

21 October 2022

Annual General Meeting and Shareholder Presentation 2022

In accordance with Listing Rule 3.17, attached are the following documents:

1. A Letter to Shareholders regarding arrangements for the 2022 Annual General Meeting as despatched to Shareholders in lieu of the Notice of Meeting;
2. Notice of Meeting 2022; and
3. Proxy Form.

Mark Licciardo
Company Secretary

ENDS

Authorised for release by the Company Secretary of Global Value Fund Limited.

Staud Capital Limited is an appointed representative of Mirabella Advisers LLP, which is authorised and regulated by the Financial Conduct Authority. Mirabella Financial Services LLP is the investment manager of the Global Value Fund and has seconded the investment team at Staud Capital to manage the Global Value Fund. This information is not an offer to buy or sell, or solicitation of an offer to buy or sell, any security or investment. Investors should read the Fund prospectus before making a decision to invest. Past performance is not an indicator of future returns.

21 October 2022

Global Value Fund Limited (GVF) – Annual General Meeting and Shareholder Presentation 2022

Dear Shareholder

Global Value Fund Limited (**ASX:GVF**) (the '**Company**') is pleased to invite shareholders to attend the Annual General Meeting and Shareholder Presentation ('**AGM**' or the '**Meeting**') to be held on **Thursday, 24 November 2022 at 3:00pm (AEDT)**.

The Meeting will be held as a **hybrid meeting**, whereby shareholders can attend in person at the offices of **Dexus Place, Level 15, 1 Farrer Place Sydney NSW 2000** or virtually via a **live ZOOM teleconference**.

How to join the Meeting in Person

Shareholders will be able to attend the Meeting in person by coming to Dexus Place, Level 15, 1 Farrer Place Sydney NSW 2000.

Miles Staude, Emma Davidson, and members of the GVF board will be in attendance on the day to welcome shareholders and greet them in person. Following the formal business of the AGM, Miles and Emma will present shareholders with an update on the Company, its performance and indeed what we might be able to expect in 2023.

After the presentation, there will be a Q&A session which will be followed by canapes and scones. Further details will be made available via email and on the website at: <https://www.globalvaluefund.com.au/announcements/>. There will be a drop-down tab that says '2022 AGM Meeting'.

How to join the Meeting Online

Shareholders will be able to attend the AGM online by going to <https://us02web.zoom.us/j/83028298675>

Meeting ID: **830 2829 8675**

Alternatively, if you do not want to join the Meeting via Zoom, you can dial in from your location as follows:

+61 2 8015 6011 Australia
+61 3 7018 2005 Australia
+44 330 088 5830 United Kingdom

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

The notice of AGM, the investor presentation, the accompanying Explanatory Statement and the Proxy Form ('**Meeting Materials**') are being made available to shareholders electronically.

You will be able to access the Meeting Materials using the links below.



This means that:

- You are able to access the Meeting Materials online at the Company's website, <https://www.globalvaluefund.com.au/announcements/>
There will be a drop-down tab that says '2022 AGM Meeting'
- You are able to access the Annual Report online at the Company's website, <https://www.globalvaluefund.com.au/announcements/>
- A complete copy of the Meeting Materials has and will be posted on the Company's ASX market announcements page (ASX:GVF).

How to submit your vote in advance of the Meeting

Shareholders may also vote at this Meeting by completing and lodging their Proxy Form online at <https://www.votingonline.com.au/gvfagm2022> (by following the instructions set out on the website).

For your voting instructions to be valid and counted towards this Meeting, please ensure that your online lodgement is received no later than 3:00 pm (AEDT) Tuesday 22 November 2022.

Voting instructions received after this time will not be valid for the scheduled Meeting.

How to submit your vote during the Meeting

Arrangements have been made for shareholders who are present in person and wish to vote at the Meeting.

Please note online voting will not be facilitated during the Meeting.

As a valued shareholder of the Company, we look forward to your participation in the Meeting and the social mingling that will hopefully follow.

Mark Licciardo
Company Secretary

Global Value Fund Limited

(ACN 168 653 521)

Notice of Annual General Meeting

Notice is given that the Annual General Meeting and Shareholder Presentation ('AGM' or the 'Meeting') of Shareholders of Global Value Fund Limited ('GVF' or the 'Company') will be held as follows:

Date: Thursday, 24 November 2022

Time: 3:00pm AEDT

Venue: Held as a hybrid meeting at the offices of Dexus Place, Level 15, 1 Farrer Place Sydney NSW 2000 or via live ZOOM teleconference

How to join the Meeting

The AGM will be held as a hybrid meeting, whereby Shareholders can attend in person or via live ZOOM teleconference.

Shareholders and proxy holders who wish to attend the Meeting in person, can do so at the offices of Dexus Place, Level 15, 1 Farrer Place Sydney NSW 2000. If you decide to attend in person, you will need to register at the registration desk on the day of the AGM. The registration desk will be open 30 minutes prior to the commencement of the AGM.

The health of the Company's Shareholders, employees and other Meeting attendees is of paramount importance. We ask that you do not attend the Meeting if you feel unwell or have been in contact with someone who may have been affected by COVID-19.

In order to provide for an efficient hybrid Meeting, we request that any questions from Shareholders relating to the conduct of the Meeting are provided to the Company Secretary at least 24 hours in advance of the AGM by emailing those questions to m.licciardo@acclime.com using the subject header "GVF AGM 2022 Questions".

Shareholders will be able to attend the AGM online by going to <https://us02web.zoom.us/j/83028298675>

Meeting ID: **830 2829 8675**

Alternatively, if you do not want to join the Meeting via Zoom, you can dial in from your location as follows:

+61 2 8015 6011 Australia

+61 3 7018 2005 Australia

+44 330 088 5830 United Kingdom

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

BUSINESS

Financial statements and reports

To receive and consider the Company's Annual Financial Report, including the Directors' Report and Audit Report for the period ended 30 June 2022.

1. Remuneration Report

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

"That the Company adopt the Remuneration Report for the year ended 30 June 2022 in accordance with Section 250R(2) of the Corporations Act."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution 1:

- by or on behalf of a member of the Company's Key Management Personnel (**"KMP"**) whose remuneration details are disclosed in the remuneration report for the year ended 30 June 2022 or their closely related parties, in any capacity; or
- as a proxy by a person who is a member of the Company's KMP at the date of the Meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person who is entitled to vote on Resolution 1:

- (a) in accordance with the directions on the proxy form; or
- (b) by the person chairing the Meeting, in accordance with an express authorisation to exercise the proxy even though Resolution 1 is connected with the remuneration of KMP; or
- (c) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 1. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

2. Re-election of Mr Jonathan Trollip as a Director

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

"That Mr Jonathan Trollip, who retires by rotation in accordance with the Company's Constitution and, being eligible for re-election, be re-elected as a Director."

Without limitation, Rule 6.7 of the Company's Constitution is relevant to this resolution.

3. Re-election of Mr Christopher Cuffe as a Director

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

"That Mr Christopher Cuffe, who retires by rotation in accordance with the Company's Constitution and, being eligible for re-election, be re-elected as a Director."

Without limitation, Rule 6.7 of the Company's Constitution is relevant to this resolution.

4. Increase in maximum aggregate Non-executive Director remuneration

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

"That Shareholders approve for all purposes, including ASX Listing Rule 10.17 and rule 6.5(c) of the Constitution, the maximum aggregate remuneration that the Company may pay its Non-executive

Directors in any financial year be increased by \$30,000 per annum from \$90,000 per annum to \$120,000 per annum with effect from 1 July 2022.”

Voting Exclusion Statement: *The Company will disregard any votes cast on this Resolution 4:*

- *by or on behalf of a director or any associate of a director, in any capacity; or*
- *as a proxy of a director or any associate of a director.*

However, votes will not be disregarded if they are cast as proxy for a person who is entitled to vote on Resolution 4:

- (a) *in accordance with the directions on the proxy form; or*
- (b) *by the person chairing the Meeting, in accordance with an express authorisation to exercise the proxy even though Resolution 4 is connected with the remuneration of Non-executive Directors; or*
- (c) *by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - i. *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
 - ii. *the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.*

The Chairman intends to vote all available undirected proxies in favour of this Resolution 4. If you wish to vote “against” or “abstain” you should mark the relevant box in the attached proxy form.

5. Amendments to the Constitution

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

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, Shareholders approve the amendment of the Constitution of the Company as set out in the Explanatory Statement, with immediate effect.”

6. Approval of additional 10% placement capacity

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

“That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of equity securities up to 10% of the issued share capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rules 7.1A.2 and on the terms and conditions set out in the Explanatory Statement”.

Note: Without limitation, Listing Rule 7.1A is relevant to this resolution.

Voting Exclusion Statement: *The Company will disregard any votes cast in favour of this Resolution 6 by any person who may participate in the proposed issue of equity securities under this Resolution 6 and any person who will obtain a benefit, except a benefit solely in the capacity as a shareholder if the resolution is passed, and any of their associates, unless the vote is cast:*

- (a) *by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- (b) *it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

However, the entity need not disregard a vote if:

- *it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- *it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

The Chairman intends to vote all available undirected proxies in favour of Resolution 6.

Note: *In accordance with Listing Rule 14.11.1 and the relevant note under that rule concerning Listing Rule 7.1A, as at the date of this notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no shareholders are currently excluded.*

Other business

To consider any other business that may lawfully be brought forward in accordance with the Constitution of the Company or the law.

NOTES

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, 22 November 2022.

Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Power of Attorney

If the Proxy Form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry. The appointment may be a standing one.

Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a general meeting or in voting on a resolution.

Voting by proxy

Any shareholder entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote instead of that shareholder.

The proxy does not need to be a shareholder of the Company.

A shareholder who is entitled to cast 2 or more votes may appoint 2 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.

Proxies must be lodged at the Company's share registry, Boardroom Pty Limited; or faxed to the fax number specified below not later than 3:00pm (AEDT) on 22 November 2022.

Address (hand deliveries): Until 28 October 2022
Boardroom Pty Limited
Level 12, 225 George Street, Sydney NSW 2000

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

Address (postal deliveries): Boardroom Pty Limited
GPO Box 3993, Sydney NSW 2001

Fax number for lodgment: +61 2 9290 9655

The proxy form has been enclosed. Please read all instructions carefully before completing the proxy form.

How to submit your vote in advance of the Meeting

Shareholders may vote by completing and lodging their Proxy Form online at <https://www.votingonline.com.au/qvfaqm2022>.

For your voting instructions to be valid and counted towards this Meeting, please ensure that your online lodgment is received no later than 3:00pm (AEDT) on 22 November 2022.

Voting instructions received after this time will not be valid for the Meeting.

Arrangements have been made for Shareholders who are present in person and wish to vote at the Meeting.

Please note online voting will not be facilitated during the Meeting.

Voting intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

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 at the Annual General Meeting.

Similarly, a reasonable opportunity will be given to Shareholders - as a whole - to ask questions to the Company's external Auditor, Deloitte Touche Tohmatsu ("Deloitte"), relevant to:

- a) the conduct of the audit;
- b) the preparation and contents of the audit;
- 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 Deloitte if the question is relevant to the content of Deloitte's audit report or the conduct of its audit of the Company's financial report for the period ended 30 June 2022.

Relevant written questions to Deloitte must be received by no later than 7:00pm (AEDT) on 17 November 2022.

A list of those questions will be made available to Shareholders attending the Meeting. Deloitte will either answer questions at the Meeting or table written answers to them 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 written questions for Deloitte to:

Online: via the BoardRoom "VotingOnline" facility

By facsimile: +61 3 9602 4709

Post to: Global Value Fund Limited – C/- Acclime Australia (formerly Mertons Corporate Services Pty Ltd), Level 7, 330 Collins Street, Melbourne, Victoria 3000

Other Information

An Explanatory Statement accompanies and forms part of this notice of Annual General Meeting. All Shareholders should read the Explanatory Statement 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.

By order of the Board

A handwritten signature in black ink, appearing to read 'Mark Licciardo', is written over a light gray rectangular background.

Mark Licciardo
Company Secretary

21 October 2022

Global Value Fund Limited

(ACN 168 653 521)

Explanatory Statement

This Explanatory Statement sets out further information regarding the proposed resolutions to be considered by Shareholders of Global Value Fund Limited at the 2022 Annual General Meeting to be held at **3:00pm (AEDT) on Thursday, 24 November 2022** by way of a **hybrid meeting**.

The Directors recommend that shareholders read this Explanatory Statement before determining whether or not to support the resolutions.

Financial Statements and Reports

Under Section 317 of the Corporations Act, the Company is required to lay its Annual Report, Directors' Report and Auditor's Report before its Shareholders at its Annual General Meeting. The Annual Report is submitted for Shareholders' consideration and discussion at the Annual General Meeting as required. Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the report they wish to discuss.

Representatives of the Company's Auditor, Deloitte Touche Tohmatsu, will be present for discussion purposes on matters of relevance to the audit.

Shareholders can access a copy of the Annual Report on the Company's website at <https://www.globalvaluefund.com.au/announcements/>.

Resolution 1 - Remuneration Report

Board recommendation and undirected proxies. Noting that as each Director of the Company has a personal interest in their own remuneration, the subject of this resolution, the Board does not consider it appropriate to make a recommendation to Shareholders in relation to voting on Resolution 1. The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 1.

