



Clime Capital Limited
ACN 106 282 777

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

AND

PROXY FORM

Date of Meeting

Thursday, 17 November 2022

Time of Meeting

10:00 am (Sydney time)

Clime Capital Limited

Level 12, 20 Hunter Street, Sydney NSW 2000 Australia | PO Box H90, Australia Square, NSW 1215
ABN 99 106 282 777 P 1300 788 568 W www.climecapital.com.au



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

Notice of Annual General Meeting

Clime Capital Ltd ACN 106 282 777 (**Clime Capital** or the **Company**) gives notice that its 2022 Annual General Meeting of Shareholders will be held at:

DATE: Thursday, 17th November 2022

TIME: 10:00am (Sydney time)

LOCATION: This meeting will be conducted as a hybrid AGM to be held at Level 12, 20 Hunter Street, Sydney NSW 2000 and also accessible online.

IMPORTANT INFORMATION

Shareholders will be able to participate in the Meeting by:

- 1 voting prior to the Meeting by lodging the Proxy Form attached to the Notice of Meeting by no later than 10.00am (Sydney time) on Tuesday, 15 November 2022;
- 2 submitting questions in advance of the Meeting by emailing the questions to Company Secretary by no later than 5.00pm (Sydney time) on Friday 11 November 2022 at investorrelationscam@clime.com.au;
- 3 attending the meeting in person, or by going to <https://web.lumiagm.com/310543307> and entering your details when prompted; and
- 4 asking questions during the Meeting (details of which will be provided to Shareholders in a separate correspondence).

ACCESSING NOTICE OF ANNUAL GENERAL MEETING MATERIALS

In accordance with recent amendments made to the *Corporations Act 2001* (Cth) (**Corporations Act**) through the passing of the *Treasury Laws Amendment (2021 Measures No. 1) Bill 2021* that commenced on 14 August 2021, the Notice of Meeting is also available on the Australian Securities Exchange Market Announcements platform and on the Company's website at <https://clime.com.au/>

This Notice of Annual General Meeting and Explanatory Memorandum contains an explanation of, and important information about, the matters to be considered at the AGM. It is given to the Shareholders to help them determine how to vote on the Resolutions.

Shareholders should read this Notice of Annual General Meeting and Explanatory Memorandum in full before deciding if and how to vote on the Resolutions. If you are in doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.



ONLINE VOTING PROCEDURES DURING THE AGM:

Shareholders who wish to participate in the AGM online may do so:

- a. From their computer, by entering the URL into their browser:
<https://web.lumiagm.com/310543307>
- b. From their mobile device by either entering the URL in their browser:
<https://web.lumiagm.com/310543307> 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:

1. 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.
2. 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.
3. If you have been nominated as a third-party proxy, please contact Boardroom on 1300 737 760.

Investor related questions are welcomed prior to the AGM. Questions can be directed to the Company Secretary via email: investorrelationscam@clime.com.au or sent to Clime Investment Management Limited, C/- Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001. By no later than 5:00pm (Sydney time) on Friday, 11 November 2022.

ATTEND AND ACCESS THE ANNUAL GENERAL MEETING

Shareholders and proxy holders will be able to participate in the AGM in person and online:

- (a) Attending the meeting in person at Level 12, 20 Hunter Street, Sydney NSW 2000
- (b) From their computer, by entering the URL into their browser:
<https://web.lumiagm.com/310543307>
- (c) From their mobile device by either entering the URL in their browser:
<https://web.lumiagm.com/310543307>

If you choose to participate in the AGM online, 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.

Shareholders and proxyholders attending online will be able to view the AGM live, ask questions, and cast direct votes at the appropriate times whilst the AGM is in progress.

Online registration will open at 9.30 am (Sydney time) on Thursday, 17 November 2022 (30 minutes before the AGM).

The meeting ID is **310-543-307**.



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 2022 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.

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 (Sydney time) on Friday, 11 November 2022, 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/camagm2022> (see below for further information).

The deadline for submitting votes by this method and for appointing proxies for the AGM is 10:00 am (Sydney time) on Tuesday, 15 November 2022.

If a Shareholder has voted prior to the AGM, but wishes to view the live webcast, they can visit <https://web.lumiagm.com/310543307>, 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 2022 Annual Report for the year ended 30 June 2022.

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 2022 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.

