

# **Selfwealth Limited**

ACN 154 324 428

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## **Notice of Annual General Meeting of Ordinary Shareholders to be held on 29 November 2017**

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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE PLEASE CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.**

**NOTICE OF ANNUAL GENERAL MEETING TO BE HELD AT  
K&L GATES, Level 25, 525 COLLINS STREET, MELBOURNE VIC 3000**

**At 10.00 am on 29 November 2017**

**TO BE VALID, FORMS OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING MUST BE COMPLETED AND RETURNED TO THE COMPANY NO LATER THAN 10.00 AM MELBOURNE TIME ON 27 NOVEMBER 2017**

**Selfwealth Limited**  
ACN 154 324 428

## Notice of Annual General Meeting

Notice is given that a meeting of the shareholders of Selfwealth Limited ("**Company**" or "**Selfwealth**") will be held at 10.00 am on 29 November 2017 at K&L Gates, Level 25, 525 Collins Street, Melbourne Victoria (Melbourne time) for the purpose of considering and, if thought appropriate, passing the following Resolutions.

### Financial statements and reports

To receive and consider the financial report, the directors' report and the auditors' report for the financial year ended 30 June 2017.

### Resolution - Election of directors

Being the first Annual General Meeting of the Company since the appointment of Messrs Tony Lally, John Gaffney and John O'Shaughnessy to the Board, these Directors are subject to re-election by the Company's Shareholders. Messrs Tony Lally, John Gaffney and John O'Shaughnessy have agreed to submit themselves for re-election at the Annual General Meeting. To consider and if thought fit, pass the following ordinary resolutions as separate ordinary resolutions:

- (a) **Tony Lally** - To consider and if thought fit, to pass the following as an ordinary resolution:

*"That pursuant to rule 13.1 of the Company's Constitution and for all other purposes the Company elects Tony Lally as a director of the Company."*

- (b) **John Gaffney** - To consider and if thought fit, to pass the following as an ordinary resolution:

*"That pursuant to rule 13.1 of the Company's Constitution and for all other purposes the Company elects John Gaffney as a director of the Company."*

- (c) **John O'Shaughnessy** - To consider and if thought fit, to pass the following as an ordinary resolution:

*"That pursuant to rule 13.1 of the Company's Constitution and for all other purposes the Company elects John O'Shaughnessy as a director of the Company."*

A form of proxy accompanies this Notice of Meeting.

**By order of the Board:**



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**Mark Lawrence**  
**Company Secretary**  
**Dated: 20 October 2017**



## NOTES

These notes form part of the Notice of Meeting.

### 1. Determination of membership and voting entitlement

For the purpose of determining a person's entitlement to vote at the Annual General Meeting, a person will be recognized as a member of the Company and the holder of shares if that person is registered as a holder of those shares at 10.00 am on 27 November 2017, being 48 hours prior to the date of the Annual General Meeting.

### 2. Votes of members

On a show of hands, each member present in person or by proxy or, in the case of a body corporate, by a corporate representative at the Annual General Meeting shall have one vote.

On a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative shall have one vote for each share held by him, her or it provided that all shares are fully paid.

### 3. Proxies

Please note that:

- (a) a member entitled to attend and vote at the Annual General Meeting is entitled to appoint no more than two proxies;
- (b) an instrument appointing a proxy must be in the form of the proxy form attached to this Notice;
- (c) where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If a member appoints two proxies, and the appointment does not specify the proportion of the member's voting rights, each proxy may exercise one-half of the voting rights;
- (d) a proxy need not be a member of the Company;
- (e) a proxy form may specify the manner in which the proxy is to vote in respect of each Resolution and, where the proxy form so provides, the proxy is not entitled to vote on the Resolutions except as specified in the proxy form;
- (f) a proxy has the authority to vote on the member's behalf as he or she thinks fit, on any motion to adjourn the Annual General Meeting, or any other procedural motion, unless the member gives a direction to the contrary;
- (g) a valid proxy form will be deemed to confer authority to demand or join in demanding a poll;
- (h) to be valid, a proxy form must be signed by the member or the member's attorney or, if the member is a corporation, executed in accordance with the corporation's constitution and the Corporations Act (and may be signed on behalf of the corporation by its attorney); and
- (i) to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be received by no later than 10.00am (Melbourne time) on 27 November 2017 by the Company:

- by mail: Level 2, 613 Canterbury Road, Surrey Hills, Victoria 3127  
or  
- by email: C/- [mark.lawrence@selfwealth.com.au](mailto:mark.lawrence@selfwealth.com.au)

## Proxy form

### SELFWEALTH LIMITED

ACN 154 324 428

## Annual General Meeting of Ordinary Shareholders

I,

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of

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being an ordinary shareholder of the Company appoint:

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of

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or if no person is named, the Chairperson of the general meeting as my proxy to vote and act for me and on my behalf at the Annual General Meeting of ordinary shareholders of the Company to be held at 10.00am on 29 November 2017 at Level 25, 525 Collins Street, Melbourne, Victoria (Melbourne time) and any other day to which that Annual General Meeting is adjourned or postponed.

My proxy is authorised to exercise all \_\_\_\_\_% of my voting rights. If 2 or more proxies are being appointed, the proportion of my/our total voting rights that this proxy is authorised to exercise is \_\_\_\_\_%. **[Note on request the Company will provide additional proxy forms.]**

I direct my proxy to vote in the following manner:

No	Resolution	For	Against	Abstain
1(a)	Election of Tony Lally as a director of the Company			
1(b)	Election of John Gaffney as a director of the Company			
1(c)	Election of John O'Shaughnessy as a director of the Company			

If you have appointed the Chairperson as your proxy and you do not wish to direct the Chairperson how to vote, please place a mark in the box (below).

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By marking this box, you acknowledge that the Chairperson may exercise your proxy even if they have an interest in the outcome of the Resolution and votes cast by the Chairperson other than as proxy holder will be disregarded because of that interest.



The Chairperson intends to vote in favour of the Resolutions to be considered at the Annual General Meeting.

Dated \_\_\_\_\_ 2017

\_\_\_\_\_  
\_\_\_\_\_

Signature of member/s (note if the member is a company, the proxy form should be signed in accordance with the member company's constitution and with the *Corporations Act 2001 (Cth)*.)

### Notes to proxy form

1. A member who is entitled to attend and vote at an Annual General Meeting is entitled to appoint a proxy to attend and vote for the member at that meeting.
2. A member who is entitled to cast 2 or more votes may appoint 2 proxies, in which case they may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes of the member.
3. If no directions are given the proxy may vote as the proxy thinks fit or may abstain from voting.
4. A proxy need not be a member of the Company. If a person attends a meeting both as a member and as a proxy for another member, such person will only be counted once on a show of hands.
5. The proxy form must be signed by the member or the member's attorney (in which case the power of attorney must have been previously noted by the Company or a certified copy of the power of attorney must accompany this proxy form).

To be valid, proxies must be received by the Company or by email to the Company Secretary on [mark.lawrence@selfwealth.com.au](mailto:mark.lawrence@selfwealth.com.au) before 10.00am on 27 November 2017.

**Selfwealth Limited**

ACN 154 324 428

**Annual General Meeting****Explanatory Memorandum**

These explanatory notes have been prepared to provide members with sufficient information to assess the merits of the Resolutions contained in the accompanying notice of annual general meeting of the Company to be held at Level 25, 525 Collins Street, Melbourne, Victoria, Australia on 29 November 2017 at 10.00am

**1. Financial statements and reports**

Section 317 of the Corporations Act requires the last financial year's financial report, the directors' report and the auditor's report to be laid before the Company's annual general meeting.

There is no requirement either in the Corporations Act or in the Company's constitution for members to approve the financial report, the directors' report or the auditor's report. Members will be given the opportunity at the meeting to ask questions and comment on these reports and on the Company's business and operations.