Resolution 1 provides Shareholders the opportunity to vote on the Company's Remuneration Report. The Remuneration Report is contained in the Directors' Report. Under Section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to a vote at its Annual General Meeting.

This vote 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, 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 the Managing Director must be offered up for election.

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 this resolution. The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

Resolution 2 - Re-election of Mr Jonathan Trollip as a Director

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolution 2. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of Resolution 2.

Under Rule 6.7 of the Company's Constitution one third of the Company's Directors, or the whole number nearest to one third, must retire unless re-elected.

Resolution 2 provides for the re-election of Mr Jonathan Trollip as a Director of the Company in accordance with Rule 6.7 of the Company's Constitution.

Jonathan Trollip (Chairman and Independent Director) Appointed: 20 March 2014

Jonathan Trollip has over 30 years of legal and commercial experience in the international financial sector. Jonathan has a Bachelor of Arts degree in Economics from the University of Cape Town, post graduate degrees in Economics and Law from the University of Cape Town and the University of London (London School of Economics) and is a Fellow of the Australian Institute of Company Directors.

Other current directorships:

Jonathan Trollip is a non-executive director of ASX listed Kore Potash plc and BCAL Diagnostics Limited and a director and chairman of Plato Income Maximiser Limited and Spheria Emerging Companies Limited. He holds a number of private company directorships in the commercial and not-for-profit sectors including with Watarrka Foundation Limited, Pinnacle Foundation Limited and Pinnacle Foundation Limited.

The Directors (excluding Mr Jonathan Trollip) unanimously recommend that Shareholders vote in favour of Resolution 2

Resolution 3 - Re-election of Mr Christopher Cuffe as a Director

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolution 3. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of Resolution 3.

Under Rule 6.7 of the Company's Constitution one third of the Company's Directors, or the whole number nearest to one third, must retire unless re-elected.

Resolution 3 provides for the re-election of Mr Christopher Cuffe as a Director of the Company in accordance with Rule 6.7 of the Company's Constitution.

Christopher Cuffe (Independent Director) Appointed: 20 March 2014

Chris Cuffe has many years of experience in building successful wealth management practices. Most notably he joined Colonial First State in 1988 and became its CEO two years later, leading the company from a start-up operation to Australia's largest investment manager. In 2003 Chris became the CEO of Challenger Financial Services Group Limited and subsequently headed up Challenger's Wealth Management business. Chris is now involved in a portfolio of activities including a number of directorships, managing public and private investments and in various roles assisting the non-profit sector.

Chris holds a Bachelor of Commerce from the University of NSW and a Diploma from the Securities Institute of Australia. He is a Fellow of the Chartered Accountants Australia and New Zealand, a Fellow of the Institute of Company Directors and an associate of the Financial Services Institute of Australasia. In October 2007 Chris was inducted into the Australian Fund Manager's RBS Hall of Fame for services to the investment industry.

Other current directorships:

Chris Cuffe is Chairman of Hearts and Minds Investments Limited and Australian Philanthropic Services Limited (a non profit organisation assisting philanthropists). He is also a director of Argo Investments

Limited. He holds a number of private company directorships including Third Link Investment Managers Pty Limited (the manager of an Australian equities fund known as Third Link Growth Fund) and Realside Financial Group Pty Ltd.

The Directors (excluding Mr Christopher Cuffe) unanimously recommend that Shareholders vote in favour of Resolution 3

Resolution 4 – Increase in maximum aggregate Non-executive Director remuneration

Board recommendation and undirected proxies. Noting that as each Director of the Company has a personal interest in the subject of this resolution, the Board does not consider it appropriate to make a recommendation to Shareholders in relation to voting on Resolution 4.

The Chairman of the meeting intends to vote all available undirected proxies in **FAVOUR** of Resolution 4.

The maximum aggregate remuneration that the Company may pay Non-executive Directors in any financial year is currently fixed at \$90,000. This amount does not include other payments that may be payable to non-executive Directors as specified in the Constitution (reimbursement for expenses incurred while engaged in the business of the Company or for the provision of services outside the Director's duties). The current aggregate limit has not been increased since incorporation of the Company in 2014 and when compared against peers in the sector, it is clear that the GVF directors are being paid below the average for independent directors.

Shareholder approval is sought to increase the maximum aggregate amount payable to Non-executive Directors in any financial year by \$30,000, from \$90,000 to \$120,000. The increase is being sought in order to:

- allow for some future increases in fees to maintain market competitiveness and to reflect increasing responsibilities and demands on Non-executive Directors;
- provide future flexibility to increase the size of the Board, if and when appropriate; and
- Maintain the calibre of experience and expertise of the GVF Board.

Increasing the maximum amount of Non-executive Directors' remuneration does not mean that the whole of the new maximum aggregate will be used immediately.

The Board is aware of the general market concerns regarding the level of Non-executive Directors' fees and the Board believes that the Company has been consistently conservative in relation to the level of fees paid to its Directors. The remuneration provided to each Non-executive Director for the year ended 30 June 2022 is provided in the Remuneration Report included in the 2022 Annual Report, available on the Company's website at <https://www.globalvaluefund.com.au/announcements/>.

As required by ASX Listing Rule 10.17, the Company confirms that no securities were issued to Non-executive Directors under Listing Rule 10.11 or 10.14 in the last three years.

Resolution 5 – Amendments to the Constitution

Board recommendation and undirected proxies. The Board recommends that Shareholders vote in **FAVOUR** of Resolution 5.

The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of Resolution 5.

Under section 136(2) of the Corporations Act, a company can modify or repeal its Constitution or a provision of its Constitution by special resolution of Shareholders. A special resolution requires the approval of not less than 75% of the votes cast by the shareholders present or eligible to vote (in person, by proxy or corporate representative) in order to be passed.

Resolution 5 seeks shareholder approval to amend its Constitution in light of certain recent and potential changes to the Corporations Act, ASX Listing Rules and ASX Settlement Operating Rules, and following a general legal review of the Constitution as set out at **Annexure A** to this Notice.

A summary of some of the principal amendments is set out below.

Summary of proposed changes

(a) Hybrid and virtual-only meetings

Recent amendments to the Corporations Act provide that companies may use technology to allow Shareholders to attend general meetings using virtual meeting technology either as hybrid meetings (at one or more physical venues and using virtual meeting technology) or virtual-only meetings (if expressly permitted by the Constitution).

To allow flexibility and convenience for Shareholders and the Company, the Constitution has been updated to expressly permit both hybrid and virtual-only meetings, and meetings in any other manner permitted by the Corporations Act (in anticipation of any future changes).

Consequential provisions are also included to provide clarity on procedural matters, including that online attendees are treated as being present in person at the meeting and are counted for quorum, that meeting materials may be made available by technology before or during the meeting, that the virtual meeting technology must be reasonable and allow Shareholders as a whole to participate (including exercising orally and in writing any rights to ask questions and make comments), and that the chairperson of the meeting may adjourn the meeting if any technical difficulty occurs impairing the members' rights to participate in the meeting.

Existing provisions with respect to meetings are amended to include references to technology where appropriate, for example, information on technology to be used to be included in notices convening general meetings, the access or use of virtual meeting technology in certain circumstances, and the use of technology for adjourned meetings.

(b) Update to joint holders of shares

In April 2021, the ASX updated issuers about potential changes which may be required to Constitutions or other documents and ASX's proposed data governance arrangements for the replacement of the Australian Clearing House Electronic Subregister System (**CHESS**) with a new system that uses distributed ledger technology (**CHESS Replacement**). In May 2022, the ASX advised that a go-live date will be determined for the CHESS Replacement after further planning with ASX's technology partner and input from stakeholders.

The current CHESS system allows for up to three joint holders of a security to be registered. ASX has indicated that CHESS Replacement will allow for up to four joint holders of a security to be registered. The Constitution has been amended to align the maximum number of joint holders to the ASX Settlement Operating Rules, which will be updated for CHESS Replacement upon implementation, for consistency between the Constitution and CHESS and CHESS Replacement, as relevant.

(c) Voting by poll while listed

The Constitution has been updated to reflect the recent amendments to the Corporations Act which clarified that certain resolutions must be decided on a poll (and not on a show of hands) for listed entities, including substantive resolutions where the notice of the meeting sets out an intention to propose the resolution and stated the resolution, that the Company has given notice of the resolution in accordance with section 249O of the Corporations Act, or where a poll has been otherwise demanded.

(d) Observer/scrutineer of poll may be appointed

The Constitution includes amendments to incorporate further recent changes to the Corporations Act, clarifying that the Directors may appoint an observer or scrutineer of a poll at a general meeting, and that Shareholders with at least 5% of the votes that may be cast at a meeting may request the Company to have an independent person appointed to (and the Company must take reasonable steps to ensure that person does) observe the conduct of, or scrutinise the outcome of, and/or prepare a report on, a poll conducted at a general meeting.

(e) General updates

Other changes have been made to the Constitution to bring it up to date, such as replacing the requirement for one-third of directors to retire at each annual general meeting with the requirement for at least one director to stand for election or re-election (in accordance with the ASX Listing Rules), allowing electronic funds transfer for payment of proceeds and notice of results of polls via the ASX announcements platform (rather than newspapers).

Other minor corrections, including definitions and clause references, were made to ensure correct interpretation or otherwise to align with the rest of the document.

The Board considers the proposed amendments to be in the best interests of Shareholders as the amendments will clarify procedural rules and details which support the Company's ability to hold meetings online where this would be beneficial and in the interests of Shareholders and employees. The Board notes that virtual or hybrid meetings allow a larger number of Shareholders to participate in its general meetings, including its Annual General Meeting, and so increases transparency and inclusivity. However, the Board will always seek to hold physical, in-person AGMs where possible alongside virtual meetings.

The Board has no current intention to hold virtual-only meetings in the future unless it is required to do so by law, or it deems it necessary having regard to the health and safety of its Shareholders and employees. In exceptional circumstances where only virtual meetings are able to be held, the Board will look to ensure that Shareholders are provided with the ability to participate and have their voices heard in the same capacity as physical meetings to the best of our ability.

The Board will assess each meeting's agenda and matters for discussion on their merits and determine the nature of the meeting in accordance with good governance and practical considerations at the time.

A copy of the amended Constitution is available for inspection by shareholders prior to the date of the Meeting at the Company's registered office. Alternatively, shareholders may request a copy by emailing the Company Secretary at m.licciardo@acclime.com.

Resolution 6 - Approval of Additional 10% Placement Capacity

Listing Rule 7.1A

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval by special resolution at its Annual General Meeting to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue over a period of 12 months after the Annual General Meeting (**10% Placement Capacity**). This is in addition to the existing 15% placement capacity permitted by Listing Rule 7.1.

If Shareholders approve Resolution 6, the number of equity securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out below).

An eligible entity is one that, as at the date of the relevant Annual General Meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300,000,000.

Any equity securities issued must be in the same class as an existing class of quoted equity securities. The Company currently has one class of quoted equity securities on issue, being Shares (ASX Code: GVF).

The number of equity securities that the Company may issue under the approval sought by Resolution 6 will be calculated in accordance with the following formula as set out in Listing Rule 7.1A:

$$(A \times D) - E$$

Where:

A = the number of fully paid Shares on issue 12 months before the date of issue or agreement to issue:

- (i) plus the number of Shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid Shares that became fully paid in the 12 months;

- (iii) *plus the number of fully paid Shares issued in the 12 months under Listing Rules 7.1 and 7.4; and*
- (iv) *less the number of fully paid Shares cancelled in the 12 months.*

D = 10%.

E = *the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of the Shareholders under Listing Rule 7.1 or 7.4.*

Technical information required by Listing Rule 7.1A

While the Company does not have any immediate plans to issue shares, purposes for which Shares may be issued pursuant to Resolution 6 may include the raising of capital to facilitate further investment opportunities.

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 6:

- (a) **Minimum Price:** Under the Listing Rules, the minimum price at which the equity securities may be issued is 75% of the volume weighted average price of equity securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the equity securities are to be issued is agreed; or
 - (ii) if the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.
- (b) **Risk of Voting Dilution:** Shareholders should be aware there is a risk of economic and voting dilution that may result from an issue of equity securities under the 10% Placement Capacity, including the risk that:
 - (i) the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting where approval is being sought; and
 - (ii) the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the date of issue.

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any equity securities under the issue.