Voting exclusion statement for Resolution 1

The Company will disregard any votes cast on Resolution 1 by or on behalf of:

- a. a member of the Company's KMP, the details of whose remuneration are included in the Company's Remuneration Report for the year ended 30 June 2022; or
- b. a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy form specifies the way the proxy is to vote; or
- b. the vote is cast by the Chairman of the AGM and the appointment of the Chair as proxy:
 - a. does not specify the way the proxy is to vote; and
 - b. expressly authorises the Chairman of the AGM to exercise the proxy even if the item is connected directly or indirectly with the remuneration of a member of the KMP.

It is noted that, in accordance with section 250BD(2) of the Corporations Act, a vote must not be cast on Resolution 1 as a proxy by a member of the KMP at the date of the AGM, or a Closely Related Party of such a member, unless it is cast as proxy for a person where the proxy form specifies the way the proxy is to vote on Resolution 1. This restriction on voting undirected proxies does not apply to the Chairman of the AGM where the proxy form expressly authorises the Chairman of the AGM to exercise undirected proxies even if the item is connected, directly or indirectly, with the remuneration of the KMP. The Chairman of the AGM intends to exercise undirected proxies in favour of Resolution 1.



Resolution 2: Re-election of Mr. Julian Gosse as a Director

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

*“That **Mr. Julian Gosse**, who retires by rotation in accordance with the Company’s constitution and, being eligible for re-election, be re-elected as a Director of the Company.”*

Without limitation, rule 6.7 of the Company’s constitution is relevant to this resolution.

Resolution 3: Amendment to Constitution (Special Resolution)

To consider, and if thought fit, to pass the following resolution as a **special resolution**:

That, pursuant to section 136(2) of the Corporations Act, the existing Constitution of the Company be amended in the manner as set out in the amended Constitution tabled at the meeting and signed by the chair for identification with effect from the close of the meeting.

The Board recommends that Shareholders vote in **favour** of this resolution.

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 to be considered 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),

no later than 10.00am (Sydney time) on Tuesday, 15 November 2022.

Online <https://www.votingonline.com.au/camagm2022>

Hand deliveries

Until 28 October 2022
Boardroom Pty Limited
Level 12, Grosvenor Place
225 George Street
Sydney NSW 2000 Australia

From 31 October 2022
Boardroom Pty Limited
Level 8,
210 George Street
Sydney NSW 2000 Australia

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 at least 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 KMP or their Closely Related Parties for resolutions connected directly or indirectly with the remuneration of KMP 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 10:00 am (Sydney time) on Tuesday, 15 November 2022.

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 10:00 am (Sydney time) on Tuesday, 15 November 2022, 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 (Sydney time) on Tuesday, 15 November 2022. 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 any poll conducted at the AGM.

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 (10.00 am Sydney time on Thursday, 17 November 2022) up until the closure of voting as announced by the Chairman during the AGM.

By order of the Board

Andrew Metcalfe
Company Secretary (Joint)

17 October 2022



**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 10.00 am (Sydney time) on Thursday, 17 November 2022.

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 2022 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 2022, is available at <https://clime.com.au/invest-with-us/clime-capital-limited/>.

Printed copies of the 2022 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 Directors of a public company are required to lay the Company's Financial Report, Directors' Report and Auditor's Report (together comprising the Annual Report) for the previous financial year 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 general 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, available at <https://clime.com.au/invest-with-us/clime-capital-limited/>).

The vote on this Resolution 1 is advisory only and does not bind the Directors or the Company. However, the Company values Shareholders' feedback.

The Board 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. 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 2021 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.

KMP (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. Julian Gosse as a Director

Under rule 6.7 of Clime's constitution, a director must not hold office after the later of:

- (i) the third Annual General Meeting held after the Director was last appointed or elected; and
- (ii) 3 years after the date on which the Director was last appointed or elected, whichever is the longer.

This is the third Annual General Meeting held since Mr. Julian Gosse was last elected as a Director of the Company.

Julian Gosse was appointed Independent Director in September 2003. Mr. Gosse has extensive experience in banking and broking both in Australia and overseas, having worked in London for Rowe and Pitman, in the United States for Janney Montgomery and Scott and in Canada for Wood Gundy. Mr. Gosse has also been involved in the establishment, operation and ownership of several small businesses.

Special responsibilities: Chairman of Audit Committee; Chairman of Remuneration Committee and Chairman of Nomination Committee.



Resolution 2 provides for the re-election of Mr. Julian Gosse as Director of the Company in accordance with rule 6.7 of the Company's constitution. Being eligible, Julian Gosse offers himself for re-election.

