

## **Results of Extraordinary General Meeting and Board changes**

ApplyDirect Limited ACN 123 129 162 (**Company** or **ApplyDirect**)

**Tuesday, 19 March 2019:**

### **ASX ANNOUNCEMENT**

#### **Results of EGM**

The Company wishes to advise that all resolutions were carried unanimously on a show of hands.

In accordance with Section 251AA of the Corporations Act 2001, the attached information is provided in relation to the resolutions considered by Members of the Company at the Extraordinary General Meeting held today.

#### **Changes to the composition of the Company's Board of Directors**

##### *Appointment of Andrew Henderson*

The Company is pleased to announce the appointment of Andrew Henderson as non-executive director and chairman of ApplyDirect with immediate effect.

Andrew Henderson has over 20 years of experience in Technology products and services businesses. Having worked in Asia in the early 2000's he returned to Australia to found Phoenix IT&T Consulting Pty Ltd, and was acting as CEO and Executive Director of Phoenix for 13 years. Phoenix was sold to ASX listed company DWS Limited in 2015 with 240 consultants at the time of the sale.

Currently, he is the Executive Director of Jitterbit Pty Ltd in the Australian and New Zealand region, a Gartner leading eiPaaS (Enterprise Integration Platform as a Service) and OCG Systems Pty Ltd an integration managed service business.

He is also a Non-Executive Director of Utility Software Services Pty Ltd.

Andrew has a Diploma in Financial Markets, a Master of Science (Information Technology), he is a Member of the Australian Institute of Company Director and a Senior Associate of FINSIA.

##### *Resignation of Michael Kay*

ApplyDirect also advises that Michael Kay has resigned as non-executive director and chairman of the Company with immediate effect. Michael has made a very significant contribution to ApplyDirect, having guided the Company through its initial public offering and ASX listing. The Board wishes to express its gratitude to Michael for his contribution to ApplyDirect.

On behalf of the Board,

Prashant Chandra  
Company Secretary



EXTRAORDINARY GENERAL MEETING  
Tuesday, 19 March, 2019

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution	Manner in which the securityholder directed the proxy vote (as at proxy close):				Manner in which votes were cast in person or by proxy on a poll (where applicable)		
	Votes <i>For</i>	Votes <i>Against</i>	Votes <i>Discretionary</i>	Votes <i>Abstain</i>	<i>For</i>	<i>Against</i>	<i>Abstain **</i>
1 APPROVAL OF THE ISSUE OF 132,888,889 SHARES SUBJECT TO ROUNDING TO THE USS SHAREHOLDERS (INCLUDING POTENTATE INVESTMENTS PTY LTD AND THE POTENTATE ASSOCIATES) UNDER THE SHARE PURCHASE AGREEMENT; AND APPROVAL OF THE ISSUE OF 36,666,667 SHARES TO POTENTATE INVESTMENTS PTY LTD AND THE POTENTATE ASSOCIATES UNDER THE PLACEMENT	96,595,870	114,113	452,776	96,779	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands
2 APPROVAL OF THE ACQUISITION OF USS UNDER THE SHARE PURCHASE AGREEMENT AND THE GIVING OF FINANCIAL BENEFITS TO RELATED PARTIES	96,595,870	114,113	452,776	96,779	Passed on a show of hands	Passed on a show of hands	Passed on a show of hands

\*\* - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item