If Resolution 6 is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the current market price of the Shares and the current number of Shares on issue as at the date of this notice of meeting. The table also assumes that no options on issue are exercised into Shares before the date of issue of the equity securities.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.588 50% decrease in Issue Price	\$1.175 Issue Price	\$2.350 100% increase in Issue Price
Current Variable A 174,236,699	10% Voting dilution	17,423,670	17,426,670	17,423,670
	Funds raised	\$10,236,406	\$20,472,812	\$40,945,624
50% increase in current Variable A 261,355,049	10% Voting dilution	26,135,505	26,135,505	26,135,505
	Funds raised	\$15,354,609	\$30,709,218	\$61,418,436
100% increase in current Variable A 348,473,398	10% Voting dilution	34,847,340	34,847,340	34,847,340
	Funds raised	\$20,472,812	\$40,945,624	\$81,891,249

Notes:

1. The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with shareholder approval under Listing Rule 7.1.
2. The table above uses the following assumptions:
 - (i) The Shares on issue are the Shares on issue as at 28 September 2022.
 - (ii) The issue price set out above is \$1.175 as at 28 September 2022.
 - (iii) The Company issues the maximum possible number of equity securities under the 10% Placement Capacity.
 - (iv) The Company has not issued any equity securities in the 12 months prior to the meeting.
 - (v) The calculations above do not show the dilution that any one particular shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
 - (vi) This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.
 - (vii) The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

- (c) **Date of Issue:** Subject to paragraph (g) below, equity securities may be issued under the 10% Placement Capacity commencing on the date of the meeting and expiring on the first to occur of the following:

- (i) 24 November 2023, being 12 months from the date of the meeting;
- (ii) The time and date of the next Annual General Meeting; and
- (iii) the date of approval by Shareholders of any transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

The approval under Listing Rule 7.1A will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

- (d) **Purpose of Issue under 10% Placement Capacity:** The Company may issue equity securities under the 10% Placement Capacity for a cash consideration in which case the Company intends to use funds raised for investment purposes in line with the Company's stated investment policy.

- (e) **Allocation Under the 10% Placement Capacity:** The allottees of the equity securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of equity securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
 - (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
 - (iii) the effect of the issue of the equity securities on the control of the Company;
 - (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
 - (v) prevailing market conditions; and
 - (vi) advice from corporate, financial and broking advisers (if applicable).
- (f) **Shareholder Approval:** The ability to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue under the 10% Placement Capacity is conditional upon and subject to the Company obtaining Shareholder approval by way of a special resolution at the AGM. Pursuant to Listing Rule 14.1A. If Shareholder approval is not obtained, no Shares will be issued in reliance on Listing Rule 7.1A.
- (g) **Previous Approval under Listing Rule 7.1A:** The Company obtained shareholder approval under Listing Rule 7.1A at the 2021 Annual General Meeting held on 11 November 2021 which expires on 11 November 2022.

Information under Listing Rule 7.3A.6: The table below shows the total number of equity securities issued in the past 12 months preceding the date of the 2021 Annual General Meeting and the percentages those issues represent of the total number of equity securities on issue at the commencement of the 12 month period.

Equity securities issued in the prior 12 month period	Nil securities have been issued since the date of the 2021 Annual General Meeting.
Percentage previous issues represent of total number of equity securities on issue at commencement of the 12 month period	0.00%

Voting Exclusion

A voting exclusion statement is included under Resolution 6 in this Notice of Meeting. Resolution 6 is a special resolution.

Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 6 for it to be passed.

GLOSSARY

In this Explanatory Statement, and the Notice of Meeting:

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means 2022 Annual Report to Shareholders for the period ended 30 June 2022 as lodged by the Company with ASX on 24 August 2022.

Annual General Meeting or **AGM** or the **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of Deloitte Touche Tohmatsu ABN 74 490 121 060 dated 24 August 2022 as included in the Annual Report.

Board means the Board of Directors of the Company.

Closely Related Party of a member of the KMP means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependant of the member or of the member's spouse;
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- e) a Company the member controls; or
- f) a person prescribed by the Corporation Regulations 2001 (Cth).

Company means Global Value Fund Limited ABN 90 168 653 521.

Constitution means the Constitution of the Company.

Corporations Act means the *Corporations Act 2001 (Cth)* as amended or replaced from time to time.

Director means a Director of the Company.

Directors' Report means the report of Directors as included in the Annual Report.

Explanatory Statement means this Explanatory Statement which forms part of the Notice of Meeting.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Meeting means the Annual General Meeting of the Company the subject of this Notice of Meeting scheduled to occur on 24 November 2022.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the Remuneration Report as set out in the Annual Report.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Shareholder means a holder of a Share.

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

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

ANNEXURE A

Amended Constitution

Constitution of Global Value Fund Limited

ACN 168 653 521

As amended by shareholder approval at the Annual General Meeting held on [xx] 2022.

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CONSTITUTION
OF
Global Value Fund Limited

A public company limited by shares

Part 1 – Preliminary

1.1 Name

The name of the Company is “Global Value Fund Limited”.

1.2 Definitions

(a) In this Constitution:

Act means the Corporations Act 2001 (Cth);

Alternate Director means a person appointed as an alternate Director in accordance with Rule 6.14;

ASX means ASX Limited ABN 98 008 624 691.

ASX Settlement means ASX Settlement Pty Limited ABN 49 008 504 532.

ASX Settlement Operating Rules means the operating rules of ASX Settlement as amended, consolidated, re-enacted or replaced from time to time, except to the extent of any express written waiver or exemption by ASX;

Business Day has the meaning given to that term in the Listing Rules;

CHESS Approved has the meaning given to that term in the Listing Rules;

CHESS Holding has the meaning given to that term in the ASX Settlement Operating Rules;

Director means:

- (i) a person appointed and acting in the position of a Director of the Company; or
- (ii) an Alternate Director appointed in accordance with this Constitution acting in the capacity of a Director of the Company;

Divestment Notice is a notice given under Rule 13.1 to a Small Holder or a New Small Holder;

dividend includes interim dividend;

Exchange means the securities exchange operated by ASX and includes, without limitation, any successor;

Joint Holder Maximum has the meaning given in Rule 2.5(c);

Listed Company means a company admitted to, and not removed from, the official list of entities of the Exchange;

Listing Rules means the Listing Rules of the Exchange and any other rules of the Exchange which are applicable while the Company is admitted to the Official List of the Exchange, each as amended or replaced from time to time, except to the extent of any express written waiver by the Exchange;

Managing Director means a Director appointed as managing director in accordance with Rule 6.19;

Market Value in relation to a share is the closing price on ASX TRADE of the share.

New Small Holder is a member who is the holder or a joint holder of a New Small Holding.

New Small Holding is a holding of shares created after the date on which this Constitution came into effect by the transfer of a parcel of shares the aggregate Market Value of which at the time a proper ASX Settlement Operating Rules transfer was initiated or a paper based transfer was lodged, was less than a marketable parcel of shares as provided under the Listing Rules.

Official List has the same meaning as that term under the Listing Rules;

present in person means:

- (i) a member present at the physical venue (or a physical venue) for the meeting or present by using the virtual meeting technology used for the meeting;
- (ii) a member present by proxy, by attorney, in the case of a corporation, by representative and, in the case of an individual envisaged in Rule 4.4 and 5.9(f), by legal personal representative, committee, trustee or other proper appointee, (whether that proxy, attorney, representative, legal personal representative, committee, trustee or other proper appointee is present at the physical venue (or a physical venue) for the meeting, or present by using the virtual meeting technology used for the meeting); or
- (iii) other than in relation to any Rule which specifies a quorum, a member who has lodged a valid direct vote in accordance with Rule 5.10 in relation to the meeting;

register means any register of members of the Company wherever located;

Relevant Period is the period specified in a Divestment Notice under Rules 13.1 and 13.2;

Relevant Shares are the shares specified in a Divestment Notice;

ASX TRADE means the Exchange's automated trading system as amended from time to time;

Secretary means any person appointed to perform the duties of a secretary of the Company;

Small Holder is a member who is the holder or a joint holder of a Small Holding; and

Small Holding is a holding of shares the aggregate Market Value of which at the relevant date is less than a marketable parcel of shares as provided under the Listing Rules.

- (b) Except in so far as a contrary intention appears in this Constitution, an expression has, in a provision of this Constitution which deals with a particular provision of the Act, the same meaning as in that provision of the Act.

1.3 Application of Act and Listing Rules

- (a) This Constitution is to be interpreted subject to the Act and while the Company is a Listed Company, the Listing Rules.

- (b) The Company and the Directors must, notwithstanding any contrary provision in this Constitution, comply with the obligations imposed on them under the Act and while the Company is a Listed Company, the Listing Rules.
- (c) The Company and the Directors must, while the Company is a Listed Company, exercise their powers in such a way to ensure that the Listing Rules are complied with unless to do so would be unlawful or a breach of duty. This obligation does not detract or alter the power of the Company and its Directors to cause the Company to cease to be a Listed Company.
- (d) Unless the contrary intention appears, an expression in a clause which is defined by or that deals with a matter dealt with by:
 - (i) a provision of the Act has the meaning given to that expression in that provision of the Act; or
 - (ii) a provision of Listing Rules has the meaning given to that expression in that provision of the Listing Rules.
- (e) For so long as the Company is a Listed Company, the following clauses apply:
 - (i) notwithstanding anything contained in this Constitution, if the Listing Rules prohibit an act being done, the act must not be done;
 - (ii) nothing contained in this Constitution prevents an act being done that the Listing Rules require to be done;
 - (iii) if the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be);
 - (iv) if the Listing Rules require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision;
 - (v) if the Listing Rules require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision; and
 - (vi) if any provision of this Constitution is or becomes inconsistent with the Listing Rules, this Constitution is deemed not to contain that provision to the extent of the inconsistency.
- (f) While any of the securities in the Company are CHES Approved, the Company must comply with the ASX Settlement Operating Rules.

1.4 Exercise of Powers

The Company may exercise any power which under the Act a company limited by shares may exercise if authorised by its constitution.

1.5 Exclusion of Replaceable Rules

The replaceable rules applicable to a public company contained in the Act do not apply to the Company.

1.6 Interpretation

In this Constitution, unless the contrary intention appears:

- (a) a reference to a Rule is a reference to a rule of this Constitution;
- (b) a reference to a statute, ordinance, code or other law includes without limitation regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of it;

- (c) the singular includes without limitation the plural and vice versa;
- (d) the word “**person**” includes without limitation a firm, a body corporate and an unincorporated association or an authority;
- (e) a reference to a “**person**” includes without limitation a reference to the person’s executors, administrators, successors, substitutes and assigns;
- (f) other parts of speech and grammatical forms of a word defined in this Constitution have a corresponding meaning;
- (g) if any action under this Constitution must be completed on a Business Day, it must be completed before 5:00pm (Sydney time) on that Business Day;
- (h) a reference in a Rule relating to partly paid shares to a call or an amount called in respect of a share includes a reference to a sum that, by the terms of issue of a share, becomes payable on allotment or at a fixed date; and
- (i) headings and cross references to legislation are inserted for convenience and do not affect the interpretation of this Constitution.

Part 2 – Share Capital

2.1 Power of Directors to issue shares, options and other securities

Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, but subject to this Constitution, the Act and the Listing Rules, the Directors may issue or grant shares or options over shares in and other securities of the Company with such preferred, deferred or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, payment of calls or otherwise, as the Directors determine.

2.2 Preference shares

The Company may issue preference shares from time to time. Preference shares have the following rights and restrictions:

- (a) **repayment of capital:** the right in priority to any other class of share to repayment of the amount of the share:
 - (i) in a winding up or reduction of capital; and
 - (ii) in the case of a redeemable preference share, on redemption.
- (b) **dividends from profits:** the right to payment out of the profits of the Company of a preferential dividend in priority to the payment of a dividend on any other class of shares, accruing from day to day and payable on the amount paid on the share at the times and at the rate, which may be fixed or variable, specified at the time of issue;
- (c) **accrued dividends:** the right in priority to any other class of shares to the amount of any dividend accrued but unpaid on the share:
 - (i) in a winding up or reduction of capital; and
 - (ii) in the case of a redeemable preference share, on redemption;
- (d) **participation in surplus assets and profits:** no rights to participate in the profits or property of the Company other than as set out in this Rule 2.2 whether on a winding up, reduction of capital or redemption in the case of a redeemable preference share;

- (e) **attending general meetings and receiving documents:** the same right as the holder of an ordinary share to:
 - (i) receive notice of a general meeting;
 - (ii) attend the general meeting; and
 - (iii) receive notices, reports and audited accounts;
- (f) **voting:** the right to vote in the following circumstances and in no other circumstances:
 - (i) on a proposal to wind up the Company or reduce the share capital of the Company or to dispose of all the property, business and undertaking of the Company;
 - (ii) during the period during which a dividend or part of a dividend in respect of the preference share is in arrears;
 - (iii) on a resolution to approve the terms of a buy-back agreement;
 - (iv) on a proposal that affects rights attached to the share; or
 - (v) during the winding up of the Company;
- (g) **redemption:** in the case of a redeemable preference share, the right to require the Company to redeem the preference share at the time and place specified in the certificate for the preference share; and
- (h) **restrictions:** the restrictions, if any, specified in the certificate for the preference share.

2.3 Classes of shares

- (a) Whenever the capital by reason of the issue of preference shares or otherwise is divided into different classes of shares, all or any of the rights and privileges attached to each class may be varied by agreement between the Company and any person purporting to contract on behalf of that class provided such agreement is ratified in writing by the holders of at least three-fourths of the number of issued shares of the class or is confirmed by a resolution passed at a separate general meeting of the holders of shares of that class and all the provisions of this Constitution as to general meetings apply so far as they can to every such meeting but so that the quorum will be members present in person holding three-fourths of the number of the issued shares of the class.
- (b) Any shares of a class may be converted to shares of any other class by agreement between the Company and all the holders of the shares to be converted on such terms as the Directors determine.
- (c) Any issue of securities ranking in priority, or any conversion of existing securities to securities ranking equally or in priority, to an existing class of preference shares is a variation of the rights attached to that existing class of preference shares.
- (d) Any issue of securities ranking in priority, or any conversion of existing securities to securities ranking equally or in priority, to an existing class of shares (other than preference shares) does not constitute a variation of the rights attached to that existing class of ordinary shares.

