industries. He commenced his career at KPMG in 1996 and has worked as a qualified solicitor with Norton Rose in London and Blake Dawson Waldron in Sydney specialising in taxation, banking and finance. In 2001 he moved into investment banking and principal finance as a Senior Vice President with Zurich Capital Markets specialising in debt capital markets and corporate advisory. He is a founder and Managing Director of Thakral Capital Australia Pty. Ltd. and is also Chairman of ASX listed OpenLearning Limited (ASX:OLL)

**The Board unanimously recommends that Shareholders vote in favour of the re-election of Mr Barry.**

## **General Explanatory Notes**

---

### **1. Voting at the Meeting**

A Shareholder who is entitled to vote may vote on the items of business to be considered at the Meeting either in person at the Meeting or by completing and returning the Proxy Form enclosed with this Notice of Meeting.

If you attend the Meeting, you will need to register at the registration desk on the day. The registration desk will be open from 9.00am AEDT.

### **2. Voting by Proxy**

A Shareholder who is entitled to vote at the Meeting has the right to appoint:

- a. one proxy if the member is only entitled to one vote; or
- b. one or two proxies if the member is entitled to more than one vote.

Where the Shareholder appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise half of the votes, in which case any fraction of votes will be disregarded.

A proxy need not be a Shareholder of the Company. A proxy may be an individual or a body corporate. A body corporate appointed as a proxy may then nominate an individual to exercise its powers at the Meeting.



Any person who is a joint holder of shares may appoint a proxy and if more than one of such joint holders appoints a proxy or seeks to vote at the meeting, then the person whose name is first on the register will be the person entitled to vote. If a Shareholder, who has appointed a proxy, attends the Meeting, the proxy appointment is suspended in accordance with the provisions of the Corporations Act.

The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified photocopy) must be received by no later than **10:00am AEDT on Tuesday, 14 December 2021**. You may:

- (a) lodge your Proxy Form online by following the directions provided on the Proxy Form;
- (b) post the Proxy Form to: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001;
- (c) hand deliver the Proxy Form to: Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000; or
- (d) send the Proxy Form by facsimile to Boardroom Pty Limited on facsimile number (02) 9290 9655.

If you require an additional Proxy Form, the Company will supply it on request.

Corporate members who wish to appoint a person to act as its representative at the Meeting can do so by providing that person with a certificate executed in accordance with section 127 of the Act authorising that person to act as its representative at the Meeting. The representative should bring the certificate with them to the Meeting.

### **3. Resolution Requirements**

The vote on Resolution 1 is advisory only and does not bind the Directors of the Company.

Resolution 2 is an ordinary resolution and will be passed if more than 50 per cent of the votes cast by Shareholders (in person or by proxy) entitled to vote on the Resolution are in favour.

### **4. Voting Entitlements**

In accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Company has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of Shareholders as at 10.00am (AEDT) on Tuesday, 14 December 2021. Therefore, all registered Shareholders at that time are entitled to attend and vote at the Meeting.

### **4. Questions and Comments by Shareholders at the Meeting**

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders, as a whole, to ask questions or make comments on the management of the Company and the remuneration report at the Meeting.

Similarly, a reasonable opportunity will be given to Shareholders, as a whole, to ask the Company's external auditor questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the auditor's report;

- c. the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- d. the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to the external auditor (via the Company) if the question is relevant to:

- a. the content of the audit report; or
- b. the conduct of its audit of the Company's annual financial report for the year ended 30 June 2021.

A list of those relevant written questions will be made available to Shareholders attending the Meeting. The external auditor will either answer the questions at the Meeting or table written answers at the Meeting. If written answers are tabled at the Meeting, they will be made available to Shareholders as soon as practicable after the Meeting.

Please send any relevant questions for the external auditor by post to: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 or by or by fax to Boardroom Pty Limited on facsimile number (02) 9290 9655, marked for the attention of the Company Secretary by no later than 5.00pm (AEDT) on Tuesday, 14 December 2021.

---

## GLOSSARY

---

**AEDT** means Australian Eastern Daylight Time (i.e. the time applicable in Sydney, NSW).

**Board** means the board of Directors of the Company as constituted from time to time.

**Company** or **ICS** means ICSGlobal Limited ACN 073 695 584.

**Constitution** means the Constitution of the Company.

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

**Directors** mean the directors of the Company.

**Explanatory Memorandum** means the explanatory memorandum commencing on page 7 of this Notice.

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

**Meeting** or **Annual General Meeting** means the Annual General Meeting convened by the Notice.

**Notice** or **Notice of Meeting** means this document, including the Notice of Meeting commencing on page 5.

**Proxy Form** means the appointment of proxy form enclosed with this Notice.

**Resolutions** means the resolutions set out in the Notice, or either one of them, as the context requires.

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

**Shareholder** means a holder of a Share.