The Directors (excluding Mr. Julian Gosse) 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" or "abstain", you should mark the relevant box in the attached Proxy Form.

Resolution 3: Amendment to Constitution

Resolution 3 is a special resolution and requires 75% approval of shareholders to be passed.

Under *ASIC Corporations (Virtual-only Meetings) Instrument 2022/129*, a company whose shares are listed on the ASX can hold a virtual-only meeting until 31 May 2022. However, after that date, the company must amend its constitution to allow for virtual-only meetings to be held.

The purpose of the proposed changes will allow the Board in exceptional circumstances to call a meeting of shareholders and have the flexibility to hold the meeting as a virtual only meeting.

The Company will continue to hold its Annual General Meeting as a hybrid meeting of shareholders where permitted.

The proposed changes to the Company's constitution are as follows:

- a) Rule 5.1(d) of the Company's constitution states the following:
"A General Meeting may be held at 2 or more venues using any technology that gives the members, as a whole, a reasonable opportunity to participate."

For the company to hold a virtual-only meeting of members, an amendment to rule 5.1(d) (in italics) is required as follows:

"A General Meeting, *including a hybrid or virtual-only meeting*, may be held at 2 or more venues using any technology that gives the members, as a whole, a reasonable opportunity to participate."

- b) Rule 5.4 of the Company's constitution relates to a quorum for a general meeting. The following is to be inserted as rule 5.4(c) to allow members attending virtually to be considered present at the general meeting:

"If a separate meeting place is linked to the main place of a meeting of Shareholders by an instantaneous audio-visual communication device which, by itself or in conjunction with other arrangements:

- (i) gives the general body of members in the separate meeting place a reasonable opportunity to participate in proceedings in the main place;*
- (ii) enables the Chair of the meeting to be aware of proceedings in the other place; and*
- (iii) enables the Shareholders in the separate meeting place to vote on a show of hands or on a poll;*



A Shareholder present at the separate meeting place is taken to be present at the general meeting and entitled to exercise all rights as if he or she was present at the main place.

Nothing in this clause is to be taken to limit the powers conferred on the Chair of the meeting by law.”

- c) Rule 5.6 of the Company’s constitution relates to an adjournment of a general meeting. The following is to be inserted as rule 5.6(d) to allow an adjourned general meeting held as a virtual only meeting to be held in the same manner as the meeting was held prior to it being adjourned:

“If, before or during the meeting, any technical difficulty occurs where one or more of the matters set out under this rule 5.6 is not satisfied, the chair may:

- (i) adjourn the meeting until the difficulty is remedied; or*
- (ii) continue to hold the meeting in the main place (and any other place which is linked under rule 5.1(d) and transact business, and no member may object to the meeting being held or continuing.”*

A copy of the proposed constitution is available on Company’s website for Shareholders to inspect at: <https://clime.com.au/>.

Pursuant to section 136(2) of the Corporations Act, a company may modify or repeal its constitution by special Resolution of Shareholders. For this Resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the Resolution must be in favour of the Resolution.

The Chairman of the meeting intends to vote undirected proxies in **favour** of Resolution 3.

All directors recommend that shareholders vote in **favour** of Resolution 3.

Board Recommendation

The Board unanimously recommends that the Shareholders vote in **favour** of this Resolution.



Glossary

In this Explanatory Memorandum, and the Notice of Meeting:

Sydney time means Australian Eastern Daylight Savings 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, 17 November 2022.

Annual Report means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 30 June 2022.

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.

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 ASX.

Meeting means the Annual General Meeting of the Company the subject of this Notice of Meeting scheduled to occur on Thursday 17th November 2022.

Notice means this notice of annual general meeting dated 17 October 2022 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.



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

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (Sydney Time) on Tuesday, 15 November 2022.**

🖥 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/camagm2022>

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

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



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:

- (a) 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.
- (b) 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 **10:00am (Sydney Time) on Tuesday, 15 November 2022.** 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/camagm2022>

📠 By Fax + 61 2 9290 9655

✉ By Mail Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 In Person

Until 28 October 2022
Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

From 31 October 2022
Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Clime Capital Limited

ACN 106 282 777

☐

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 as a **hybrid AGM at Level 12, 20 Hunter Street, Sydney NSW 2000 and virtually on Thursday, 17 November 2022 at 10:00am (Sydney Time)** 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. Julian Gosse as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Amendment to Constitution (Special Resolution)	<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 / / 2022