2.4 Brokerage and commission

- (a) The Company may exercise the powers to pay brokerage or commission conferred by the Act in the manner provided by the Act.
- (b) The brokerage or commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly by the payment of cash and partly by the allotment of fully or partly paid shares.

2.5 Recognition of third party interests

- (a) Except as required by law or provided by this Constitution, the Company is entitled to treat the registered holder of a share as the absolute owner of that share and must not recognise a person as holding a share upon any trust.
- (b) The Company:
 - (i) is not compelled in any way to recognise (whether or not it has notice of the interest or rights concerned) any equitable, contingent, future or partial claim to or interest in any share or unit of a share; or
 - (ii) is not compelled to recognise any other right in respect of a share except an absolute right of ownership in the registered holder,

even if the Company has notice of that claim or interest.
- (c) Without limiting the above, the Company is entitled to:
 - (i) record on the register only such number of names of joint holders of a share as CHESS Holdings will allow (**Joint Holder Maximum**);
 - (ii) regard the Joint Holder Maximum number of names appearing first on the register as the registered holders of that share to the exclusion of any other holders; and
 - (iii) disregard the entitlement of any person to be registered on the register as a holder if the name of that person would appear on the register after the Joint Holder Maximum number of names for that share.

2.6 Certificates

- (a) The Directors may determine:
 - (i) not to issue a certificate for a share or option; or
 - (ii) to cancel a certificate for a share or option, without issuing a replacement certificate,

if it is not contrary to the Act, and, if applicable, the Listing Rules and the ASX Settlement Operating Rules.
- (b) Where the Directors have determined under Rule 2.6(a) not to issue a certificate or to cancel a certificate, a member is entitled to receive a statement of the holdings of the member setting out the number of shares and the issue price and any other matter which the Company is required to give under this Constitution and the Act and, if applicable, the Listing Rules and the ASX Settlement Operating Rules.
- (c) Each member is entitled without payment to receive a certificate for shares issued as required under the Act unless that member's shares are held as an uncertificated holding.

2.7 Power to alter capital

The Company may by resolution passed in general meeting alter its share capital:

- (a) by consolidating and dividing all or any of its share capital into shares of larger amount than its existing shares;
- (b) by subdividing all or any of its shares into shares of smaller amounts, but so that, in the subdivision, the proportion between the amount paid and the amount (if any) unpaid on each share of a smaller amount is the same as it was in the case of the share from which the share of a smaller amount is derived;

- (c) by cancelling shares that, at the date of the passing of the resolution to that effect, have not been taken or agreed to be taken by any person or that have been forfeited and by reducing its share capital by the amount of the shares so cancelled; and
- (d) by reclassifying or converting unissued shares from 1 class to another.

2.8 Employee share plan

The Directors may:

- (a) implement an employee share and/or option plan on such terms as they think fit under which securities of the Company or of a related body corporate may be issued or otherwise provided to or for the benefit of any officer (including, without limitation, any Director) of the Company or of a related body corporate or to a relative of that officer or to an entity in which that officer or a relative of that officer has an interest;
- (b) amend, suspend or terminate any employee share and/or option plan implemented by them; and
- (c) give financial assistance in connection with the acquisition of securities of the Company or of a related body corporate under any employee share and/or option plan in any matter permitted by the Act.

Part 3 – Calls, Forfeiture, Indemnity and Lien

3.1 Calls

- (a) Subject to Section 254P of the Act, the Listing Rules and the terms of issue of the shares, the Directors may make calls on the members in respect of any money unpaid on the shares of the members (whether on account of the nominal value of the shares or by way of premium) and not by the terms of issue of those shares made payable at fixed times.
- (b) On receiving at least 10 Business Days' notice specifying the amount of the call, the time and place of payment, each member must pay to the Company the amount called on his shares at the time and place so specified.
- (c) A call is taken to have been made at the time when the resolution of the Directors authorising the call was passed.
- (d) A call may be required to be paid by instalments.
- (e) The joint holders of a share are jointly and severally liable to pay all calls in respect of that share.
- (f) The Directors may revoke or postpone a call or extend the time for payment.
- (g) The non-receipt of a notice of a call by, or the accidental omission to give notice of a call to, any member does not invalidate a call.
- (h) Any shares on which a call is unpaid at the end of 10 Business Days after the day for its payment are immediately forfeited without any resolution of Directors or other proceedings and the Company must then comply with Section 254Q of the Act.
- (i) Subject to the Act, if a sum called or otherwise payable to the Company in respect of a share is not paid before or on the day appointed for payment of the sum, the person from whom the sum is due must pay interest on the sum from the due date to the time of actual payment, at the rate of 6% per annum or such other rate as the Directors may determine. The Directors may waive payment of that interest wholly or in part.

- (j) Any sum that, by the terms of issue of a share, becomes payable on allotment or at a fixed date, for the purposes of this Constitution is taken to be a call duly made and payable on the date on which by the terms of issue the sum becomes payable and, in the case of non-payment, all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture or otherwise apply as if that sum had become payable by virtue of a call duly made and notified.
- (k) On the issue of shares, the Directors may differentiate between the holders as to the amount of calls to be paid and the times of payment.

3.2 Prepayments of calls

- (a) The Directors may accept from a member the whole or a part of the amount unpaid on a share although no part of that amount has been called up.
- (b) The Directors may authorise payment by the Company of interest on the whole or any part of an amount so accepted, until the amount becomes payable, at such rate, not exceeding the prescribed rate, as is agreed between the Directors and the member paying the sum.
- (c) For the purposes of Rule 3.2(b), the prescribed rate of interest is:
 - (i) if the Company has fixed a rate by resolution - the rate so fixed; and
 - (ii) in any other case - 10% per annum.

3.3 Redemption of Forfeited Shares

If a member complies with Section 254R of the Act on or before the last Business Day before the sale of their shares in accordance with Rule 3.1(h), then the member is entitled to the share as if the forfeiture had not occurred.

3.4 Powers of Directors

Subject to Sections 254Q and 254R of the Act, a forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit and, at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the Directors think fit.

3.5 Transfers after forfeiture and sale

- (a) The Company may receive the consideration (if any) given for a forfeited share on any sale or disposition of the share and may execute or effect a transfer of the share in favour of the person to whom the share is sold or disposed of.
- (b) On the execution of the transfer, the transferee must be registered as the holder of the share and is not bound to see to the application of any money paid as consideration.
- (c) The title of the transferee to the share is not affected by any irregularity or invalidity in connection with the forfeiture, sale or disposal of the share.

3.6 Lien on shares

- (a) The Company has a first and paramount lien on every share (not being a fully paid share) for all money called and due but unpaid in respect of that share.
- (b) The Directors may at any time exempt a share wholly or in part from the provisions of this Rule 3.6.
- (c) The Company's lien (if any) on a share extends to all dividends payable and entitlements deriving in respect of the share. The Directors may retain any dividends or entitlements and may apply them in or towards satisfaction of all money due to the Company in respect of which the lien exists.

- (d) No person is entitled to exercise any rights or privileges as a member in respect of a share until he has paid all calls and instalments of calls for the time being payable in respect of that share.

3.7 Exercise of lien

- (a) Subject to Rule 3.7(b), the Company may sell any shares on which the Company has a lien in such manner as the Directors think fit.
- (b) A share on which the Company has a lien may not be sold unless:
 - (i) a sum in respect of which the lien exists is presently payable; and
 - (ii) not less than 10 Business Days before the date of the sale the Company has given to the registered holder for the time being of the share or the person entitled to the share by reason of the death or bankruptcy of the registered holder a notice in writing setting out and demanding payment of such part of the amount in respect of which the lien exists as is presently payable.

3.8 Completion of sale

- (a) For the purpose of giving effect to a sale pursuant to Rule 3.7, the Directors may authorise a person to transfer the shares sold to the purchaser of the shares.
- (b) Subject to the Listing Rules, the Company must register the purchaser as the holder of the shares comprised in any such transfer, whereupon the validity of the sale may not be impeached by any person, and the Company is not bound to see to the application of the purchase money.
- (c) The title of the purchaser to the shares is not affected by any irregularity or invalidity in connection with the sale.
- (d) The remedy of any person aggrieved by any such sale is in damages only and against the Company exclusively.

3.9 Application of proceeds of sale

The Company must apply the proceeds of a sale mentioned in Rule 3.7 in payment of such part of the amount in respect of which the lien exists as is presently payable and the residue (if any) (subject to any like lien for sums not presently payable that existed upon the shares before the sale) must be paid to the person entitled to the shares immediately prior to the sale.

3.10 Indemnity for Taxation

If any law, regulation, order or other directive for the time being of any place (international, national, state or local) imposes or purports to impose any immediate, future or possible liability on the Company to make any payment or empowers any government (international, national, state or local), government official or taxing or other government authority to require the Company to make any payment in respect of any shares registered in the name of the member in the register (whether solely or jointly with others) or in respect of any dividends, interest, bonuses or other moneys or distributions paid or payable or entitlements derived or deriving in respect of any such shares or for or on account of in respect of any member (whether in consequence of the death of that member, the non-payment of any income or other tax by that member, the non-payment of any estate, probate, succession, death, stamp or other duty by the member or by the executor or administrator of the estate of that member or otherwise):

- (a) that member or his estate must fully indemnify the Company from and against all liability;
- (b) the Company has a lien on the shares registered in the name of that member for all moneys paid or payable by the Company in respect of those shares under or in consequence of any such law, regulation, order or other directive; and

- (c) the Company may recover, as a debt due from that member or his estate, any such sum (together with interest on the sum from the day of payment of the sum by the Company to the time of actual repayment by the member or his estate, at such rate not exceeding 12% per annum as the Directors determine. The Directors may waive payment of that interest wholly or in part).

Nothing in this Rule 3.10 prejudices or affects any right or remedy which may be conferred on the Company at law.

Part 4 – Transfer and Transmission of Shares

4.1 Transferability of shares

- (a) Subject to this Constitution and the Act, a member may transfer all or any of his shares by a transfer document in any form approved by the Exchange or in any other form that the Directors approve.
- (b) The Company may not charge a fee on the transfer of any shares.
- (c) A transferor of shares remains the holder of the shares transferred until the transfer is:
 - (i) effected in accordance with the ASX Settlement Operating Rules; or
 - (ii) registered and the name of the transferee is entered in the register of members in respect of the shares.
- (d) An instrument of transfer must be signed by or on behalf of both the transferor and the transferee unless the transfer:
 - (i) relates only to fully paid shares and signature by the transferee has been dispensed with by the Directors; or
 - (ii) is a sufficient transfer of marketable securities for the purposes of the Act.
- (e) An instrument of transfer must be duly stamped if required by the Act to be stamped.

4.2 Registration of transfers

- (a) A transfer document must be left for registration at the registered office of the Company or at the address where the register is kept on which the shares to which such transfer relates are registered (or such other place as the Directors may determine) together with the certificate (if any) for the shares to which it relates and such other information as the Directors properly require to show the right of the transferor to make the transfer.
- (b) Subject to this Constitution, on compliance with Rule 4.2(a) the Directors must register the transferee as a shareholder.
- (c) The Directors may decline to register a transfer of shares which are not CHES Approved securities if the Listing Rules provide or would require that registration of the transfer may or should be refused.
- (d) In relation to securities of the Company which are CHES Approved:
 - (i) subject to Rules 4.2(d)(ii) to 4.2(d)(iv), the Company must not prevent, delay or in any way interfere with the registration of a proper ASX Settlement Operating Rules transfer;
 - (ii) the Company may require a holding lock to be applied to specified CHES Approved securities where permitted to do so by the Listing Rules;

- (iii) the Company may refuse to register a transfer where permitted to do so by the Listing Rules and must refuse to register a transfer if required to do so by the Listing Rules; and
- (iv) the Company may refuse to register a transfer where the transfer is not in registrable form.
- (e) If the Company refuses to register any transfer of shares, it must give to the transferee and to the stockbroker (if any) by whom the transfer was lodged for registration, written notice within 5 Business Days after the transfer was lodged with the Company, stating that the Company has so refused and the reasons for the refusal.

4.3 Suspension of transfers

Subject to the ASX Settlement Operating Rules, the registration of transfers may be suspended at such times and for such periods as the Directors from time to time decide provided that such suspension does not exceed in aggregate 30 days in any calendar year.

4.4 Transmission of Shares

- (a) In the case of the death of a member, the survivor or survivors, where the deceased was a joint holder, and the legal personal representatives of the deceased, where he was a sole holder, are the only persons recognised by the Company as having any title to his interest in the shares.
- (b) This Rule does not release the estate of a deceased holder from any liability in respect of a share that had been held by him solely or jointly with other persons.
- (c) Subject to the Bankruptcy Act 1966, a person becoming entitled to a share in consequence of the death or bankruptcy of a member may, on the production of such information as is properly required by the Directors, elect either to be registered as holder of the share or to have some other nominated person registered as the transferee of the share.
- (d) If a person becoming entitled elects to be registered himself, he must deliver or send to the Company a notice in writing signed by him stating that he so elects. If he elects to have another person registered, he must execute a transfer of the share to that other person.
- (e) All the limitations, restrictions and provisions of this Constitution relating to the right to transfer and the registration of transfer of shares are applicable to any such notice or transfer as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.
- (f) Where the registered holder of a share dies or becomes bankrupt, his legal personal representative or the trustee of his estate, as the case may be, on the production of such information as is properly required by the Directors is entitled to the same dividends, entitlements and other advantages and to the same rights (whether in relation to meetings of the Company or to voting or otherwise) as the registered holder would have been entitled to if he had not died or become bankrupt.
- (g) Where 2 or more persons are jointly entitled to any share in consequence of the death of the registered holder, for the purpose of this Constitution they are taken to be joint holders of the share.

