



Clime Capital Limited
ACN 106 282 777

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

AND

PROXY FORM

Date of Meeting

Friday, 22 November 2024

Time of Meeting

11:00 am (Sydney time)

Clime Capital Limited

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



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

Notice of Annual General Meeting

Clime Capital Ltd ACN 106 282 777 (**Clime Capital** or the **Company**) gives notice that its 2024 Annual General Meeting of Shareholders will be held at:

DATE: Friday, 22 November 2024

TIME: 11:00am (Sydney time)

LOCATION: This meeting will be conducted in person to be held at Level 12, 20 Hunter Street, Sydney NSW 2000.

IMPORTANT INFORMATION

Shareholders will be able to participate in the Meeting by:

- 1 voting prior to the Meeting by lodging the Proxy Form attached to the Notice of Meeting by no later than 11:00am (Sydney time) on Wednesday, 20 November 2024;
- 2 submitting questions in advance of the Meeting by emailing the questions to Company Secretary by no later than 5.00pm (Sydney time) on Friday, 15 November 2024 at investorrelationscam@clime.com.au;
- 3 attending the meeting in person; and
- 4 asking questions during the Meeting (details of which will be provided to Shareholders in a separate correspondence).

ACCESSING NOTICE OF ANNUAL GENERAL MEETING MATERIALS

In accordance with amendments made to the *Corporations Act 2001* (Cth) (**Corporations Act**) through the passing of the *Treasury Laws Amendment (2021 Measures No. 1) Bill 2021* that commenced on 14 August 2021, the Notice of Meeting is also available on the Australian Securities Exchange Market Announcements platform and on the Company's website at [Clime Capital Limited - Clime Investment Management](#)

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

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

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



Investor related questions are welcomed prior to the AGM. Questions can be directed to the Company Secretary via email: investorrelationscam@clime.com.au or sent to Clime Capital Limited, C/- Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001. By no later than 5:00pm (Sydney time) on Friday, 15 November 2024.

ATTEND AND ACCESS THE ANNUAL GENERAL MEETING

Shareholders and proxy holders will be able to participate in the AGM in person by attending the meeting in person at Level 12, 20 Hunter Street, Sydney NSW 2000.

Shareholders and proxyholders attending will be able to ask questions and vote at the appropriate times whilst the AGM is in progress.

Registration will open at 10.30 am (Sydney time) on Friday, 22 November 2024 (30 minutes before the AGM).

HOW CAN SHAREHOLDERS ASK QUESTIONS AT THE ANNUAL GENERAL MEETING?

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

- (a) ask questions about or make comments on the management or performance of the Company, and on its 2024 Remuneration Report; and
- (b) ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company and the independence of the Auditor.

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

Written questions must be received by the Company or Boardroom Pty Limited by 5.00pm (Sydney time) on Friday, 15 November 2024, and can be submitted by email or mail as outlined above.

SUBMITTING VOTES PRIOR TO THE AGM

If Shareholders or proxy holders do not wish to vote at the AGM, they may submit their votes by proxy before the AGM at <https://www.votingonline.com.au/camagm2024> (see below for further information).

The deadline for submitting votes by this method and for appointing proxies for the AGM is 11:00 am (Sydney time) on Wednesday, 20 November 2024.



BUSINESS TO BE CONSIDERED AT THE ANNUAL GENERAL MEETING

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

Business

A. *Consideration of Financial Statements and Reports*

To receive and consider the Company's Financial Report, the Directors' Report and Auditor's Report of the Company (and its controlled entities) as set out in the Company's 2024 Annual Report for the year ended 30 June 2024.

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

B. Items for Shareholder approval

Resolution 1: To adopt the Remuneration Report

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

"That the Remuneration Report of the Company for the year ended 30 June 2024 be adopted in accordance with Section 250R(2) of the Corporations Act 2001 (Cth)."

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

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

Voting exclusion statement for Resolution 1

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

- a. a member of the Company's KMP, the details of whose remuneration are included in the Company's Remuneration Report for the year ended 30 June 2024; or
- b. a Closely Related Party of such a member.

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

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



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

Resolution 2: Re-election of Mr. John Abernethy as a Director

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

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

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

The Board recommends that Shareholders vote **In Favour** of this Resolution 2.