**2. Resolution - Election of Directors**

Rule 13.1 of the Company's Constitution provides that any director appointed to the Board by the Directors may only hold office until the next annual general meeting and is then eligible for election at that meeting.

As each of Messrs Tony Lally, John Gaffney and John O'Shaughnessy have been appointed pursuant to Rule 13.1 of the Constitution, each is due to retire at this Annual General Meeting and has submitted himself for election.

A profile of each of Messrs Tony Lally, John Gaffney and John O'Shaughnessy is outlined below:

**Tony Lally**

Tony has extensive experience covering a range of roles in the financial services industry both in Australia and overseas.

Tony is a qualified actuary as well as an experienced Senior Executive, Non-Executive Director and Chair covering listed companies, non-listed companies and not for profits.

Tony's experience covers the disciplines of governance, strategy development, risk management and change, both operational and cultural. His extensive investment expertise covers investment governance, investment strategy and management.

Previous roles include Chair and Director of the Association of Superannuation Funds of Australia (ASFA), Chief Executive Officer of Sunsuper (2007- 2013) which provide superannuation, life insurance and retirement incomes for 1 million members across Australia and Executive Director of the four subsidiaries of the Commonwealth Bank which provided funds management, life insurance and custody services.



Tony has extensive Senior Executive experience in a number of disciplines, including life insurance, funds management, strategy development, sales and marketing, financial management, superannuation, risk management and financial planning. A key feature of his international career has been the building of successful businesses.

### **John Gaffney**

John is a senior lawyer with experience as a Non-Executive Director of ASX listed companies with significant exposure to company governance and ASX listing rules. John is a Non-Executive Director of Paradigm Biopharmaceuticals Limited and sits on its Remuneration and Audit Committee.

John was Legal Counsel for the Australian Financial Ombudsman Service providing internal legal advice on financial services. He was a member of the Victorian Bar practising in commercial litigation. Prior to joining the Bar John was a senior member of the Victorian Law Institute internal compliance group.

John holds a Masters in Law and has strong management skills having managed a team of highly skilled professionals. He has extensive exposure to Corporations Law and compliance as a practising lawyer.

### **John O'Shaughnessy**

John has over 30 years' experience in senior executive management and consulting roles in the finance sector. He has been responsible for funds management, private wealth, pensions, insurance, banking and securities in Asia/Pacific and in UK/Europe.

John is a former Director of A T Kearney, and is a current Non-Executive Director of the Centrepont Alliance, Alpha Vista Financial Services and Chairman of Forticode. John is also a Director of the University of Adelaide's International Centre for Financial Services Advisory Board and a member of the Macquarie University Faculty of Science and Engineering Advisory Council.

John holds an MBA from the Macquarie University Graduate School of Management, and has qualified as a Fellow of the Governance Institute of Australia and a Fellow of the Financial Services Institute of Australasia. He is also a member of the Australian Institute of Company Directors.

## **3. Additional information**

The Directors of the Company are not aware of any other information which is relevant to the consideration by members of the proposed Resolutions set out in this Notice of Meeting.

The directors recommend members read these explanatory notes in full and, if desired, seek advice from their own independent financial, taxation or legal adviser as to the effect of the proposed Resolutions before making any decision in relation to the proposed Resolutions.

## Definitions

In this Notice of Meeting, unless the context otherwise requires:

**\$ or A\$** means Australian dollars;

**Annual General Meeting or AGM** means the annual general meeting of ordinary shareholders of the Company to be held on 29 November 2017 pursuant to the Notice of Meeting;

**Company or Selfwealth** means Selfwealth Ltd or ACN 154 324 428;

**Board** means the board of directors of the Company;

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

**Constitution** means the Constitution of the Company as amended from time to time;

**Notice of Meeting or Notice** means this notice of Annual General Meeting;

**Ordinary Shares** means fully paid ordinary shares in the capital of the Company;

**Resolution** means a resolution proposed pursuant to this Notice of Meeting.