Part 5 – General Meetings

5.1 Convening of General Meetings

- (a) A general meeting may be convened by:
 - (i) a Director;

- (ii) the Directors by resolution of the board; or
 - (iii) members of the Company in accordance with Sections 249F and 249G of the Act.
- (b) A general meeting must be convened by the Directors in accordance with Section 249D of the Act.
- (c) The Directors may, by notice to the Exchange, postpone, cancel or change the venue for a general meeting, but a general meeting convened under Section 249D of the Act may not be postponed beyond the date by which Section 249D requires it to be held and may not be cancelled without the consent of the member or members who requested it.

5.2 How general meetings may be held, reasonable opportunity to participate

- (a) Subject to the Act, a general meeting may be held:
- (i) at one or more physical venues;
 - (ii) at one or more physical venues and using virtual meeting technology (known as a **hybrid meeting**), including where the Directors may limit the number of persons that can attend any one physical location;
 - (iii) using virtual meeting technology only (known as a **virtual meeting**); or
 - (iv) in any other manner permitted by the Act.
- (b) If the Company holds a general meeting, it must give the members entitled to attend the general meeting, as a whole, a reasonable opportunity to participate in the general meeting.
- (c) Where a general meeting is held as a hybrid meeting or a virtual meeting:
- (i) any documents required or permitted to be tabled at the meeting will be taken to have been tabled at the meeting if the document is given, or made available, to the persons entitled to attend the meeting, whether physically or using technology, before or during the meeting;
 - (ii) the virtual meeting technology must:
 - (A) be reasonable; and
 - (B) allow members who are entitled to attend the general meeting, and do attend the general meeting using that virtual meeting technology, as a whole, to exercise orally and in writing any rights of those members to ask questions and make comments;
 - (iii) if, before or during the general meeting, any technical difficulty occurs affecting the virtual meeting technology used for the meeting and impairing members' rights under section 252Q of the Act, the chairperson of the meeting may adjourn the general meeting until the difficulty is remedied; and
 - (iv) if the general meeting is:
 - (A) a hybrid meeting, it is taken to be held at the physical venue set out in the notice of meeting; or
 - (B) a virtual meeting, it is taken to be held at the registered office of the Company.

5.3 Notice of General Meetings

- (a) Subject to this Constitution and to the rights or restrictions attached to any shares or class of shares, notice of a general meeting must be given within the time limits prescribed by the Act and in the manner authorised by Rule 9.1 to each person who is at the date of the notice:

- (i) a member;
- (ii) entitled under this Constitution either to be registered as the holder, or to the transfer, of any shares who has satisfied the Directors of that person's right to be registered as the holder of, or the transferee of, the shares;
- (iii) a Director; or
- (iv) an auditor of the Company,

and, while the Company is a Listed Company, notice must be given to the Exchange within the time limits prescribed by the Listing Rules.

- (b) All notices convening general meetings must specify:

- (i) the place, or places, date and hour of the meeting;
- (ii) the technology to be used if the general meeting is a hybrid meeting, a virtual meeting, or is to be held in two or more physical venues; and
- (iii) the general nature of the business to be transacted at the meeting and any other matters required by the Act.

- (c) The non-receipt of a notice convening a general meeting by or the accidental omission to give such notice to any person entitled to receive such notice does not invalidate the proceedings at or any resolution (ordinary, special or otherwise) passed at any such meeting.

- (d) A person's attendance at a general meeting:

- (i) waives any objection that person may have to a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting; and
- (ii) waives any objection that person may have to the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

5.4 Admission to General Meetings

The chairperson of a general meeting may refuse admission to, require to leave and remain out of the general meeting or refuse access or use to or require that they cease accessing or using any virtual meeting technology being used for the general meeting, any person:

- (a) in possession of a pictorial-recording or sound-recording device;
- (b) in possession of a placard or banner;
- (c) in possession of an article considered by the chairperson of the meeting to be dangerous, offensive or liable to cause disruption;
- (d) who refuses to produce or to permit examination of any article, or the contents of any article, in the person's possession;
- (e) who behaves or threatens to behave in a dangerous, offensive or disruptive manner; or

- (f) who is not a member, Director or auditor of the Company,
or any other person at the absolute discretion of the chairperson of the meeting.

5.5 Quorum

- (a) No business may be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Except as otherwise provided in this Constitution, the lesser (by number) of:
- (i) 5 members present in person; or
 - (ii) members present in person representing at least 10% of the voting shares,
constitutes a quorum.
- (b) If a quorum is not present within 30 minutes from the time appointed for the meeting:
- (i) where the meeting was convened on the requisition of members, the meeting must be dissolved; or
 - (ii) in any other case:
 - (A) the meeting stands adjourned to such day and at such time and place and using such technology (if any) as the Directors determine or, if no determination is made by the Directors, to the same day in the next week at the same time and place using the same technology (if any); and
 - (B) if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting must be dissolved.

5.6 Chairperson of General Meetings

- (a) If the Directors have elected 1 of their number as chairperson of their meetings, he or, in his absence, the deputy chairperson must preside as chairperson at every general meeting.
- (b) Where a general meeting is held and:
- (i) a chairperson has not been elected as provided by Rule 5.6(a); or
 - (ii) the chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act,

the Directors present may choose 1 of their number or, in the absence of all Directors or if the Directors present are unwilling so to act, the members present in person must elect 1 of their number to be chairperson of the meeting.

5.7 Adjournments

- (a) The chairperson may with the consent of any meeting at which a quorum is present and may if so directed by the meeting, adjourn the meeting from time to time and from place to place using such technology (if any) as the chairperson determines, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place and new business of which notice is given in accordance with Rule 5.2.
- (b) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (c) Except as provided by Rule 5.7(b), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

5.8 Voting at General Meetings

- (a) Except in the case of any resolution which as a matter of law requires a special majority, questions arising at a general meeting must be decided by a majority of votes cast by the members present in person at the meeting and any such decision is for all purposes a decision of the members.
- (b) At any general meeting while the Company is a Listed Company, a resolution put to the vote of the meeting must be decided by poll when:
 - (i) the notice of the general meeting sets out an intention to propose the resolution and stated the resolution;
 - (ii) the Company has given notice of the resolution in accordance with section 249O of the Act; or
 - (iii) a poll is demanded in accordance with Rule 5.8(d);
 otherwise a resolution put to the vote of the meeting must be decided on a show of hands.
- (c) At any general meeting while the Company is not a Listed Company, a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) is demanded in accordance with Rule 5.8(d).
- (d) At any general meeting a poll can be demanded:
 - (i) by the chairperson;
 - (ii) by at least 5 members present in person and having the right to vote on the resolution; or
 - (iii) by members present in person and representing not less than 5% of the total voting rights of all the members having the right to vote on the resolution on a poll.
- (e) Unless a poll is so required or demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (f) A demand for a poll may be withdrawn.
- (g) If a poll is properly demanded or is required, it must be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll is the resolution of the meeting at which the poll was demanded or required.
- (h) A poll may not be demanded and is not required on the election of a chairperson or on a question of adjournment.
- (i) The demand or requirement of a poll does not prevent the continuance of a meeting for the transaction of any business, other than the question on which a poll has been demanded or required.
- (j) In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded or required, has a casting vote except that where the chairperson is also a member of the Company he does not have a casting vote in addition to his deliberative vote.
- (k) If a poll has been taken the chairperson of the meeting may close the meeting, provided that the results of any such poll must be declared by notice via ASX's announcements platform within 2 Business Days of closure of the meeting.

- (l) An observer or scrutineer of a poll at a general meeting may be appointed:
 - (i) by a Director; or
 - (ii) by the Directors by resolution of the board.
- (m) Members may request the Company to appoint an independent person to observe or scrutinise a poll at a general meeting under section 253UB or 253UC of the Act, respectively.

5.9 Representation and Voting of Members

Subject to this Constitution (other than Rule 5.11) and any rights or restrictions for the time being attached to any class of shares:

- (a) at meetings of members or classes of members each member entitled to attend and vote may attend and vote in person or by proxy, representative or attorney or by other appointee envisaged in Rule 4.4 or 5.9(f);
- (b) on a show of hands, every member present in person (whether or not in 1 or more capacities) has 1 vote;
- (c) where a person present at a general meeting represents personally or by proxy, attorney or representative more than 1 member on a show of hands:
 - (i) the person is entitled to 1 vote only despite the number of members the person represents;
 - (ii) that vote will be taken as having been cast for all the members the person represents; and
 - (iii) for a person who has been appointed as a proxy under 2 or more instruments that specify different ways to vote on a resolution, the person may not vote as a proxy on a show of hands, however, if the person is a member, the person may vote on a show of hands without regard to the proxy the person holds;
- (d) on a poll, every member present in person has the following voting rights:
 - (i) in the case of fully paid shares, 1 vote for each share held by the member; and
 - (ii) in the case of partly paid shares, for each share, a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share;
- (e) in the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, representative or attorney, may be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority of joint holders will be decided by the order in which the names stand in the register;
- (f) if a member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health or is a minor, his committee or trustee or such other person as properly has the management or guardianship of his estate may exercise any rights of the member in relation to a general meeting as if the committee, trustee or other person were the member;
- (g) a member is not entitled to vote at a general meeting in respect of a share in the Company held by him unless all calls and other sums presently payable by him in respect of that share in the Company have been paid; and
- (h) an objection may be raised to the qualification of a voter only at the meeting or adjourned meeting at which the vote objected to is given or tendered. Any such objection must be referred to the chairperson of the meeting, whose decision is final. A vote not disallowed pursuant to such an objection is valid for all purposes.

5.10 Direct Voting

- (a) The Directors may determine that, for any general meeting or class meeting, a member who is entitled to attend and vote at that meeting may submit a direct vote.
- (b) The Directors may determine the members rights attaching to a “direct vote” for the purposes of any general meeting or class meeting.
- (c) A “direct vote” includes a vote delivered to the Company by post, fax or any other electronic means approved by the Directors.
- (d) The Directors may specify the form, method and timing of giving a “direct vote” in respect of any general meeting or class meeting, and any other requirements, in order for a direct vote to be valid at that meeting.

5.11 Proxies

- (a) A member who is entitled to attend and vote at a general meeting may appoint not more than 2 proxies, neither of whom need be a member.
- (b) An instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised, or otherwise authenticated by the member making the appointment and contains the information required by Section 250A(1) of the Act.
- (c) For the purpose of Rule 5.11(b), an appointment received at an electronic address will be taken to be signed or authenticated by the member if:
 - (i) a personal identification code allocated by the Company to the member has been input into the appointment; or
 - (ii) the appointment has been verified in another manner approved by the Directors or otherwise as permitted under the Corporations Regulations 2001 (Cth).
- (d) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy does:
 - (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
 - (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution - the proxy must vote on a show of hands;
 - (iii) if the proxy is the chairperson - the proxy must vote on a poll and must vote that way; and
 - (iv) if the proxy is not the chairperson - the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.
- (e) An instrument appointing a proxy confers authority to demand or join in demanding a poll.
- (f) An instrument appointing a proxy must be in the form which accompanies the relevant notice of meeting or in such other form as the Directors accept.
- (g) Notwithstanding Rule 5.9(e), where an instrument of proxy is signed by all of the joint holders of any shares, the votes of the proxy so appointed must be accepted in respect of those shares to the exclusion of any votes tendered by a proxy for any 1 of those joint holders.
- (h) An instrument appointing a proxy is not valid unless the instrument and the power of attorney or other authority (if any) under which the instrument is signed or a copy of that power or

authority is or are deposited, not less than 48 hours (or such lesser period as the Directors may permit) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and, in the case of a poll, not less than 48 hours (or such lesser period as the Directors may permit) before the time appointed for the taking of the poll:

- (i) at such place within Australia as is specified for that purpose in the notice convening the relevant meeting or a facsimile number or electronic address specified for the purpose in the notice of meeting;
- (ii) at the Company's Registered Office; or
- (iii) a facsimile number at the Company's registered office.

For the purposes of this Rule, any document a facsimile of which is received upon a telephonic facsimile machine installed at a place is deemed to be deposited in accordance with this Rule and is taken to be received at that place at the time when the facsimile is properly received on the machine.

- (i) A vote given in accordance with the terms of an instrument of proxy or of a power of attorney or other relevant instrument of appointment is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power or the transfer of the share in respect of which the instrument or power is given, if no intimation in writing of the death, unsoundness of mind, revocation or transfer has been received by the Company at a place referred to in Rule 5.10(h) before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.
- (j) No instrument appointing a proxy is invalid merely because it does not contain the address of the appointor or of a proxy or is not dated or does not contain in relation to any or all resolutions an indication of the manner in which the proxy is to vote and, in any case where the instrument does not contain the name of a proxy, the instrument is not for that reason invalid and is taken to be given in favour of the chairperson of the meeting.