Resolution 3: Approval of additional placement capacity under ASX Listing Rule 7.1A

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

“That for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Shares of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement for Resolution 3

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the issue of Shares under ASX Listing Rule 7.1A (except a benefit solely by reason of being a Shareholder) or an Associate of that person(s).

However, the Company will not disregard a vote cast in favour of Resolution 3 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with the directions given to the proxy or attorney to vote on Resolution 3 in that way; or
- (b) the Chairman of the AGM as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chairman to vote on Resolution 3 as the Chairman decides; or
- (c) 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 Resolution 3; and
- (ii) the holder votes on Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Board recommends that Shareholders vote **In Favour** of Resolution 3.

Other business

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders at the Meeting to ask questions about, or to make comment on, the reports, business, operations and the management of the Company. Shareholders will have reasonable opportunity to ask the Auditor, or their representative, questions relevant to the Company audit and preparation and content of the independent Auditor's Report.

Other information

An Explanatory Memorandum accompanies and forms part of this Notice of Annual General Meeting. All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

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

Each resolution considered at the AGM will be conducted by a poll. Shareholders and proxy holders may vote at the AGM (as described above), or Shareholders may vote by proxy prior to the AGM in accordance with the instructions provided on the Proxy Form (further details of which are set out below). The Board considers voting by poll to be in the interests of the Shareholders as a whole and ensures the views of as many Shareholders as possible are represented at the AGM.

Voting by proxy

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

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

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

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

- (a) a Shareholder entitled to attend and vote at the AGM has a right to appoint a proxy to attend and vote instead of the Shareholder. A proxy need not be a Shareholder and can be either an individual or a representative of a body corporate;
- (b) a Shareholder that is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes; and



- (c) if an appointed proxy is not also the Chairman of the AGM, the proxy need not vote on a poll; however, if the proxy does vote on a poll, the proxy must vote as directed by the Shareholder. Where a poll is conducted and the proxy holder does not vote, the proxy appointment defaults to the Chairman of the AGM to vote as directed. If the appointed proxy is the Chairman of the AGM, the proxy must vote on a poll in the manner directed by the Shareholder.

Proxies must be:

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

no later than 11:00am (Sydney time) on Wednesday, 20 November 2024.

Online <https://www.votingonline.com.au/camagm2024>

Hand deliveries Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Postal deliveries Boardroom Pty Limited GPO Box 3993,
Sydney, NSW 2001
Fax number for lodgement: (02) 9290 9655



Proxy Form

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

Undirected Proxies

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

Any undirected proxy given to a director (other than the Chairman), any “Associate” of a director, or other member of the KMP or their Closely Related Parties for resolutions connected directly or indirectly with the remuneration of KMP will not be cast, unless Shareholders specify how the proxy should vote on the Shareholder Proxy Form.

Voting by Attorney

A Shareholder may appoint an Attorney to vote on his or her behalf. For an appointment to be effective for the AGM, the instrument effecting the appointment (or a certified copy of it) must be received by the Company no later than 11:00 am (Sydney time) on Wednesday, 20 November 2024.

Corporate Representatives

A body corporate that is a Shareholder, or that has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements of section 250D of the Corporations Act. Written notice of the appointment, including any authority under which it is signed, must be provided to the Company no later than 11:00 am (Sydney time) on Wednesday, 20 November 2024, unless it has previously been given to the Company.

Entitlement to vote

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the Meeting, all Shares will be taken to be held by the persons who held them as registered Shareholders at 7.00pm (Sydney time) on Wednesday, 20 November 2024. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Scrutineer

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

By order of the Board.

Tushar Kale
Company Secretary
23 October 2024



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

Explanatory Memorandum

This Explanatory Memorandum accompanies the Notice of Annual General Meeting of the Company to be held at 11:00 am (Sydney time) on Friday, 22 November 2024.

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and should be read in conjunction with the Notice of Annual General Meeting.

A. Consideration of Financial statements and reports

The Company's 2024 Annual Report, which includes the Financial Report and the Report of the Directors and of the Company's Auditor for the year ended 30 June 2024, is available at [Clime Capital Limited - Clime Investment Management](#) and then click 'View reports'.

Printed copies of the 2024 Annual Report have only been sent to those Shareholders who have elected to receive a copy. We encourage all Shareholders to reconsider the use of printed materials and encourage you to change your election to receive these electronically. Please update your preferences regarding election communications at <https://www.investorserve.com.au/>.