5.12 Rights of Officers and Advisers to Attend General Meeting

- (a) A Director who is not a member, is entitled to be present and to speak at any general meeting.
- (b) A Secretary who is not a member is entitled to be present and to speak at any general meeting.
- (c) The auditor of the Company from time to time and any assistant of the auditor who is not a member, is entitled to be present and to speak at any general meeting on any part of the meeting's business that concerns the auditor in the capacity as auditor of the Company.
- (d) Any professional adviser of the Company (including, without limitation, a solicitor, or financial adviser), at the request of any Director, is entitled to be present and, at the request of the chairperson, to speak at any general meeting. However, subject to the Act and this Constitution, the Company is not obliged to send a notice of meeting to any such professional adviser.

Part 6 – Directors and Officers

6.1 Number of Directors

- (a) The number of Directors will be the number determined by the Directors from time to time and must be not less than 3 and not more than 10.
- (b) The Directors must not determine a maximum which is less than the number of Directors in office at that time.

6.2 Appointment of Directors

- (a) The Company may from time to time by resolution:
 - (i) remove any Director from office; or
 - (ii) appoint an additional Director or additional Directors.
- (b) 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 this Constitution. Any Director so appointed holds office only until the end of the next following general meeting and is eligible for re-election at that meeting.
- (c) No share qualification is required by a Director.

6.3 Procedure for Appointment of Directors at General Meetings

A person may only be elected as a Director at a general meeting if that person is eligible to be a Director under Rule 6.4 and if:

- (a) he or she is a Director retiring from office under Rule 6.2(b) or Rule 6.7 and is standing for re-election at that meeting;
- (b) he or she has been nominated by a majority of the Directors for election at that meeting;
- (c) where the person is a member, the member has, at least 40 Business Days before the meeting, given to the Company a notice signed by the member stating his or her consent to be a candidate for election at that meeting; or
- (d) where the person is not a member, a member intending to nominate him or her for election at that meeting has, at least 40 Business Days before the meeting, given to the Company a notice signed by the member stating the member's intention to nominate the person for election, together with a notice signed by the person and stating his or her consent to be a candidate for election at that meeting.

6.4 Qualification of Directors

A person is not eligible to be a Director if the person:

- (a) is a minor;
- (b) is an undischarged bankrupt, has applied in the last 5 years to take the benefit of any law for the relief of bankrupt or insolvent debtors, in the last 5 years has compounded with his or her creditors, or in the last 5 years has made an assignment of his or her remuneration for their benefit;
- (c) is prohibited from being a director or officer of a body corporate by the Act or any other law for a reason other than the person's age;
- (d) has been convicted in the last 10 years:
 - (i) of any indictable offence;
 - (ii) of any offence involving fraud or dishonesty; or
 - (iii) of any offence in relation to the promotion, formation or management of a body corporate;
- (e) has not provided a declaration in such form as the Board may reasonably require:

- (i) as to the person's eligibility for appointment or election as a Director under Rules 6.4(a) to 6.4(d);
- (ii) as to whether the person has any interest in a contract or a proposed contract with the Company, or holds an office or has an interest in property, whereby, whether directly or indirectly, duties or interests may be created that could conflict with a Director's duties; and
- (iii) as to all necessary particulars relating to the person for inclusion in the register of Directors kept by the Company.

6.5 Remuneration

- (a) Subject to Rule 6.12(c), the Directors (other than any Managing Director or Director who is a salaried officer) may be paid such remuneration determined from time to time by the Company in general meeting.
- (b) That remuneration accrues from day to day.
- (c) The remuneration payable by the Company to the Directors under Rule 6.5(a) may not be increased without the prior approval of the Company in general meeting. The notice convening the meeting must include the amount of the proposed increase and the maximum sum that may be paid.
- (d) The fixed sum so determined by the Company in respect of a particular financial year must be divided among the Directors (other than any Managing Director or Director who is a salaried officer) in the proportions they agree and, in default of agreement, equally among the Directors (other than any Managing Director or Director who is a salaried officer).
- (e) The Directors may also be paid all travelling and other expenses properly incurred by them in attending and returning from meetings of the Directors or any committee of the Directors or general meetings of the Company or otherwise in connection with the business or affairs of the Company or its subsidiaries.
- (f) If any Director with the concurrence of the Directors performs extra services or makes any special exertions for the benefit of the Company, the Directors may cause that Director to be paid out of the property of the Company such special and additional remuneration (not including a commission on or percentage of profits or operating revenue or turnover) as the Directors think fit having regard to the value to the Company of the extra services or special exertions.
- (g) A Director may hold any other office or place of profit (other than auditor) in or of the Company in conjunction with his Directorship and may be appointed to that office on such terms as to remuneration, tenure of office and otherwise as may be agreed by the Directors.
- (h) Subject to Rule 6.19(d), a Director must not be paid a commission on or percentage of profits or operating revenue.
- (i) The Directors may pay to a Director or a former Director a retiring allowance as consideration for or in connection with his retirement provided:
 - (i) that Director is or that former Director was, at the date of retirement, a non-executive Director; and
 - (ii) the payment is permitted by applicable law.
- (j) The Directors may, on the death of a non-executive Director, pay to the legal personal representative of that deceased Director an amount up to, but not exceeding, the amount permitted by applicable law.

6.6 Superannuation Contribution

If required by law, the Company may make contributions to a fund for the purpose of making provision for or obtaining superannuation benefits for a Director.

6.7 Retirement at each annual general meeting

- (a) For so long as the Company is a Listed Company, the following Rule 6.7 applies.
- (b) Subject to Rule 6.19(c) and in accordance with Rule 6.3, at every annual general meeting after the general meeting at which this Constitution was adopted by the Company, at least one:
 - (i) person must stand for election as a Director; or
 - (ii) existing Director must retire from office and be eligible for re-election as Director.
- (c) Any Director may volunteer to retire and be eligible for re-election under clause 6.7(b). Otherwise, the Directors to retire in every year are the Directors longest in office since last being elected or re-elected. Between Directors who were elected on the same day, the Director to retire, if they cannot otherwise agree, must be determined by lot. A retiring Director is eligible for re-election without needing to give any prior notice of his intention to submit himself for re-election and acts as Director throughout the meeting at which he retires.
- (d) Notwithstanding Rule 6.2(b) and subject to Rule 6.19(c), a Director must not hold office without re-election past the third annual general meeting following the Director's appointment, or three years, whichever is the longer.

6.8 Vacation of office

The office of a Director becomes vacant:

- (a) in the circumstances prescribed by the Act;
- (b) by virtue of this Constitution:
 - (i) if the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (ii) if the Director resigns his office by notice in writing to the Company; or
 - (iii) if the Director is absent from all meetings of the Directors held during a period of 3 months without the consent of the Directors.

6.9 Powers of Directors

- (a) Subject to the Act and this Constitution, the business of the Company must be managed by the Directors who may pay all expenses incurred in promoting and forming the Company and may exercise all powers of the Company as are not, by the Act, the Listing Rules or this Constitution, required to be exercised by the Company in general meeting.
- (b) Without limiting the generality of Rule 6.9(a), the Directors may exercise all the powers of the Company to borrow money, to charge any property or business of the Company or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person.
- (c) The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors), for such period and subject to such conditions as they think fit.

- (d) Any power of attorney granted under Rule 6.9(c) may contain such provisions for the protection and convenience of persons dealing with the attorney as the Directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him.
- (e) All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed, by such persons and in such manner as the Directors decide and, unless so decided, by any 2 Directors.

6.10 Proceedings of Directors

- (a) The Directors may meet together either in person or otherwise for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.
- (b) A Director may at any time and, on the request of a Director, a Secretary must convene a meeting of the Directors.
- (c) Reasonable notice must be given to every Director at his place of residence or business of the place, date and hour of every meeting of the Directors but, where any Director is for the time being outside of Australia, notice may be given to any Alternate Director in Australia whose appointment by him is for the time being in force. Such notice may be given orally.
- (d) Where, through a link established by means of any system of telephone, audio, audio-visual, or any electronic communication approved by the Directors and made known to each Director for the purpose of any meeting of the Directors, 1 or more of the Directors absent from the place appointed for the meeting can hear and be heard by not only one another (if more than 1), but also the Directors in attendance at that place for the purpose of being present at the meeting, such of those absent Directors and the Directors so in attendance as are able to hear and be heard by one another, for the purpose of every provision of this Constitution concerning meetings of the Directors, is taken to be assembled together at a meeting held at that place and all proceedings of those Directors conducted with the aid of the link is as valid and effectual as if conducted at a meeting at which all of them were present.
- (e) Subject to this Constitution, questions arising at a meeting of Directors must be decided by a majority of votes of Directors present and voting and any such decision is taken to be a decision of the Directors.
- (f) Subject to Rule 6.10(g), in the case of an equality of votes, the chairperson of the meeting has a casting vote in addition to his deliberative vote.
- (g) The chairperson of a meeting does not have a casting vote either where 2 Directors form a quorum and only 2 Directors are present at the relevant meeting or where only 2 Directors are competent to vote on the question at issue.

6.11 Quorum at Directors meetings

- (a) At a meeting of Directors, the number of Directors whose presence is necessary to constitute a quorum is the number determined by the Directors and, unless so determined, is 2. For the purpose of determining the quorum only, a Director will be considered to be present at a meeting despite a temporary absence due to the Director leaving the room or experiencing a technical disruption.
- (b) Notwithstanding any interest on his part a Director must be counted in a quorum.

6.12 Chairperson of meetings

- (a) The Directors may elect 1 of their number as chairperson of their meetings and may decide the period for which he is to hold such office.
- (b) Where a meeting is held and:

- (i) a chairperson has not been elected as provided by Rule 6.12(a); or
 - (ii) the chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present may elect 1 of their number to be the chairperson of the meeting.
- (c) The remuneration of the chairperson may be determined by the Directors.

6.13 Disclosure of interests

- (a) A Director is not disqualified by his office from contracting with the Company in any capacity whatsoever.
- (b) A contract or arrangement made by the Company with a Director or in which a Director is in any way, directly or indirectly, interested is not avoided merely because the Director is a party to or interested in it.
- (c) Provided that a Director has duly declared in accordance with the Act the nature of his interest in any contract or arrangement of the kind mentioned in Rule 6.13(b), the Director, subject to the Act:
 - (i) may vote as a Director at any meeting of the Directors in respect of that contract or arrangement;
 - (ii) is not, merely because of his office as Director or the fiduciary relationship it entails, liable to account to the Company for any profit derived by him from the contract or arrangement.
- (d) So long as the provisions of this Rule have been observed by any Director with regard to any contract or arrangement in which the Director is in any way interested, the fact that the Director signed the document evidencing the contract or arrangement does not in any way affect the validity of it.
- (e) For the purposes of this Rule, whether a Director is in any way, directly or indirectly, interested in a contract or proposed contract must be determined in the same manner in all respects as if that question had arisen under the provisions of the Act relating to the declaration by Directors of their interests in contracts.
- (f) A Director may hold any office of employment or profit in the Company (other than auditor) in addition to holding office as a Director.

6.14 Alternate Directors

- (a) A Director may appoint a person (whether a member of the Company or not) to be an Alternate Director in his place during any period that he thinks fit.
- (b) An Alternate Director is entitled to notice of meetings of the Directors and, if the appointor is not present at a meeting, is entitled to attend and vote in his stead.
- (c) An Alternate Director may exercise any powers that the appointor may exercise and the exercise of any power by the Alternate Director (including, without limitation, executing a document) is taken to be the exercise of the power by the appointor. Where the Alternate Director is another Director, that Director is entitled to cast a deliberative vote on his own account and on account of each person by whom he has been appointed as an Alternate Director.
- (d) The appointment of an Alternate Director may be terminated at any time by the appointor notwithstanding that the period of the appointment of the Alternate Director has not expired and terminates in any event if the appointor vacates office as a Director.

- (e) An appointment or the termination of an appointment of an Alternate Director must be effected (in the case of an appointment, subject to Rule 6.14(a)) by service on the Company of a notice in writing signed by the Director who makes or made the appointment.
- (f) Except with the approval of the Directors, but subject to Rule 6.5, an Alternate Director is not entitled to any remuneration from the Company in respect of holding that position.

6.15 Vacancies

In the event of a vacancy or vacancies in the office of a Director, the remaining Directors may act but, notwithstanding Rule 6.11, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of Directors, they or, if 1 only, he may act only for the purpose of increasing the number of Directors to the minimum number sufficient both to comply with Rule 6.1(a) and to constitute such a quorum or for the purpose of convening a general meeting of the Company.

6.16 Delegations to committees

- (a) The Directors may delegate any of their powers to a committee or committees consisting of such of their number as they think fit and may authorise the delegate to sub-delegate all or any of the powers so delegated.
- (b) A committee to which any powers have been so delegated may exercise the powers delegated in accordance with any directions of the Directors and a power so exercised is taken to have been exercised by the Directors.
- (c) The members of such a committee may elect 1 of their number as chairperson of their meetings.
- (d) Where a meeting is held and:
 - (i) a chairperson has not been elected as provided by Rule 6.16(c); or
 - (ii) the chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or is unwilling to act,
 the members present may elect 1 of their number to be chairperson of the meeting.
- (e) A committee may meet and adjourn as it thinks fit.
- (f) Questions arising at a meeting of a committee must be determined by a majority of votes of the members present and voting.
- (g) The chairperson of any committee does not have a casting vote in addition to his deliberative vote.
- (h) Minutes of all the proceedings and determinations of every committee must be made, entered and signed in the same manner in all respects as minutes of proceedings of the Directors are required by the Act to be made, entered and signed.
- (i) Where a committee consists of 1 Director only, a document signed by him and recording a determination of that committee is as valid and effectual as a determination made under Rule 6.16(f) at a meeting of that committee and that document constitutes, for the purposes of Rule 6.16(h), a minute of that determination.

6.17 Circular resolutions

- (a) If a document containing a statement to the effect that the signatories to it are in favour of a resolution in the terms set out or otherwise identified in the document has been signed by all the Directors (excluding each Director, if any, who would not be entitled to vote on that resolution at a meeting of the Directors), a resolution in those terms is taken to have been

passed at a meeting of the Directors held on the day on which and at the time at which the document was last signed by a Director.

- (b) For the purposes of Rule 6.17(a):
 - (i) 2 or more separate documents containing statements in identical terms each of which is signed by 1 or more Directors together constitute 1 document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents;
 - (ii) a reference to all the Directors does not include a reference to an Alternate Director whose appointor has signed the document, but an Alternate Director may sign the document in the place of his appointor; and
 - (iii) a telex, telegram, facsimile, e-mail message, electronic transmission or communication delivered by any other form of electronic means which is received by the Company and which is expressed to have been sent for or on behalf of a Director or Alternate Director is taken to be signed by that Director or Alternate Director at the time of receipt of the telex, telegram, facsimile, e-mail message, electronic transmission or communication delivered by any other form of electronic means by the Company.

6.18 Defects in appointments

Notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director or a member of a committee or to act as a Director or that a person so appointed was disqualified, all acts done by any meeting of the Directors or of a committee of Directors or by any person acting as a Director are as valid as if the person had been duly appointed and was qualified to be a Director or to be a member of the committee.

6.19 Managing Director

- (a) The Directors may from time to time appoint 1 of their number to the office of Managing Director for such period and on such terms as they think fit and, subject to the terms of any agreement entered into in a particular case, may revoke any such appointment.
- (b) A Managing Director's appointment automatically terminates if he ceases for any reason to be a Director.
- (c) The provisions of Rule 6.7 do not apply to a Managing Director.
- (d) Subject to the terms of any agreement entered into in a particular case, a Managing Director may receive such remuneration (whether by way of salary, commission or participation in profits or partly in 1 way and partly in another) as the Directors decide.
- (e) The Directors may confer upon a Managing Director any of the powers exercisable by them on such terms and conditions and with such restrictions as they think fit.
- (f) Subject to Rule 6.19(g), any powers conferred may be concurrent with the powers of the Directors.
- (g) The Directors may at any time withdraw or vary any of the powers conferred on a Managing Director.

6.20 Secretary

- (a) A Secretary holds office on such terms and conditions, as to remuneration and otherwise, as the Directors determine.
- (b) The Directors may at any time terminate the appointment of a Secretary.

6.21 Other officers

- (a) The Directors may from time to time create any other position in the Company (including, without limitation, the offices of Chief Executive and Deputy Chief Executive) with such powers and responsibilities as the Directors may from time to time confer and the Directors may appoint any person, whether or not a Director, to any such position or positions.
- (b) The Directors may at any time terminate the appointment of a person holding such a position and may abolish the position.

6.22 Associate Directors

- (a) The Directors may from time to time appoint any person to be an associate Director and may from time to time terminate any such appointment.
- (b) The Directors may from time to time determine the powers, duties and remuneration of any person so appointed.
- (c) A person so appointed does not have, except by the invitation and with the consent of the Directors, any right to attend or vote at any meeting of Directors.

Part 7 – Execution and Inspection of Documents**7.1 Execution of documents**

The Company may execute a document (including, without limitation, a deed) if the document is signed by:

- (a) 2 Directors;
- (b) a Director and a Secretary;
- (c) an attorney duly appointed by the Company in accordance with this Constitution; or
- (d) any other method permitted by law.

7.2 Register of documents executed

The Company must keep a register of documents it executes in accordance with Section 127 of the Act and, on execution of a document, must enter in the register particulars of the document giving in each case the date of the document, the names of the parties to the document, a short description of the document and the names of the persons who signed the document.

7.3 Signing of certificates

The Directors may determine either generally or in a particular case that the signature of any Director or Secretary is to be affixed to any certificate for securities in the Company by some mechanical or other means.

7.4 Inspection of records

- (a) The Directors may decide whether and to what extent, at what time and places and under what conditions, the accounting records and other documents of the Company or any of them will be open to the inspection of members (other than those who are Directors).
- (b) A member other than a Director does not have the right to inspect any document of the Company except as provided by law or if authorised by the Directors or by the Company in general meeting.

Part 8 – Distribution of Profits

8.1 Powers to declare dividends and pay interest

- (a) Subject to the Act and any preferential, special, deferred or other rights with which any shares may be issued or may from time to time be held, the Directors may from time to time pay such dividends to members as appear to the Directors to be justified by the profits of the Company.
- (b) The Directors may pay to members of such interim dividends as appear to the Directors to be justified by the financial position of the Company.
- (c) No dividend bears interest against the Company.
- (d) Where any shares in the Company are issued for the purposes of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant that cannot be made profitable for a long period, the Company may, at the discretion of the Directors but subject to the Act, pay interest on so much of that share capital as is for the time being paid up and charge the interest so paid to capital as part of the construction or provision.
- (e) The Directors may, subject to the Listing Rules, fix a record date in respect of a dividend.
- (f) A transfer of shares does not pass the right to any dividend declared on the shares unless the transfer is registered or left with the Company for registration in accordance with this Constitution on or before:
 - (i) where the Directors have fixed a record date in respect of that dividend, that date; or
 - (ii) where the Directors have not fixed a record date in respect of that dividend, the date the dividend was declared.
- (g) The Directors may deduct from any dividend payable to a member all sums of money (if any) presently payable by the member to the Company on account of calls or otherwise in relation to shares in the Company.

8.2 Differential dividends

- (a) Subject to Rule 8.1(a), except where the resolution for the payment of the dividend otherwise directs, every dividend must:
 - (i) be paid in respect of all shares (if the resolution for the payment of the dividend otherwise directs, it must be paid in respect of some shares to the exclusion of others);
 - (ii) be paid according to the amounts paid or credited as paid on the shares in respect of which it is to be paid (if the resolution for the payment of the dividend otherwise directs, it must be paid at different rates or in different amounts upon the shares in respect of which it is to be paid); and
 - (iii) be apportioned and paid proportionately to the amounts paid or credited as paid on the shares in respect of which the dividend is to be paid during any part or parts of the period in respect of which the dividend is paid (unless a share is issued on terms providing that it will rank for dividend as from a particular date, in which case the share ranks for dividends from that date only).

An amount paid or credited as paid on a share in advance of a call must not be taken for the purposes of this Rule 8.2(a) to be paid or credited as paid on the share.

- (b) Subject to Rules 8.1(a) and 8.2(a) and the Listing Rules, but otherwise in their absolute discretion, the Directors may from time to time resolve that dividends (to be paid by the

Company in accordance with this Constitution) are to be paid out of a particular source or particular sources as permitted under the Act. Where the Directors so resolve, they may, in their absolute discretion:

- (i) allow each or any member of the Company to elect from which specified sources (profits or otherwise) that particular member's dividend may be paid by the Company; and
- (ii) where such elections are permitted and any member fails to make such an election, the Directors may, in their absolute discretion, identify the particular source from which dividends will be payable.

8.3 Reserves

- (a) The Directors may, before declaring any dividend or at any other time, set aside out of the profits of the Company such sums as they think proper as reserves which at the discretion of the Directors, may be applied for any purpose to which the profits of the Company may be properly applied.
- (b) Pending any such application, the reserves may, at the discretion of the Directors, either be employed in the business of the Company or be invested in such investments as the Directors may from time to time think fit.
- (c) The Directors may, without placing these profits to a reserve, carry forward any profits which they may think prudent not to divide.

8.4 Distribution *in specie*

- (a) The Directors may, when declaring a dividend, by resolution direct payment of the dividend wholly or partly by the distribution of specific assets, including, without limitation, paid up shares in or debentures of any other corporation, and the Directors must give effect to such a resolution.
- (b) Where a difficulty arises in regard to such a distribution, the Directors may settle the matter as they consider expedient and fix the value for distribution of the specific assets or any part of those assets and may determine that cash payments will be made to any members on the basis of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as the Directors consider expedient.

8.5 Election to reinvest or forgo dividend

- (a) The Directors may from time to time, in respect of any dividend declared by the Directors, resolve that each member, to the extent his shares are fully paid, may have an option:
 - (i) to elect to have his dividend reinvested by subscription for fully paid shares; or
 - (ii) to elect to forgo his right to receive such dividend and to receive instead an issue of fully paid shares,

in each case, to the extent and within the limits and on such terms and conditions as the Directors may from time to time determine, but subject to this Rule 8.5.

- (b) The Directors may from time to time:
 - (i) establish 1 or more plans whereby some or all members may elect in terms of 1 or more of the following for a period or periods as provided in the plan:
 - (A) that dividends to be paid in respect of some or all of the shares from time to time held by the member will be satisfied by the issue of fully paid shares of the same class as shares so held;

- (B) that dividends will not be declared or paid in respect of some or all of the shares from time to time held by the member, but that the member will receive an issue of fully paid shares of the same class as the shares so held in accordance with the plan; or
- (C) if elections in terms of each of paragraph (A) and paragraph (B) are available under the plan, in terms of paragraph (A) as to some of the shares from time to time held by the member and in terms of paragraph (B) as to others of them;
- (ii) upon or after establishment of any such plan, extend participation in it, in whole or in part, to some or all of the holders of debentures, notes, bonds or other debt obligations of the Company in respect of interest upon such debentures, notes, bonds or other debt obligations in like manner as if that interest were dividends; and
- (iii) vary, suspend or terminate any such plan.
- (c) Any plan so established has effect in accordance with its terms and the Directors must do (or have authority under this Constitution to do) all things necessary and convenient for the purpose of implementing the plan, including, without limitation, the making of each necessary allotment of shares and of each necessary appropriation, capitalisation, application, payment and distribution of funds which may lawfully be appropriated, capitalised, applied, paid or distributed for the purpose of the allotment.
- (d) For the purpose of giving effect to any such plan, appropriations, capitalisations, applications, payments and distributions may be made and the powers of the Directors pursuant to Rule 8.7 apply and may be exercised (with such adjustments as may be required) on the basis and notwithstanding that only some of the members or holders of shares of any class participate in the appropriation, capitalisation, application, payment or distribution.

8.6 Payment of distributions

- (a) Unless otherwise determined by the Directors, any dividend, interest or other money payable by the Company to the member, will be paid by electronic funds transfer to an account with a bank or other financial institution nominated by the member and acceptable to the Company.
- (b) Despite Rule 8.6(a), any dividend, interest or other money payable by the Company to the member may be paid:
 - (i) by cheque sent through the post, at the sole risk of the intended recipient, directed to:
 - (A) the address of the holder as shown in the register or, in the case of joint holders, to the address shown in the register as the address of the joint holder first named in that register; or
 - (B) to such other address as the holder or joint holders in writing directs or direct; or
 - (ii) by any other means determined by the Directors.
- (c) Any 1 of 2 or more joint holders may give effectual receipts for any dividends, interest or other money payable in respect of the shares held by them as joint holders.
- (d) Subject to law, all dividends unclaimed for 1 year after having been declared may be invested or otherwise used by the Directors for the benefit of the Company until claimed.

8.7 Capitalisation of profits

Subject to any rights and restrictions attaching to any shares or any class of shares, the Directors may capitalise any sum, being the whole or a part of the amount for the time being standing to the credit of any reserve account or the profit and loss account or otherwise available for distribution to members,

in the proportions to which those members would have been entitled in a distribution of that sum by way of dividend, unless the Directors determine in a particular case that the capitalisation should not be pro rata.

8.8 Ancillary powers

For the purpose of giving effect to any resolution for the satisfaction of a dividend by the distribution of specific assets or the capitalisation of any amount under this Constitution, the Directors may:

- (a) settle as they think expedient any difficulty that may arise in making the distribution or capitalisation and, in particular, determine that amounts or fractions of less than a particular value determined by the Directors may be disregarded in order to adjust the rights of all parties;
- (b) fix the value for distribution of any specific assets;
- (c) pay cash or issue debentures to any members in order to adjust the rights of all parties;
- (d) vest any such specific assets or cash or debentures in trustees on such trusts for the persons entitled to the dividend or capitalised amount as may seem expedient to the Directors; and
- (e) authorise any person to make, on behalf of all the members entitled to any further shares or other securities as a result of the distribution or capitalisation, an agreement with the Company or another body corporate providing:
 - (i) for the issue to them of such further shares or other securities; or
 - (ii) for the payment by the Company on their behalf of the amounts or any part of the amounts remaining unpaid on their shares by the application of their respective proportions of the sum resolved to be capitalised.