In accordance with section 317 of the Corporations Act, the Directors of a public company are required to lay the Company's Financial Report, Directors' Report and Auditor's Report (together comprising the Annual Report) for the previous financial year before its Shareholders at its Annual General Meeting. There is no requirement under the Corporations Act or the Constitution for a formal resolution on this item of business and, as such, there will be no formal resolution put to the AGM. However, Shareholders will be given a reasonable opportunity to ask questions about or make comments on the Company's Financial Report, the Directors' Report and Auditor's Report, and the general management of the Company.

Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the Annual Report they wish to discuss. Representatives of the Company's Auditor, Pitcher Partners, will be present for discussion purposes on matters of relevance to the audit.

There is no requirement for Shareholders to approve any of these reports.

B. Ordinary Business

Resolution 1 – To adopt the Remuneration Report

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

Pursuant to section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to the vote at its Annual General Meeting. The Remuneration Report is contained in the Directors' Report within the Company's Annual Report, available at [Clime Capital Limited - Clime Investment Management](#)

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

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the AGM when reviewing the Company's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings of the Company, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be



held within 90 days at which all of the Company's Directors (other than a Managing Director) must stand for election.

At the Company's 2023 annual general meeting, the votes cast by members against the adoption of the Company's Remuneration Report were less than 25%.

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

KMP (including Directors) and their Closely Related Parties must not cast a vote on the Remuneration Report, unless as holders of directed proxies for Shareholders eligible to vote on Resolution 1.

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

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

Resolution 2 - Re-election of Mr. John Abernethy as Director

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

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

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

Mr. Abernethy has been a Director of the Company since 31 July 2009. Mr. Abernethy has over 40 years' funds management experience in Australia and was previously General Manager, Investments for NRMA. Mr. Abernethy is currently a Non-Independent Chairman of Clime Investment Management Limited, and a Non-Executive Director of WAM Research Limited. Mr. Abernethy holds a B. Com (Economics)/LLB from the University of New South Wales.

Special responsibilities: Member of the Remuneration Committee; Member of Nomination Committee.

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

The Directors (excluding Mr. John Abernethy) unanimously recommend that Shareholders vote **In Favour** of Resolution 2.

The Chairman will vote all undirected proxies **In Favour** of Resolution 2. If you wish to vote "against" or "abstain", you should mark the relevant box in the attached Proxy Form.



Resolution 3: Approval of additional placement capacity under ASX Listing Rule 7.1A

Background and description of ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables “eligible entities” to seek the approval of shareholders to issue equity securities of up to 10% of its issued share capital over a 12-month period after the AGM (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company’s 15% placement capacity under ASX Listing Rule 7.1 and will only be issued if Resolution 3 is passed at the AGM.

An “eligible entity” for the purposes of ASX Listing Rule 7.1A is an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is currently an eligible entity for these purposes and expects to be an eligible entity as at the date of the AGM.

Pursuant to ASX Listing Rule 7.1A, any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. As at the date of this Notice, the Company has Shares and Convertible Notes quoted securities on issue. Accordingly, any equity securities issued under the 10% Placement Facility will be Shares. ASX Listing Rule 7.1A also requires that any Shares issued under the 10% Placement Facility must be issued for a cash consideration per security which is not less than 75% of the volume weighted average market price (**VWAP**) for Shares, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Shares are to be issued is agreed by the Company and the recipient of the securities; or
- (b) if the Shares are not issued within 10 Trading Days of the date in paragraph (a), the date on which the Shares are issued.

An approval under ASX Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following.

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (b) the time and date of the entity's next annual general meeting; or
- (c) the time and date of the approval by holders of an eligible entity’s ordinary securities of a transaction under ASX Listing Rule 11.1.2 (proposed change to nature or scale of activities) or ASX Listing Rule 11.2 (change involving main undertaking).

Resolution 3 seeks Shareholder approval by way of special Resolution (requiring at least 75% of the votes cast by present and eligible Shareholders voting at the AGM to be cast in favour of Resolution 3 in order for Resolution 3 to be passed) for the Company to have the 10% Placement Facility provided for in ASX Listing Rule 7.1A to issue Shares without Shareholder approval.

At the date of this Notice, the Company has 150,916,895 Shares on issue. The actual number of Shares that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Shares in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).



If Resolution 3 is passed, the Company will be able to issue equity securities (Shares) up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A (noting that the Company will only be able to issue Shares under the additional 10% placement capacity under ASX Listing Rule 7.1A) without the requirement to seek any further Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the 10% Placement Facility to issue Shares without Shareholder approval and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

Formula for calculating the 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of equity securities (in a class of quoted securities of the eligible entity) calculated in accordance with the following formula:

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

- A** is the number of fully paid ordinary securities on issue at the commencement of the relevant period (i.e. the 12-month period immediately preceding the date of the issue or agreement to issue) (the Relevant Period):
- I. **plus** the number of fully paid ordinary securities issued in the Relevant Period under an exception in ASX Listing Rule 7.2 (other than exception 9, 16 or 17);
 - II. **plus** the number of fully paid ordinary securities issued in the Relevant Period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - A. the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - B. the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under ASX Listing Rules 7.1 or 7.4;
 - III. **plus** the number of fully paid ordinary securities issued in the Relevant Period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - A. the agreement was entered into before the commencement of the Relevant Period; or
 - B. the agreement or issue was approved, or taken under the ASX Listing Rules to have been approved, under ASX Listing Rules 7.1 or 7.4;
 - IV. **plus** the number of any other fully paid ordinary securities issued in the Relevant Period with approval under ASX Listing Rules 7.1 or 7.4;
 - V. **plus** the number of partly paid ordinary securities that became fully paid in the Relevant Period;
 - VI. **less** the number of fully paid ordinary securities cancelled in the Relevant Period.



- D** is 10%;
- E** is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the holders of the eligible entity's ordinary securities under ASX Listing Rule 7.4.

Specific information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Facility.

(a) A statement of the period for which approval will be valid

If Shareholders approve Resolution 3, the Company's ability to make use of the 10% Placement Facility will commence on the date of this AGM and will expire on the first to occur of the following.

- (i) the date that is 12 months after the date of this AGM; or
- (ii) the time and date of the Company's next AGM; or
- (iii) the time and date of an approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (proposed change to nature or scale of activities) or ASX Listing Rule 11.2 (change involving main undertaking).

(b) A statement of the minimum price at which the equity securities may be issued under ASX Listing Rule 7.1A.2

Any Shares (being the Company's only class of quoted securities) issued under the 10% Placement Facility will be issued at a price per Share of not less than 75% of the VWAP for the Company's Shares calculated over the 15 Trading Days on which trades in Shares were recorded immediately before:

- (i) the date on which the price at which the Shares are to be issued is agreed by the Company and the recipient of the Shares; or
- (ii) if the Shares are not issued within 10 Trading Days of the date in paragraph (b)(i) above, the date on which the Shares are issued.

(c) A statement of the purposes for which the funds raised by an issue of equity securities under ASX Listing Rule 7.1A.2 may be used

The Company may use the cash funds raised by an issue of Shares under the 10% Placement Facility towards making (or to secure the right to make) one or more acquisitions and/or to further its existing projects; and/or general working capital; so that the Company has the necessary working capital and flexibility to consider, and if thought fit, to put it in a stronger position to make (or to secure the right to make) one or more acquisitions and/or to further its existing projects.

The Company will comply with the disclosure obligations under ASX Listing Rule 7.1A.4 upon issue of any Shares under the 10% Placement Facility.



In the event Resolution 3 is approved, when the Company issues Shares pursuant to the 10% Placement Facility, it will:

- (i) state in its announcement of the proposed issue under ASX Listing Rule 3.10.3 or in its application for quotation of the securities under ASX Listing Rule 2.7 that the securities are being issued under ASX Listing Rule 7.1A; and
 - (ii) give to ASX immediately after the issue a list of names of the persons to whom the Company issued the equity securities and the number of equity securities issued to each (which list is not for release to the market), in accordance with Listing Rule 7.1A.4.
- (d) *A statement of the risk of economic and voting dilution to existing ordinary security holders that may result from an issue of equity securities under ASX Listing Rule 7.1A.2*

If Resolution 3 is approved by Shareholders and the Company issues Shares under the 10% Placement Facility, existing Shareholders face the risk of economic and voting dilution as a result of the issue of Shares under the 10% Placement Facility, to the extent that such Shares are issued, including the risk that:

- (i) the market price for Shares may be significantly lower on the date of the issue of the Shares than on the date that approval is obtained under ASX Listing Rule 7.1A (i.e. the date of this AGM assuming that Shareholder approval of Resolution 3 is obtained at this AGM); and
- (ii) the Shares may be issued at a price that is at a discount to the market price for the relevant Shares of the Company on the issue date.