8.9 Bonus share plan

The Directors may:

- (a) implement a bonus share plan on such terms as they think fit under which participants may elect to forego the whole or any part of any dividend due to them on their shares and, in lieu of that dividend, be issued bonus shares in the Company; and
- (b) amend, suspend or terminate any bonus share plan so implemented.

Part 9 – Notices

9.1 Notices generally

- (a) A notice may be given by the Company to any member either by:
 - (i) serving it on him personally; or
 - (ii) sending it by post or courier to him at his address as shown in the register or the address supplied by him to the Company for the giving of notices to him; or
 - (iii) sending a facsimile transmission to the facsimile number supplied by him to the Company for the giving of notices to him; or
 - (iv) sending an electronic notification to the electronic address supplied by him to the Company for the giving of notices to him or by any other electronic means nominated by him to the Company for the giving of notices;

- (v) by advertisement in a newspaper circulating generally in the capital city of any 1 State or Territory in which is situated a register or branch register on which shares in his name are registered; or
 - (vi) when it is a notice of meeting, by giving it in accordance with Section 249J(3) of the Act.
- (b) Notice to a member whose address for notices is outside Australia must be sent by airmail, by facsimile or by other electronic notification or electronic means.
 - (c) Where a notice is sent by post, service of the notice is taken to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected on the Business Day after the date of its posting.
 - (d) Where a notice is sent by facsimile or electronic notification or by other electronic means, service of the notice is taken to be effected by properly addressing and sending the notice and to have been effected on the Business Day after it is sent.
 - (e) Where a notice is given by newspaper advertisement, service of the notice is taken to be effected on the date of publication of the newspaper in the relevant capital city.
 - (f) A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register in respect of the share.
 - (g) A notice may be given by the Company to a person entitled to a share in consequence of the death or bankruptcy of a member by serving it on him in accordance with Rules 9.1(a) and 9.1(b), and if those details have not been supplied, at the nominated address in accordance with Rules 9.1(a) and 9.1(b) to which the notice might have been sent if the death or bankruptcy had not occurred.
 - (h) Despite Rule 9.1(g), a notice sent in accordance with Rules 9.1(a) and 9.1(b) is deemed to have been served on the member notwithstanding that the member has died or has become bankrupt, whether or not the Company has notice of his death or bankruptcy.
 - (i) Subject to the provisions of the Act relating to special and other resolutions, at least 28 days' notice of every general meeting must be given in the manner provided by this Rule 9.1 provided that, subject to the Act, a meeting may be called by shorter notice.

9.2 Notices to "lost" members

- (a) If:
 - (i) on 2 or more consecutive occasions a notice posted to a member is returned unclaimed or with an indication that the member is not known at the address to which it was sent; or
 - (ii) the Directors believe on other reasonable grounds that a member is not at the address shown in the Register,

the Company may give effective notice and future notices to that member by exhibiting the notice at the Company's Registered Office for at least 48 hours.

- (b) This Rule ceases to apply if the member gives the Company notice of a new address.

9.3 Joint holders

A document may be given by the Company to the joint holders of a share by giving it to the joint holder first named in the register in respect of the share.

Part 10 – Winding Up

10.1 Winding up

- (a) If the Company is wound up, the liquidator may, with the sanction of a special resolution, divide among the members in kind the whole or any part of the property of the Company and may for that purpose set such value as he considers fair upon any property to be so divided and may determine how the division is to be carried out as between the members or different classes of members.
- (b) The liquidator may, with the sanction of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no member is compelled to accept any shares or other securities in respect of which there is any liability.

Part 11 – Protection of Certain Officers

11.1 Indemnity

- (a) Every person who is or has been a Director or other officer of the Company is to be indemnified, to the maximum extent permitted by law, out of the property of the Company against any liabilities for costs and expenses incurred by the person in defending any proceedings (whether civil or criminal) relating to that person's position with the Company in which judgment is given in that person's favour or in which that person is acquitted or which are withdrawn before judgment, in connection with any administrative proceedings relating to that person's position with the Company except proceedings which give rise to proceedings (whether civil or criminal) against that person in which judgment is not given in that person's favour or in which that person is not acquitted or which arise out of conduct involving a lack of good faith or in connection with any application in relation to any proceedings (whether civil or criminal) relating to that person's position with the Company in which relief is granted to that person under the Act by the court.
- (b) Every person who is or has been a Director or other officer of the Company is to be indemnified, to the maximum extent permitted by law, out of the property of the Company against any liabilities to another person (other than the Company or its related bodies corporate) as such an officer unless the liabilities arise out of conduct involving a lack of good faith.
- (c) The Company may pay a premium for a contract insuring a person who is or has been a Director or officer of the Company or its related bodies corporate against:
 - (i) any liability incurred by that person as such a Director or officer which does not arise out of conduct involving a wilful breach of duty in relation to the Company or a contravention of Sections 182 to 184 of the Act; and
 - (ii) any liability for costs and expenses incurred by that person in defending proceedings (whether civil or criminal) relating to that person's position with the Company and whatever their outcome.
- (d) Amounts paid by the Company by way of indemnity or premium in accordance with this Rule 11.1 do not form part of the remuneration of the relevant Director or officer for the purposes of this Constitution (including, without limitation, Rule 6.5).
- (e) The indemnity in Rule 11.1 does not apply in respect of liability incurred by a person in his capacity as an employee of the Company.
- (f) Subject to Rule 11.1 and the Act, if any Director or other officer of the Company becomes personally liable for the payment of any sum primarily due from the Company, the Directors may, notwithstanding the interest (if any) of the Director or any of them, execute or cause to be executed a mortgage, charge or security over or affecting the whole or any part of the

assets or undertaking of the Company by way of indemnity to secure the Director or other officer so becoming liable from any loss in respect of that liability.

Part 12 – Restricted Securities

12.1 Restricted securities

- (a) If the Company at any time has on issue share capital classified by the Exchange as restricted securities, the Company must refuse to acknowledge, deal with, accept or register any sale, assignment or transfer of those restricted securities which is or might be in breach of the Listing Rules or any escrow agreement entered into by the Company under the Listing Rules in relation to such restricted securities.
- (b) In the event of a breach of any escrow agreement entered into by the Company under the Listing Rules in relation to shares classified by the Listing Rules or by the Exchange as restricted securities, the member holding the shares in question, notwithstanding any right attached to such shares, ceases to be entitled to any dividends and to any voting rights in respect of those shares for so long as the breach subsists.

Part 13 – Small Holdings

13.1 Divestment Notice

If the Directors determine that a member is a Small Holder or a New Small Holder the Company may give the member a Divestment Notice to notify the member in writing:

- (a) that the member is a Small Holder or a New Small Holder, the number of Shares making up and the Market Value of the Small Holding or New Small Holding and the date on which the Market Value was determined;
- (b) that the Company intends to sell the Relevant Shares in accordance with this rule after the end of the Relevant Period specified in the Divestment Notice;
- (c) if the member is a Small Holder, that the member may at any time before the end of the Relevant Period notify the Company in writing that the member desires to retain the Relevant Shares and that if the member does so the Company will not be entitled to sell the Relevant Shares under the Divestment Notice; and
- (d) after the end of the Relevant Period the Company may for the purpose of selling the Relevant Shares that are in a CHESS Holding initiate a Holding Adjustment to move those Shares from that CHESS Holding to an issuer sponsored or certificated holding.

If the ASX Settlement Operating Rules apply to the Relevant Shares, the Divestment Notice must comply with the ASX Settlement Operating Rules.

13.2 Relevant Period

For a Divestment Notice given to a Small Holder, the Relevant Period must be at least six weeks from the date the Divestment Notice was given. For a Divestment Notice given to a New Small Holder, the Relevant Period must be at least seven days from the date the Divestment Notice was given.

13.3 Company can sell Relevant Shares

At the end of the Relevant Period the Company is entitled to sell on-market or in any other way determined by the Directors:

- (a) the Relevant Shares of a member who is a Small Holder, unless that member has notified the Company in writing before the end of the Relevant Period that the member desires to retain the Relevant Shares, in which event the Company must not sell those Relevant Shares under the Divestment Notice; and

- (b) the Relevant Shares of a member who is a New Small Holder.

13.4 No obligation to sell

The Company is not bound to sell any Relevant Shares which it is entitled to sell under this Part 13 unless the Relevant Shares are sold within six weeks after the end of the Relevant Period the Company's right to sell the Relevant Shares under the Divestment Notice relating to those Shares lapses and it must notify the member to whom the Divestment Notice was given accordingly.

13.5 Company as member's attorney

To effect the sale and transfer by the Company of Relevant Shares of a member, the member appoints the Company and each Director and Secretary jointly and severally as the member's attorney in the member's name and on the member's behalf to do all acts and things which the Company considers necessary or appropriate to effect the sale or transfer of the Relevant Shares and, in particular:

- (a) to initiate a Holding Adjustment to move the Relevant Shares from a CHESS Holding to an issuer sponsored holding or a certificated holding; and
- (b) to execute on behalf of the member all deeds instruments or other documents necessary to transfer the Relevant Shares and to deliver any such deeds, instruments or other documents to the purchaser.

13.6 Conclusive Evidence

A statement in writing by or on behalf of the Company under this Part 13 is binding on and conclusive against (in the absence of manifest error) a member. In particular, a statement that the Relevant Shares specified in the statement have been sold in accordance with this Part 13 is conclusive against all persons claiming to be entitled to the Relevant Shares and discharges the purchaser from all liability in respect of the Relevant Shares.

13.7 Registering the purchaser

The Company must register the purchaser of Relevant Shares as the holder of the Relevant Shares transferred to the purchaser under this Part 13. The purchaser is not bound to see to the application of any money paid as consideration. The title of the purchaser to the Relevant Shares transferred to the purchaser is not affected by an irregularity or invalidity in connection with the actions of the Company under this Part 13.

13.8 Payment of proceeds

Subject to Rule 13.9, where:

- (a) Relevant Shares of a member are sold by the Company on behalf of the member under this Part 13; and
- (b) the certificate for the Relevant Shares (unless the Company is satisfied that the certificate has been lost or destroyed or the Relevant Shares are uncertificated securities) has been received by the Company,

the Company must, within 60 days of the completion of the sale, send the proceeds of sale to the member entitled to those proceeds, including, without limitation, by sending a cheque payable to the member through the post to the address of the member shown in the register, or in the case of joint holders, to the address shown in the register as the address of the member whose name first appears in the register or paying by electronic funds transfer to an account with a bank or other financial institution nominated by the member or, in the case of joint holders, nominated by the joint holders, and acceptable to the Company. Payment of any money under this Rule is at the risk of the member to whom it is sent.

13.9 Costs

In the case of a sale of the Relevant Shares of a New Small Holder in accordance with this Rule, the Company is entitled to deduct and retain from the proceeds of sale, the costs of the sale as determined by the Company. In any other case, the Company or a purchaser must bear the costs of sale of the Relevant Shares. The costs of sale include all stamp duty, brokerage and government taxes and charges (except for tax on income or capital gains of the member) payable by the Company in connection with the sale and transfer of the Relevant Shares.

13.10 Remedy limited to damages

The remedy of a member to whom this Part 13 applies, in respect of the sale of the Relevant Shares of that member is expressly limited to a right of action in damages against the Company to the exclusion of any other right, remedy or relief against any other person.

13.11 Dividends and voting suspended

Unless the Directors determine otherwise, where a Divestment Notice is given to a New Small Holder in accordance with this Part 13, then despite any other provision in this Constitution, the rights to receive a payment of dividends and to vote attached to the Relevant Shares of that member are suspended until the Relevant Shares are transferred to a new holder or that member ceases to be New Small Holder. Any dividends that would, but for this Part 13, have been paid to that member must be held by the Company and paid to that member within 60 days after the earlier of the date the Relevant Shares of that member are transferred and the date that the Relevant Shares of that member cease to be subject to a Divestment Notice.

13.12 12 month limit

If it is a requirement of the Listing Rules, the Company must not give a Small Holder more than one Divestment Notice in any 12 month period (except as contemplated by Rule 13.13).

13.13 Effect of takeover

From the date of the announcement of a takeover bid for the shares until the close of the offers made under the takeover bid, the Company's power under this Part 13 to sell Relevant Shares of a member cease. After the close of the offers under the takeover bid, the Company may give a Divestment Notice to a member who is a Small Holder or a New Small Holder, despite Rule 13.12 and the fact that it may be less than 12 months since the Company gave a Divestment Notice to that member.

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 3:00pm AEDT on Tuesday 22 November 2022.**

📱 TO VOTE ONLINE

- STEP 1:** VISIT <https://www.votingonline.com.au/gvfagm2022>
- 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 **3:00pm AEDT on Tuesday 22 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/gvfagm2022>

📠 **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 10, 225 George Street Sydney NSW 2000 Australia	From 31 October 2022 Boardroom Pty Limited Level 8, 210 George St Sydney NSW 2000 Australia
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Attending the Meeting

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

☐**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 **Global Value Fund 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 meeting **at Dexus Place, Level 15, 1 Farrer Place Sydney NSW 2000 and via Zoom on Thursday, 24 November 2022 at 3:00pm 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 Resolutions 1 & 4, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolutions 1 & 4 are 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 Resolutions 1 & 4). 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 Jonathan Timp as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Christopher Cuffe as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Increase in maximum aggregate Non-executive Director remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Special	Amendments to the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Special	Approval of additional 10% placement capacity	<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