The table below shows the potential dilution to existing Shareholders on the basis of the current market price of Shares and the current number of Shares for variable “A” calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.60	\$0.80	\$1.00
			25% decrease	Current Market Price	25% increase
			Funds Raised		
Current shares (variable A)	150,916,895	15,091,689	\$ 9,055,013	\$ 12,073,351	\$ 15,091,689
25% increase (in variable A)	188,646,118	18,864,611	\$ 11,318,767	\$ 15,091,689	\$ 18,864,611
50% increase (in variable A)	226,375,342	22,637,534	\$ 13,582,520	\$ 18,110,027	\$ 22,637,534

The table above has been prepared based on the following assumptions:

- (i) All Shares have been issued.
- (ii) The Company issues the maximum number of Shares available under the 10% Placement Facility.
- (iii) No convertible securities of the Company are converted into Shares, or options are exercised, and Shares issued following such exercise, before the date of the issue of the Shares.



- (iv) The 10% voting dilution reflects the aggregate percentage dilution against the Company's issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (v) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of this AGM. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (vi) The table shows only the effect of issues of Shares under ASX Listing Rule 7.1A, not under the Company's 15% placement capacity under ASX Listing Rule 7.1.
- (vii) The current market price of the Company's Shares utilised in the above table is \$0.80 per Share, being the closing price of Shares on the ASX on 16 October 2024.

(e) What is the allocation policy for issues under the 10% Placement Facility

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Shares will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- (i) the purpose of the issue;
- (ii) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;
- (iii) the effect of the issue of Shares on the control of the Company;
- (iv) the financial situation and solvency of the Company; and
- (v) advice from the Company's corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new investors who are not a related party or an Associate of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

(f) Information required under ASX Listing Rule 7.3A.6 if the Company has issued or agreed to issue any equity securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the date of the AGM:

Equity securities issued under ASX Listing Rule 7.1A.2 in the 12 months prior to the Annual General Meeting on 22 November 2024	Nil
Percentage previous issues represent of total number of equity securities on issue at commencement of the 12-month period	Nil



(g) If at the time of despatching the Notice the Company is proposing to make an issue of Shares under ASX Listing Rule 7.1A.2, a voting exclusion statement:

For the purposes of ASX Listing Rule 7.3A.7, a voting exclusion statement is included in the Notice. As at the date of the Notice, the Company has not approached any existing Shareholder or security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Directors' Recommendation

The Directors believe that Resolution 3 is in the best interests of the Company and unanimously recommend that Shareholders vote **In Favour** of Resolution 3.

The Chairman will vote all undirected proxies **In Favour** of this Resolution. If you wish to vote "against" Resolution 3 or "abstain" from voting on Resolution 3 you should mark the relevant box in the attached Proxy Form.



Glossary

In this Explanatory Memorandum, and the Notice of Meeting:

Sydney time means Australian Eastern Daylight Savings Time.

Annual General Meeting or **AGM** means the annual general meeting of the Company the subject of this Notice of Meeting scheduled to occur on Friday 22, November 2024.

Annual Report means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 30 June 2024.

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

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

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

Board means the board of Directors of the Company.

Chairman means the chairman of the Annual General Meeting.

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

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

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

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

Director means a Director of the Company.

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

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

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

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

Listing Rules means the listing rules of ASX.

Meeting means the Annual General Meeting of the Company the subject of this Notice of Meeting scheduled to occur on Friday 22 November 2024.

Notice means this notice of annual general meeting dated 23 October 2024 and accompanying Explanatory Memorandum.

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

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

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

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

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



All Correspondence to:

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

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (Sydney Time) on Wednesday, 20 November 2024.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/camagm2024>

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:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting therefore by **11:00am (Sydney Time) on Wednesday, 20 November 2024.** 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/camagm2024>

📠 **By Fax** + 61 2 9290 9655

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

👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

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

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Clime Capital Limited** ((Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Level 12, 20 Hunter Street, Sydney NSW 2000 Australia on Friday, 22 November 2024 at 11:00am (Sydney Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr. John Abernethy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of additional payment capacity under ASX Listing Rule 7.1A	<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 / / 2024